

Yell Group Limited (formerly Hibu Group Limited)

Annual Report and financial statements for the year ended 31 March 2022

THURSDAY

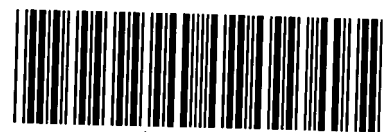


ABB6DR0J

A13

25/08/2022

#93

COMPANIES HOUSE

Yell Group Limited (formerly Hibu Group Limited)

Annual Report for the year ended 31 March 2022

	Page(s)
Company information	1
Strategic report	2-7
Directors' report	8-9
Independent auditors' report	10-12
Group income statement	13
Group statement of comprehensive income	13
Group statement of financial position	14
Group statement of changes in equity	15
Group cash flow statement	16
Notes to the consolidated financial statements	17-51
Income statement (Company only)	52
Statement of financial position (Company only)	53
Statement of changes in equity (Company only)	54
Notes to the financial statements (Company only)	55-62

Yell Group Limited (formerly Hibu Group Limited)

Company information

Directors

Adam Hurst (appointed 30 March 2022)
Atish Banerjea (resigned 5 May 2021)
Christopher Ripley (resigned 5 May 2021)
Claire Miles
David Anderson
Kevin Jasper (resigned 4 May 2021)
Parminder Sandhu
Robert Hall

Company secretary

Christian Wells (resigned 1 August 2021)
Paul Manwaring (appointed 1 August 2021)

Registered office

3 Forbury Place
Forbury Road
Reading
Berkshire
England
RG1 3YL

Registered number

08815102

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
3 Forbury Place
23 Forbury Road
Reading
Berkshire
RG1 3JH

All references to the Company in this document are references to Yell Group Limited (formerly Hibu Group Limited). All references to the Group are references to the Company and its consolidated subsidiaries.

All references to Yell Holdco Group in this document are references to Yell Holdco Limited and its consolidated subsidiaries.

Yell Group Limited (formerly Hibu Group Limited)

Strategic report for the year ended 31 March 2022

The directors present their strategic report for Yell Group Limited (formerly Hibu Group Limited) ("the Company") and its subsidiaries (together "the Group"), for the year ended 31 March 2022.

Principal activities

The Group's principal activities during the year were the provision of digital marketing services (including website production, search and display solutions), Yell platform products and printed directories, all of which help small and medium sized businesses ("SME's") get found and chosen by consumers. On 4 May 2021, the Group sold its US business. On 30 March 2022, the Group lost control of its UK business following a debt for equity swap by Yell Holdco Limited, an indirect subsidiary of the Company. At 31 March 2022 the Group had no trading operations.

Review of the business and future developments

The Group's consolidated results are shown on page 12. The financial statements reflect the trading results of the Group for the year ended 31 March 2022 with comparative results for the year ended 31 March 2021.

In the prior year, the Group entered into an agreement to sell the US business, which was held for sale at 31 March 2021, and the sale transaction completed on 4 May 2021 for net proceeds after transaction costs of \$361.5m (£260.3m). The Group recognised a gain on disposal of £261.5m (see note 18).

On 30 March 2022, the Group lost control of its UK business while retaining a 5% non-controlling interest with effect from that date. This transaction has been treated as a disposal of subsidiary undertakings for which the Group recognised a gain on disposal of £75.8m. As a consequence, the results of the US and UK businesses are disclosed in the discontinued operations note to the financial statements (note 18).

The results of continuing operations are for the remaining non-trading subsidiaries within the Group. The structure of the non-trading subsidiaries is not expected to change in the foreseeable future.

Previously the Group presented Key Performance Indicators based on revenue metrics, but following the restructuring of the Group these are no longer applicable on a comparative basis.

The Group had net assets of £32.2m at 31 March 2022 (2021: net liabilities of £75.8m).

Environmental Reporting

The Group's greenhouse gas emissions within the UK for the year ended 31 March 2022 are set out in the table below:

Emission source	Year ended 31 March 2022 (kg CO ₂ e)	Year ended 31 March 2021 (kg CO ₂ e)
Combustion of fuel and operation of facilities:		
Gas	82,295	134,457
Scope 1 greenhouse gas emissions	82,295	134,457
Energy purchased for own use:		
Electricity	83,520	107,860
Business miles ^(a)	7,977	5,731
Scope 2 greenhouse gas emissions	91,497	113,591
Emissions created as an indirect consequence of the organisation's actions:		
Business miles ^(a)	19,034	15,623
Scope 3 greenhouse gas emissions	19,034	15,623
Total	192,826	263,671
Intensity ratio: (kg CO₂e / £100,000 UK Revenue)	164.0	216.5
Annual quantity of energy consumed: (kWh)	1.0m	1.2m

(a) Comparative information regarding business miles has been restated to accurately reflect the correct scope of the Group's usage.

The information given above has been prepared internally, using the Government's Environmental Reporting Guidelines and the emission factors taken from the UK Government GHG Conversion Factors 2021 (2021: UK Government GHG Conversion Factors 2020). The information provided is only for the Group's greenhouse gas emissions within the United Kingdom.

Yell Group Limited (formerly Hibu Group Limited)

Strategic report for the year ended 31 March 2022 (continued)

Environmental Reporting (continued)

The Group, by the nature of its business, is a relatively low consumer of energy and, with the added limitations imposed by landlords' terms and conditions, there are relatively limited opportunities to significantly reduce its carbon footprint. The information presented reflects the continued effect of the pandemic on working practices during the year, particularly with regards to business mileage. Business mileage has increased compared to the prior year, mainly as a result of less COVID-19 lockdowns, however is still considerably lower than pre-pandemic levels. The Birmingham office was closed during the year, which caused a reduction in the gas usage. Considerable focus has been given during the year to working remotely and maintaining staff and customer safety. At the same time management has been looking at ways of reducing or removing single-use products. Yell acknowledges that Environmental and Social governance ("ESG") can facilitate long-term top-line growth, helps attract and retain talent, reduces costs, and forges a sense of trust amongst customers and consumers alike, as a result Yell is committed to developing an ESG strategy.

Risk management and principal risks

The Group undertakes various activities within a risk management framework to ensure that risk and uncertainty are properly managed, appropriate internal controls are in place and effective risk mitigation plans are initiated where necessary. During the year, the Group sold its US business on 4 May 2021 and lost control of the UK business on 30 March 2022, through a debt for equity swap undertaken by Yell Holdco Limited. As such, the exposure to risk associated with market and other uncertainties were considerably reduced. Risk management and principal risks have been disclosed below on the basis they were valid for the Group for the majority of the financial year.

- The directors had overall responsibility for establishing and maintaining the systems of internal control and risk management, and for reviewing their effectiveness. These systems were designed to manage risks within the risk appetite of the Group and its investors, considered the interactive effects of risk events and increased the likelihood that strategic objectives are realised. The systems also provided reasonable, but not absolute, assurance against material misstatement or loss;
- The Group carried out regular risk assessments to identify and document key strategic, operational and financial risks. The Group had established a risk committee to encourage the consideration of risk when making commercial or strategic decisions and when allocating resources. The remit included risk management and compliance with legislation affecting the businesses. The risk committee comprised executive management and monitored, reviewed and documented risks on a monthly cycle. A systematic approach was adopted that considered a broad spectrum of internal and external risk drivers, assessed the likelihood of risks occurring and the potential effect should they materialise, and where appropriate, risk mitigation plans were developed and monitored. These risks (and corresponding mitigation plans) were discussed on a quarterly basis with the Audit Committee and Board of the Group up to the loss of control of the UK business on 30 March 2022;
- Internal audit plans were developed to assess controls and key mitigating actions. Items highlighted as part of this process were regularly discussed with the Audit Committee and senior management. During the year a third-party accounting firm were appointed to provide outsourced internal audit reviews. The Group had designed and implemented appropriate financial reporting controls. The financial framework comprised processes that represented a set of coordinated tasks and activities, conducted by both people and IT systems, where significant classes of transactions were initiated, recorded, processed and reported; and
- The Audit Committee received quarterly reports on financial controls and updated the Board on any significant matters arising. In the Group Board's view, the information it received was sufficient to enable it to monitor the effectiveness of the Group's system of internal controls.

The risks that could have had the most significant effect on the business, prior to disposal of its operations, are discussed below. Discussion of these risks is not an indication that the directors believe this list to be exhaustive nor is it indicative of the probability that one or more of these risks may be realised.

Risk from: Increase in competition

The Group faced increased competition in its digital markets and could be affected by the actions of other competing companies, some of which had significant resources.

Potential effect – Increased competitive threats could have emerged to impact our existing digital and future strategy.

Mitigation: The Group had a strong asset in its sales force and ongoing customer relationships. Actions included continuing to invest in the Group's digital product offering, developing the new strategy and promoting the brand to help drive direct usage.

Yell Group Limited (formerly Hibu Group Limited)

Strategic report for the year ended 31 March 2022 (continued)

Risk management and principal risks (continued)

Risk from: Economic environment uncertainty

Economic uncertainty and tight credit markets can lead to small and medium-sized entities spending less money on advertising. The Group's customers could be affected by UK economic uncertainties related to inflation, such as fuel price volatility, and cost of living increases, which have been further impacted by the on-going situation in Ukraine and Russia. These risks together give rise to economic uncertainty in the markets in which the Group operated. Demand for the Group's products could also be affected by changing market trends or market perception of the Group's products.

Potential effect – All of the above factors could lead to increased bad debt, cancellations, and reduced customer spend, which would adversely impact trading and execution of strategy.

Mitigation: The Group previously implemented cost reduction programmes to manage margins and moved to a largely variable cost model that allows it to better manage fluctuations in demand.

Risk from: Dependence on IT and Data

The Group was dependent on effective IT systems to maintain efficient and effective operations. Cyber security is important because the Group was dependent upon the uninterrupted and secure operation of its computer systems and databases. Cyber criminals use increasingly sophisticated means of attack, including phishing emails.

Potential effect – Lost revenue and profits or cash, asset impairments, breach of legislation or damage to reputation could result if there were a catastrophic failure of the IT systems or if cyber criminals are successful in an attack.

Mitigation: The Group focused resources on key, locally managed IT systems and increasingly used cloud services to mitigate the risk of owning and maintaining its own systems. The Group had in place disaster recovery plans to replicate the data stored on its business-critical computer systems and maintained firewalls and cyber security controls, which were tested on a regular basis both internally and by third-party experts. The Group carried out recurring internal ethical phishing attacks to raise employee awareness of the risks posed by external attacks backed up by remedial training. The Group Board regularly discussed the security over IT systems and data thereon, reviewed progress against action plans to remediate any shortcomings in security that have been identified by third-party experts and reviewed the steps taken to comply with the EU's General Data Protection Regulation.

Risk from: Failure to attract and retain key talent

The success of the Group was in part dependent upon the continued service of its key management personnel and its ability to attract, motivate and retain suitably qualified employees. Due to the continuing level of change and market challenges that the business faced, the risk of key people leaving the business remained high and recruiting replacements could be challenging, however the Group benefited from a strong Human Resources (HR) strategy during the financial year to minimise risk.

Potential effect - An internal loss of market, industry or financial expertise could lead to lost revenue and profits or damage to reputation.

Mitigation: The Group continued to focus on an ongoing manager capability programme, a review of career paths beyond sales and the use of targeted pay rises where appropriate.

Financial risk management

The Group's overall risk management programme focuses on the strategic and operational risks of its operations and the markets in which it operates and seeks to manage potential adverse effects on financial performance. The Group's activities expose it to a variety of financial risks including liquidity, credit risk, the effects of changes in foreign currency exchange and interest rates.

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern. The Group manages its capital structure and makes adjustments when required by changes in economic conditions or risk characteristics of underlying assets.

Liquidity risk

The primary role of the treasury function is to ensure that adequate liquidity is available to meet funding requirements as they arise and that financial risk arising from the Group's underlying operations is effectively identified and managed by or on behalf of the directors. The treasury function is not a profit centre, and its objective is to manage risk at optimum cost. The treasury function conducts its operations as directed by the Board. Transactions that would be speculative in nature are expressly forbidden. The Group has not entered into any derivative transactions during the years under discussion and did not have any derivatives at 31 March 2022.

Yell Group Limited (formerly Hibu Group Limited)

Strategic report for the year ended 31 March 2022 (continued)

S.172 Statement

The following disclosure describes how the directors have had regard to the matters set out in section 172(1)(a) to (f) and forms the directors' statement required under section 414CZA of the Companies Act 2006.

During the year under review the Group entered into negotiations with its Bondholders in order to restructure the Group's balance sheet. The successful negotiations, with effect from 30 March 2022, resulted in the Bondholders converting £149 million of the existing Senior Secured Notes (held in Yell Bondco plc) into equity in Yell Holdco Limited. This transaction resulted in the Company reducing its indirect shareholding in the Yell Holdco Group to 5%.

The directors are reminded of their S.172 duties at the start of each Board meeting and whilst the Company falls outside of the requirements to adopt and formally report on its principles of corporate governance, the Group has an established governance framework, which it reviews periodically.

The Board receives regular and ongoing regulatory updates that relate to the Group and the business tabled at its meetings.

Principal decisions

We define principal decisions as both those that are material to the Group, but also those that are significant to our stakeholders.

In making the following principal decisions the Board considered the outcome of its stakeholder engagement below as well as the need to maintain a high standard of business conduct and the need to act fairly between members of the Company.

During the year, the principal decisions taken were:

1. Approval of the financial restructure of the Group.
2. Approval of budgets, bonus targets and incentive plans.
3. Approval of a revisited and refreshed strategy.
4. Amendment to and recommended approval to shareholders of the Articles of Association of the Company, as a result of the financial restructure.

Details of the key stakeholders and how we engage with them are set out below.

Investors

As owners of our Group, we rely on the support of our shareholders and their opinions are important to us. The Company is owned by a set of institutional investors and funds. Through our engagement activities, we strive to obtain stakeholder buy-in to our strategic objectives and update on progress against them. Shareholders consented to the restructure of the Senior Secured Notes and ultimate capital structure in March 2022.

There is regular engagement with shareholders and bondholders throughout the year, to keep them well informed on how the business works, trends in performance and opportunities and risks. These take the form of both quarterly results presentation calls where these stakeholders can ask questions of the directors or follow up with emails, and also meetings between individual major investors, the Chairman and CFO, as well as members of senior management in order to seek views on various topical matters.

How the Group manages its cash is a further area where the views of the shareholders are routinely considered.

Our People

Yell Limited ("Yell") is the main operating company and delivers the strategy on behalf of the Board.

We define our people as employees who are paid through the Yell payroll.

An engaged and motivated workforce is critical to the delivery of company objectives. Engagement levels also affect voluntary staff churn.

Our people are a good barometer of employee confidence in the strategy and optimism for the future. The Group directors consider employee churn rates on a regular basis and the local initiatives to reduce this turnover and retain employees in the Group. The Remuneration Committee and Board ensures that incentive plans are designed to promote the success of the Company and are appropriate to retain employees and are aligned to the interests of the shareholders.

The safety and wellbeing of our people is very important to the Group and we make every effort to ensure that our employees are safe and secure.

Yell Group Limited (formerly Hibu Group Limited)

Strategic report for the year ended 31 March 2022 (continued)

S.172 Statement (continued)

Our People (continued)

Since the start of the COVID-19 pandemic in March 2020, we continued to follow Government advice in each country. During the period of FY22, this has included providing additional hand hygiene stations, observing social distancing and avoiding visits to customers when this was the prevailing advice. The majority of our employees are enabled to work from home either on a permanent bases or on a hybrid basis. All employees have been supplied with webcams to ensure they are able to have face to face contact with their managers and their colleagues.

In recognition of the effects on mental health from COVID-19 restrictions, and following employee feedback, all managers have been trained in mental health awareness and mental health first aiders (MHFA) have been selected and formally trained. Access to MHFA and our employee assist programme are regularly publicised.

An annual employee survey was run in November 2021 to provide insight into how employees view working at Yell, the strategy, engagement and culture. The results showed improvements in engagement, belief in our strategy, and support for development as a result of action taken based on the results of the survey run in the prior year.

The results of all engagement surveys are reported on Yell's intranet and are reviewed in detail with all managers. As a result of feedback, and also to deliver the overall business objectives, the people plans for FY23 include a continued focus on personal development and upskilling in digital capability.

Yell also operates a regular employee forum, the People Panel, as well as focus groups, which creates a two-way communications channel between the business and our people on a number of initiatives including, business-wide projects, product updates, wellbeing and charity fundraising, whilst ensuring that everyone has the opportunity to raise concerns and voice their and their team's opinions.

Live, interactive, all hands, business update webinars are held by the management and CEO with open question and answer sessions and, following feedback from employees, these have been supplemented in larger functional groups by interactive sessions with the functional leader on a fortnightly basis.

Yell operates a whistleblowing service, and all incidents are investigated and reported to the Group Audit Committee and ultimately the main Group Board.

Yell is committed to supporting the principle of equality, diversity and inclusion and opposes all forms of unlawful or unfair discrimination on the grounds of colour, race, nationality, ethnic or national origins, gender, gender reassignment, marital/civil partnership status, disability, part-time or fixed-term status, parental responsibilities, age, sexual orientation, religion or belief, political opinion. Yell's aim is to recruit, train and promote the best person for the job, to make full use of the talents and resources of all its people and to create a working environment free from unlawful discrimination, victimisation, and harassment in which all individuals are treated with dignity and respect.

All employees are made aware of the requirements of the Yell Equality and Diversity Code of Practice and are obliged to co-operate to ensure that it is adhered to. Yell's Gender Pay Gap report can be found on: <https://about.yell.com/legal>

Customers

Our customers and the service we provide to them are the constant focus of our business. Customer Obsession is one of 5 core values introduced to the organisation from April 2020.

We run customer satisfaction measures across our operation, with direct customer feedback, and this forms part of the remuneration of all our customer-facing employees. We run a regular Customer Panel to create a two-way communication channel between the business and our customers on our customer-facing initiatives including products and services. Direct customer feedback allows us to further shape our strategic propositions.

Brand Net Promoter Score, or "NPS", has remained broadly consistent at +47 in March 2021 and +45 in March 2022.

Suppliers

It is important to us that we have a strong relationship with our suppliers. Our suppliers are crucial to the business services we provide and are fundamental to the quality of our products, our brand and reputation.

We strive to ensure that our suppliers are aligned to our strategic objectives and we maintain and develop these relationships through senior management engagement where appropriate for key suppliers, quarterly business reviews and supplier conferences.

Each year we publish the supplier payment practices data in the UK, which is also reported to the Group Board, so that our suppliers can be confident of our payment culture.

Each supplier commits to adhere to the Yell Code of Ethics for Suppliers and the Modern Slavery regulations, which can be found on the Group website – <https://about.yell.com>

Yell Group Limited (formerly Hibu Group Limited)

Strategic report for the year ended 31 March 2022 (continued)

S.172 Statement (continued)

Pension

The Group has invested a considerable amount of company resource in funding and has close engagement with the governing of our pension schemes for our employees and we want all our employees to have appropriate tools to review their personal plans for and throughout their retirement. Yell senior management regularly attend the meetings of the Pension Trustee Board ("PTB") for our legacy defined benefit ("DB") scheme and the governance meetings for the current defined contributions ("DC") scheme.

A main focus for the Group is to ensure adequate ongoing funding for the DB scheme and there is regular communication between the PTB and the Yell representatives to review and feedback on investment strategy. The funding position is communicated annually to the DB members in addition to regular newsletters from the PTB.

Community

The Group understands the importance for brand reputation and employee engagement of being a responsible business within our communities. During the year Yell engaged with social representatives on opportunities to increase inclusiveness alongside an events calendar to promote charities that are important to employees. Yell provides support for charitable events inside working hours and on our premises with an increased use of charitable donations rather than cash prizes for staff.

Environment

The Group recognises its responsibility to act in the interests of the environment and to reduce its carbon footprint wherever possible. COVID-19 restrictions and extended remote working has had a positive effect on the environment with reduced spend on consumables and work-related travel. An ESG working committee has been established and made up of employees from across the Group. The committee's main function is to establish a Yell Group ESG Framework and Policy for ultimate approval by the Yell Group Board. Further details on how the Group has regard for the environment are reported on page 2.

Government and Regulators

We engage with the Government and regulators where appropriate to communicate our views to policy makers relevant to our business. Key areas of focus are compliance with laws and regulations, health and safety and data protection. The Board is updated on legal and regulatory developments and takes these into account when considering future actions.

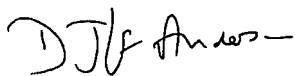
Going Concern

At 31 March 2022, the Group had net assets of £32.2m (2021: net liabilities of £75.8m), and the Company had net assets of £31.0m (2021: £123.9m). The directors have prepared cash flow forecasts for a period of 24 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the Company will have adequate resources to continue in operational existence for the foreseeable future.

The directors of the Company have also considered the implications of the risk management and risks set out in the strategic report for the year ended 31 March 2022 and in particular whether it is appropriate to prepare the financial statements of the Group and Company on a going concern basis and the adequacy of the going concern disclosures made within the financial statements.

Consequently, the directors are confident that the Group and Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements, and therefore have prepared the financial statements on a going concern basis.

On behalf of the Board



David Anderson
Director
27 July 2022

Yell Group Limited (formerly Hibu Group Limited)

Directors' report for the year ended 31 March 2022

The directors present their report and the audited financial statements for Yell Group Limited (formerly Hibu Group Limited) (the "Company") for the year ended 31 March 2022. The financial statements comprise the consolidated financial statements of the Company and its subsidiaries (the "Group") on pages 13 to 51 and the financial statements of the Company on pages 52 to 62.

Dividends

Ordinary dividends of £260.6m were paid during the year ended 31 March 2022 (year ended 31 March 2021: none). There were no ordinary dividends paid in the prior year. The directors do not recommend payment of a final dividend.

Directors

The directors who held office during the year and up to the date of signing the financial statements are stated on page 1. Details of directors' remuneration can be found in note 29 to the consolidated financial statements.

Strategic report

The Company is required by the Companies Act 2006 to set out the development and performance of the business of the Group during the year ended 31 March 2022, the position of the Group at 31 March 2022 and a description of the principal risks and uncertainties facing the Group. Supplementary information about these risks and uncertainties may also be found in notes 1, 15, 19 and 20. By reference to the strategic report, which can be found on pages 2 to 7, the following information is given:

- Principal activities;
- Review of the business and future developments;
- Environmental reporting;
- Risk management and principal risks
- Customer and supplier engagement; and
- Going concern.

Directors qualifying indemnity provisions

Article 88 of the Articles of Association of Yell Group Limited ("the Group"), the Company's ultimate holding company, permit the Yell Group, subject to the Companies Act 2006 and other applicable legislation, to indemnify any of the directors against any loss or liability in connection with any proven or alleged negligence, default, breach of duty or trust by them, in relation to the Yell Group or any of its subsidiaries.

In September 2021 the Yell Group entered into deeds of indemnity in favour of its current and former executive and non-executive directors and officers of the Yell Group, its subsidiaries and any other companies to which the Yell Group or any of its subsidiaries has nominated or appointed any such person as a director or officer.

The deeds of indemnity are qualifying third party indemnities for the purposes of section 234 of the Companies Act 2006, and were in force during the financial year and at the date of approval of these financial statements.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group financial statements in accordance with UK-adopted international accounting standards and the company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group and company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed for the group financial statements and United Kingdom Accounting Standards, comprising FRS 101, have been followed for the company financial statements, subject to any material departures disclosed and explained in the financial statements;

Yell Group Limited (formerly Hibu Group Limited)

Directors' report for the year ended 31 March 2022 (continued)

Statement of directors' responsibilities (continued)

- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

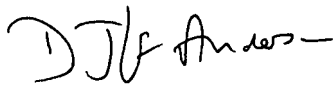
Statement of disclosure of information to auditors

At the date of signing their report, so far as each director is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Group's auditors are unaware. The directors have taken necessary steps to make themselves aware of relevant audit information and to establish that the auditors are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and are deemed to be reappointed under section 487(2) of the Companies Act 2006.

On behalf of the Board



David Anderson
Director
27 July 2022

Yell Group Limited (formerly Hibu Group Limited)

Independent auditors' report to the members of Yell Group Limited (formerly Hibu Group Limited)

Report on the audit of the financial statements

Opinion

In our opinion:

- Yell Group Limited (formerly Hibu Group Limited)'s group financial statements and company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the company's affairs as at 31 March 2022 and of the group's and company's profit and the group's cash flows for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and financial statements (the "Annual Report"), which comprise: the group and company only statements of financial position as at 31 March 2022; the group and company only income statements, the group statement of comprehensive income, the group cash flow statement, and the group and company only statements of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue. In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's and the company's ability to continue as a going concern. Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Yell Group Limited (formerly Hibu Group Limited)

Independent auditors' report to the members of Yell Group Limited (formerly Hibu Group Limited) (continued)

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 March 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to employment law, bribery and corruption, tax legislation and data protection, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries, omitting, advancing or delaying recognition of events and transactions that have occurred during the reporting period and management bias in accounting estimates or judgements to manipulate results. Audit procedures performed by the engagement team included:

- Discussions with management and internal legal counsel including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Review of minutes of meeting with the Board of Directors;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations and journals posted by senior management; and
- Challenging assumptions made by management in their significant accounting estimates, in particular in relation to the recoverability of trade receivables balances, the appropriateness of the assumptions used in the pension scheme, the treatment of unrecognised tax positions and the recoverability of investments in subsidiaries and intercompany receivables.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Yell Group Limited (formerly Hibu Group Limited)

Independent auditors' report to the members of Yell Group Limited (formerly Hibu Group Limited) (continued)

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Alex Hookway (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Reading
27 July 2022

Yell Group Limited (formerly Hibu Group Limited)

Group income statement

For the year ended 31 March 2022

£m	Note(s)	Year ended 31 March 2022	(Restated)* Year ended 31 March 2021
Continuing operations			
Revenue	2	–	–
Cost of sales	3	–	–
Gross profit		–	–
Administrative expense (including exceptional costs of £9.6m; 2021: £0.1m)		(13.5)	(7.0)
Operating loss	3	(13.5)	(7.0)
Net finance costs	7	(0.1)	(0.2)
Loss before tax		(13.6)	(7.2)
Tax credit	8	0.5	0.8
Loss for the year from continuing operations		(13.1)	(6.4)
Discontinued operations			
Profit for the year from discontinued operations	18	337.0	33.0
Profit for the year		323.9	26.6

Group statement of comprehensive income

For the year ended 31 March

£m	Note(s)	Year ended 31 March 2022	(Restated)* Year ended 31 March 2021
Profit for the year		323.9	26.6
Other comprehensive expense from continuing operations:			
Items that may be reclassified to profit or loss:			
Exchange loss arising on translation of foreign continuing operations		–	(0.1)
Total other comprehensive expense from continuing operations		–	(0.1)
Other comprehensive income / (expense) from discontinuing operations:			
Items that will not be reclassified to profit or loss:			
Net actuarial gain / (loss) on defined benefit pension scheme	31	63.9	(79.0)
Tax effect of net (gain) / loss not recognised in the Group income statement	8,31	(12.2)	15.0
Effect of change in UK tax rate not recognised in the Group income statement	8,31	(2.5)	–
Items that may be reclassified to profit or loss:			
Exchange loss arising on translation of foreign discontinued operations	18,28	(0.5)	(3.5)
Cumulative exchange losses recycled to profit or loss	18	2.7	–
Total other comprehensive income / (expense) from discontinued operations		51.4	(67.5)
Total comprehensive income / (expense) for the year		375.3	(41.0)

* The comparative consolidated income statement and statement of comprehensive income have been restated to reclassify the Yell Holdco Group as discontinued operations.

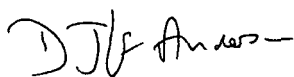
Yell Group Limited (formerly Hibu Group Limited)

Group statement of financial position at 31 March 2022

£m	Note(s)	2022	2021
Non-current assets			
Intangible assets	10	–	6.3
Property, plant and equipment	11	–	6.8
Investments	12	1.2	–
Retirement benefit surplus	31	–	83.8
Trade and other receivables	15	0.5	1.0
Total non-current assets		1.7	97.9
Current assets			
Inventories	16	–	–
Trade and other receivables	15	–	11.9
Corporate income tax assets		–	0.2
Cash and cash equivalents	17	30.9	31.0
		30.9	43.1
Assets of disposal group classified as held for sale	18	–	112.5
Total current assets		30.9	155.6
Total assets		32.6	253.5
Current liabilities			
Corporate income tax liabilities		–	(5.8)
Trade and other payables	21	(0.3)	(34.3)
Lease liabilities	23	–	(2.0)
Provisions for liabilities	22	–	(1.1)
		(0.3)	(43.2)
Liabilities of disposal group classified as held for sale	18	–	(58.8)
Total current liabilities		(0.3)	(102.0)
Net current assets		30.6	53.6
Non-current liabilities			
Borrowings	19,24	–	(211.0)
Deferred tax liabilities	14	(0.1)	(9.5)
Trade and other payables	21	–	(0.4)
Lease liabilities	23	–	(5.5)
Provisions for liabilities	22	–	(0.9)
Total non-current liabilities		(0.1)	(227.3)
Total liabilities		(0.4)	(329.3)
Net assets / (liabilities)		32.2	(75.8)
Equity attributable to owners			
Called up share capital	26	–	–
Other reserves	28	1.0	11.3
Retained earnings / (accumulated losses)		31.2	(87.1)
Total equity		32.2	(75.8)

Company registered in England and Wales No. 08815102. The notes on pages 17 to 51 are an integral part of these financial statements.

The financial statements on pages 13 to 51 were approved by the Board of directors on 27 July 2022 and were signed on its behalf by



David Anderson
Director

Yell Group Limited (formerly Hibu Group Limited)

Group statement of changes in equity

For the year ended 31 March 2022

£m	Note	Called up share capital	Other reserves	Accumulated losses/ retained earnings	Total equity
Balance at 1 April 2020		–	81.8	(117.0)	(35.2)
Profit for the year		–	–	26.6	26.6
Total other comprehensive expense for the year		–	(67.6)	–	(67.6)
Total comprehensive (expense) / income for the year		–	(67.6)	26.6	(41.0)
Share-based payments	27	–	0.4	–	0.4
Reclassification of translation reserves ^(a)	28	–	(3.3)	3.3	–
Total transactions with owners, recognised directly in equity		–	(2.9)	3.3	0.4
Balance at 31 March 2021		–	11.3	(87.1)	(75.8)
Balance at 1 April 2021		–	11.3	(87.1)	(75.8)
Profit for the year		–	–	323.9	323.9
Total other comprehensive income for the year		–	51.4	–	51.4
Total comprehensive income for the year		–	51.4	323.9	375.3
Share-based payments	27	–	0.4	–	0.4
Repurchase of equity instruments	27	–	(7.0)	–	(7.0)
Share-based payments reclassification	27	–	(3.2)	3.2	–
Purchase of own shares	26	–	–	(0.1)	(0.1)
Dividends	9	–	–	(260.6)	(260.6)
Total transactions with owners, recognised directly in equity		–	(9.8)	(257.5)	(267.3)
Reclassification of reserves on loss of control of subsidiaries	28	–	(51.9)	51.9	–
Balance at 31 March 2022		–	1.0	31.2	32.2

(a) The reclassification between translation reserves and accumulated losses relates to translation reserves associated with overseas operations that were liquidated or wound up in prior periods.

See notes 26 and 28 to the consolidated financial statements for a further analysis of share capital and other reserves.

Yell Group Limited (formerly Hibu Group Limited)

Group cash flow statement

For the year ended 31 March 2022

£m	Note	Year ended 31 March 2022	(Restated)* Year ended 31 March 2021
Net cash flows from operating activities			
Cash utilised by operating activities		(17.9)	(8.5)
Interest and financing fees paid		(0.1)	–
Corporate income and withholding taxes paid		–	(0.6)
Net cash outflow from operating activities		(18.0)	(9.1)
Net cash inflow from operating activities of discontinued operations	18	4.9	62.7
Cash flows from investing activities			
Net cash received on disposal of assets held for sale ^(a)	18	224.8	–
Repurchase of equity instruments		(7.0)	(0.1)
Net cash inflow / (outflow) from investing activities		217.8	(0.1)
Net cash outflow from investing activities of discontinued operations	18	(7.8)	(14.7)
Free cash flow		196.9	38.8
Cash flow from financing activities			
Purchase of own shares		(0.1)	–
External dividends paid	9	(260.6)	–
Dividend received from discontinued operations	18	54.1	12.2
Net intercompany loan repayment received from / (paid to) discontinued operations	18	1.6	(2.9)
Net cash (outflow) / inflow from financing activities		(205.0)	9.3
Net cash outflow from financing activities of discontinued operations	18	(58.1)	(21.6)
Net (decrease) / increase in cash and cash equivalents		(66.2)	26.5
Cash and cash equivalents at the beginning of the year – continuing operations		0.6	0.5
Cash and cash equivalents at the beginning of the year – discontinued operations		97.0	76.4
Exchange losses on cash and cash equivalents of discontinued operations	18	(0.5)	(5.8)
Cash and cash equivalents – discontinued operations	18	–	(97.0)
Cash and cash equivalents at year end		30.9	0.6

Cash generated from operating activities – continuing operations

For the year ended 31 March 2022

£m	Note	Year ended 31 March 2022	(Restated)* Year ended 31 March 2021
Loss for the year		(13.1)	(6.4)
Adjustments for:			
Tax credit	8	(0.5)	(0.8)
Finance costs	7	0.1	0.2
Share-based payments charge	27	0.2	0.3
Changes in working capital:			
Increase in trade and other receivables		(0.1)	(0.2)
Decrease in trade and other payables		(1.5)	(0.2)
Net movement in intercompany trading account with discontinued operations		(3.0)	(1.4)
Cash utilised by operating activities		(17.9)	(8.5)

(a) Includes cash retained by discontinued operations on disposal.

* The comparative consolidated income statement and statement of comprehensive income have been restated to show the discontinued operation separately from continuing operations.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022

1. Basis of preparation and consolidation, significant accounting policies and critical accounting estimates and judgement

Basis of preparation and consolidation

Yell Group Limited (formerly Hibu Group Limited) (the "Company") is a private company limited by shares incorporated and domiciled in the UK.

The consolidated financial statements have been prepared under the historical cost convention as modified by the revaluation of financial instruments at fair value in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 as applicable to companies using IFRS.

The Group financial statements consolidate the financial statements of the Company and all subsidiaries for the year ended 31 March 2022, including the results of discontinued operations up until the point of disposal or loss of control. Details of subsidiary undertakings at the year-end, all of which are unlisted, are shown in note 13 to the consolidated financial statements. The Senior Secured Notes previously issued by Yell Bondco plc, an indirect subsidiary undertaking included in discontinued operations, were listed on the International Stock Exchange.

In accordance with IFRS 1, the Group has measured its assets and liabilities at the same amounts in both its consolidated and separate financial statements, and the financial statements of its subsidiaries, after adjusting for consolidation and equity accounting adjustments and for the effects of any business combination in which the entity acquired its subsidiary undertakings. All significant companies within the Group have been consolidated on a coterminous year-end basis. All transactions between the Group's businesses have been eliminated in the preparation of these consolidated financial statements. Intra-group transactions have not been disclosed, other than those shown in note 29.

Going concern

At 31 March 2022 the Group had net assets of £32.2m (2021: net liabilities of £75.8m), and the Company had net assets of £31.0m (2021: £123.9m). The directors have prepared cash flow forecasts for a period of 24 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the Company will have adequate resources to continue in operational existence for the foreseeable future.

The directors of the Company have also considered the implications of the risk management and risks set out in the strategic report for the year ended 31 March 2022 and in particular whether it is appropriate to prepare the financial statements of the Group and Company on a going concern basis and the adequacy of the going concern disclosures made within the financial statements.

Consequently, the directors are confident that the Group and Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements, and therefore have prepared the financial statements on a going concern basis.

Significant accounting policies

a. Revenue

Group revenue, after deduction of sales allowances, value added tax and other sales taxes, comprised the value of services provided by related parties. Revenue from classified directories and other directories, mainly comprising advertising revenue, was recognised in the Group income statement upon completion of delivery to the users of the directories. Digital directory revenue was recognised from the point at which service is first provided over the life of the contract. Other digital marketing services revenue was recognised from the point at which service is first provided in accordance with relevant performance criteria with the exception of revenue from building websites, which was recognised when the site was successfully delivered to the customer. Unbilled revenue resulting from services already provided was accrued at the end of each period and unearned revenue from services to be provided in future periods was deferred in the statement of financial position.

b. Cost of sales

Cost of sales comprised the costs incurred in developing digital marketing services, digital directories and printed directories. Provisions for impairment of trade receivables were also included within cost of sales.

c. Administrative expenses

The Group expenses costs relating to administrative expenses as the costs are incurred.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

1. Basis of preparation and consolidation, significant accounting policies and critical accounting estimates and judgements (continued)

Significant accounting policies (continued)

d. Government grants

Revenue grants were treated as a form of deferred income that must be spread over the period in which the related revenue was earned or costs expensed. Grants relating to income were recorded in the period in which the related revenue was earned. Grants relating to expenditure were treated as reductions of that expenditure within the period in which the expense was incurred.

e. Finance costs and income

Finance costs payable are charged as incurred using the effective interest rate basis. Finance income is recognised on an accruals basis.

f. Exceptional items

Exceptional items are transactions that by virtue of their incidence, size, nature, or combination of all three, are disclosed separately in the notes to the consolidated financial statements.

g. Foreign currencies

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are prepared in 'pound sterling', which is the Group's presentation currency.

On consolidation, the assets and liabilities of foreign undertakings are translated into sterling at the rates of exchange ruling at the date of the Group statement of financial position. The results of foreign undertakings are translated into sterling at average rates of exchange for the year to the extent that these rates approximate the actual rates.

Trading transactions denominated in foreign currency are translated locally at the rate of exchange when the transactions were entered into. Exchange differences are included in the Group income statement in the year in which they arise or directly in equity depending upon the nature of the transaction.

h. Assets held for sale, discontinued operations and disposal of subsidiaries

Where the Group expects to recover the carrying amount of a group of assets through a sale transaction rather than through continuing use, and a sale is considered to be highly probable at the balance sheet date, the assets are classified as held for sale and measured at lower of cost and the fair value less costs to sell. If the group of assets constitutes a separate major line of business, it is classified as a discontinued operation.

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This might mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

i. Intangible assets

On the acquisition of a business, fair values are attributed to the assets and liabilities acquired, except where the acquisition involves the combination of entities under common control (see below). These net assets may include software development costs, brand names, non-compete agreements, contracts, customer commitments and customer lists, all of which are recorded as intangible assets and held at cost less accumulated amortisation.

Where an acquisition involves entities under common control, assets and liabilities are recorded at their previous carrying value and no fair value adjustments made. No new goodwill is recorded and the difference between the cost of investment and the acquiree's equity is presented as a capital reorganisation reserve within equity, on consolidation.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

1. Basis of preparation and consolidation, significant accounting policies and critical accounting estimates and judgements (continued)

Significant accounting policies (continued)

i. Intangible assets (continued)

Software, including internally developed software, is amortised on a straight-line basis over its useful economic life, which does not generally exceed 2 years. Brand names are amortised on a straight-line basis over their useful economic lives, which do not exceed 8 years. Asset lives and method of amortisation are reviewed and adjusted, if appropriate, at each Group statement of financial position date. No asset values were adjusted as a result of this review.

Internally developed software that is capitalised includes the employee costs of developing the software and an appropriate portion of overheads. Assets under construction are depreciated when the assets are available for use.

j. Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation. Cost comprises the purchase price and other costs of bringing an asset into use. Depreciation is provided on property, plant and equipment on a straight-line basis from the time they are available for use, so as to write off their costs over their estimated useful economic lives taking into account any expected residual values, and a charge is recognised in the income statement under administrative expenses.

Reviews are made annually of the estimated remaining lives and residual values of individual productive assets and adjusted prospectively, if appropriate, taking account of commercial and technological obsolescence as well as normal wear and tear.

The estimated lives assigned to property, plant and equipment are:

	Years
Leasehold improvements	5 years or life of lease if less than 5 years
Computers and equipment	2 to 6 years

For right-of-use assets, cost comprises an amount equal to the initial lease liability recognised, adjusted to include any payments for the right to use the asset, initial direct costs incurred and estimated costs for dismantling, removing and restoring the asset at the end of the lease term. Lease incentives receivable from the lessor are recognised as a reduction in costs. Depreciation on right-of-use assets is charged on a straight-line basis over the lease term.

k. Investments

Investments are valued at cost less any amounts written down due to impairment based on annual reviews of recoverability. Any impairment would be charged to the income statement account to the extent that it is not covered by amounts previously credited to shareholders' equity through the revaluation surplus. Impairment losses are reversed to the extent that events demonstrate that previously impaired amounts can be recovered.

l. Asset impairment

Assets subject to amortisation are tested for impairment when an event that might affect asset values has occurred. An impairment loss is recognised to the extent that the carrying amount cannot be recovered either by selling the asset or by the discounted future earnings from operating the assets.

For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows (cash generating units, or "CGUs"). Where assets do not generate independent cash flows and their carrying value cannot be attributed to a particular CGU, CGUs are grouped together at the level at which these assets reside, and the carrying value of this group of CGUs is compared with the recoverable amount of that particular group. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use.

If an impairment loss is recognised for a CGU, it is allocated to reduce the carrying amounts of the assets of the unit in the following order:

- i) First, to reduce the carrying amount of any goodwill allocated to the CGU;
- ii) Then, to reduce the carrying amount of any intangible assets allocated to the CGU; and
- iii) Then to the other assets of the CGU pro rata on the basis of the carrying amount of each asset in the CGU.

If an asset's fair value less costs to sell exceeds its carrying amount before the impairment test of a CGU, then none of the impairment loss arising on the impairment test is allocated to that asset.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

1. Basis of preparation and consolidation, significant accounting policies and critical accounting estimates and judgements (continued)

Significant accounting policies (continued)

m. Inventory

Inventory was stated at the lower of cost and net realisable value and was valued using a “first in, first out” basis. Inventory comprised paper stocks and the paper and printing costs of books awaiting shipment.

n. Trade and other receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method. An allowance for doubtful debts is recognised on initial recognition of receivables, which is deducted from the gross carrying amount of the receivable. The allowance is calculated by reference to credit losses expected to be incurred over the lifetime of the receivable. Historical loss experience and informed credit assessment alongside other factors such as the current state of the economy and specific market issues are considered in estimating a loss allowance. Reasonable and supportable information that is relevant and available without undue cost or effort is considered in estimating a loss allowance. The loss is recognised in cost of sales or against revenue, depending on the nature of the loss. Variable costs incurred in acquiring and retaining a customer contract (primarily sales commissions and associated employer taxes) are included in prepayments and spread over the life of that contract.

o. Trade and other payables

Trade payables are stated at amortised cost. Other payables are initially recognised at fair value and subsequently re-measured at amortised cost.

p. Cash and cash equivalents

Cash and cash equivalents represent cash in hand, bank deposits repayable on demand, and other short-term highly liquid readily convertible into cash investments with original maturities of three months or less.

q. Leases

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the applicable incremental borrowing rate. The lease liability is subsequently measured at amortised cost using the effective interest method and is remeasured when there is a change in future lease payments or if the assessment of whether a company will exercise a purchase, extension or termination option. Payments of capital and interest are categorised as financing activities in the cashflow statement

r. Borrowings

All borrowings are initially stated at the fair value of consideration received after deduction of issue costs. Borrowings are subsequently stated at amortised cost. Issue costs are charged to the income statement together with the coupon, as finance costs, on a constant-yield basis over the term of the borrowings, or over a shorter period where the lender can require earlier repayment.

s. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

t. Employee benefits

The Group expenses employee benefits as employees render the services that give rise to the benefits in accordance with IAS 19, Employee Benefits.

Prior to the loss of control of Yell Holdco Limited and its subsidiaries on 30 March 2022, the Group maintained a defined benefit pension scheme (“UKPP”) for UK employees employed before 1 October 2001, but that was closed to future accrual from 31 March 2011. The Group also offered membership to a defined contribution scheme to its UK employees and a 401(k) plan to its US employees, prior to the disposal of the US business on 4 May 2021.

All pension schemes were independent of the Group’s finances. Actuarial valuations of the UKPP were carried out as determined by the trustees at intervals of not more than three years, the rates of contribution payable and the pension cost being determined on the advice of the actuaries, having regard to the results of these valuations. In any intervening years, the actuaries reviewed the continuing appropriateness of the contribution rates.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

1. Basis of preparation and consolidation, significant accounting policies and critical accounting estimates and judgements (continued)

Significant accounting policies (continued)

t. Employee benefits (continued)

The Group statement of financial position included the surplus or deficit in the defined benefit scheme taking assets at their year-end market values and liabilities at their actuarially calculated values discounted at the year-end AA corporate bond interest rates. The Group reported a surplus as an asset if the requirements of IFRIC 14 and any statutory requirements are satisfied. The terms of the trust specified that if any assets remain after all benefits have been provided in full, then benefits could be increased with consent of the principal employer, but that any assets then remaining would be paid to the employers.

The cost of benefits accruing during the year in respect of current and past service was charged against operating profit. The expected return on the schemes' assets and the increase in the present value of the schemes' liabilities arising from the passage of time were included in other finance costs or income. Actuarial gains and losses on pension schemes were recognised immediately in the Group statement of comprehensive income.

Payments to the Group's defined contribution schemes were charged against profit as incurred.

u. Current and deferred tax

The charge or credit for tax is based on the profit or loss for the year and takes into account deferred tax where transactions or events give rise to temporary differences between the treatment of certain items for tax and for accounting purposes. Provision is made in full for deferred tax liabilities. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the benefit can be realised. It is probable that future taxable profits will be available to the extent that reversing taxable temporary differences exist.

Current tax is provided for the amounts expected to be paid or recovered under the tax rates that have been enacted or substantively enacted by the Group statement of financial position date. Deferred tax is measured at the tax rates that are expected to apply in the years in which the temporary differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the Group statement of financial position date. Deferred tax assets and liabilities are not discounted.

No provision is made for temporary differences relating to investments in subsidiaries where realisation of such differences can be controlled and is not probable in the foreseeable future.

v. Financial assets

Financial assets and liabilities are shown as loans or receivables where they are non-derivative financial assets and liabilities with fixed or determinable payments that are not quoted in an active market. The Group has no non-derivative financial assets held at fair value through the Group income statement as no such assets are held for trading. Loans and receivables are classified as trade and other receivables or trade and other payables in the Statement of financial position.

w. Dividends

Interim dividends are recognised when they are paid. Final dividends are recognised when they are approved by shareholders.

x. Contingent liabilities

Through the normal course of business, the Group is involved in legal disputes, the settlement of which may involve cost to the Group. These costs are accrued when payment is probable and associated costs can be reliably estimated.

y. Share-based payments

The costs of share-based payments to individuals providing services to the Group are charged against the income of the Group to the extent services are received. The costs represent the relevant portion of the fair value of the equity rights transferring to the individuals.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

1. Basis of preparation and consolidation, significant accounting policies and critical accounting estimates and judgements (continued)

Critical accounting estimates and judgements

In preparing the consolidated financial statements, the Group's management have made their best estimates and judgements of certain amounts included in the consolidated financial statements, giving due consideration to materiality. The Group regularly reviews these estimates and judgements and updates them when required. Actual results could differ from these estimates and judgements. Unless otherwise indicated, the Group does not believe there is a great likelihood that materially different amounts would be reported related to the accounting policies described below. The Group has presented below a description of the most significant estimates and judgements, which required management to make subjective and complex judgements, and matters that are inherently uncertain.

Expected credit losses

The Group reduces receivables by an allowance for amounts that may not be collectible in the future based on historical loss experiences for the relevant aged category as well as forward-looking information and general market conditions. Once recognised, trade receivables are continuously monitored and updated, taking into account new market information such as the effects of the COVID-19 pandemic. A receivable is written off against the provision when it is believed to be entirely uncollectible. Any monies recovered subsequent to write off are recorded as adjustments to the expected credit loss provision and considered in the historical loss experience.

Pension assets

The Group maintained the UKPP for UK employees employed before 1 October 2001, prior to the loss of control of Yell Holdco Limited and its subsidiaries. The UKPP plan assets were held in separate trustee administered funds that were invested primarily in debt securities, liability-driven investments, cash and a bulk annuity policy.

The trustees of the UKPP were required to act in the best interest of its beneficiaries. The appointment of trustees to the UKPP was determined by Yell Limited in accordance with the trust documentation, as modified by UK statute. An independent professional trustee and two other trustees were appointed by Yell Limited. Two further trustees were elected by the active members.

Asset values would increase and decrease as markets rose and fell. The assets were predominantly traded on quoted markets and accordingly, there was limited judgement required in determining their valuation. The exceptions to this were the values of the insurance contracts that were determined with reference to the value of the underlying liabilities, which were subject to significant estimates as detailed further below. The trustees and management had an agreed strategy to mitigate the risk of having insufficient funds, if markets fell, through a bulk annuity policy that covered nearly all of the UKPP plan's pensioners and liability-driven investment funds. The purpose of the bulk annuity policy and liability-driven investment funds was to significantly reduce the volatility of the UKPP plan's funding level by mitigating inflation, interest rate and longevity risks. These asset classes matched the movements in interest rates and inflation. The trustees also worked with management to ensure sufficient assets would be available to settle obligations in the long term.

Pension liabilities

The UKPP was closed to future accrual from 31 March 2011, thus reducing the Group's exposure to future changes in salaries and employee service years. The determination of the Group's obligation, expense and contribution rate for pensions was dependent on the selection of assumptions that its actuaries used in calculating such amounts. Those assumptions included, amongst others, expected mortality rates of scheme members, the rate at which future pension payments were discounted to the statement of financial position date, and inflation expectations. Differences in the Group's actual experience or changes in its assumptions could materially affect the amount of reported future pension obligations and future valuation adjustments in the statement of comprehensive income. The Group sought expert actuarial advice in setting its assumptions (see note 31).

The Group's defined contribution scheme was managed by a mastertrust separately from the assets and liabilities of the Group.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

1. Basis of preparation and consolidation, significant accounting policies and critical accounting estimates and judgements (continued)

Critical accounting estimates and judgements (continued)

Tax

The determination of the Group's obligation and expense for taxes requires an interpretation of tax law. Judgements and estimates are required to determine the appropriate amount of tax to provide for and any required disclosure around contingent tax liabilities at each period end (see note 25).

The Group seeks appropriate, competent and professional tax advice before making any judgements on tax matters. Provisions for tax liabilities are estimated for existing matters under dispute with local tax authorities, as well as for matters that it is considered may be disputed by them, where it is probable that a future liability will arise. The tax liability provided is management's best estimate, taking into account external advice, the anticipated position of the relevant tax authorities, and other local factors (see note 8). Whilst the Group believes that its judgements are prudent and appropriate, significant differences in actual experience may materially affect future tax charges.

The Group recognises deferred tax assets and liabilities arising from temporary differences where there is a taxable benefit or obligation in the future as a result of past events. The Group records deferred tax assets to the extent that it believes they are more likely than not to be realised. Should the Group determine in the future that it would be able to realise deferred tax assets in excess of the recorded amount or that the liabilities are different than the amounts it recorded, then it would increase or decrease income as appropriate in the year such determination was made.

Judgements made in assessing the effect of the COVID-19 pandemic on the financial statements

Judgement was exercised in evaluating the effect of the COVID-19 pandemic on the financial statements in the following areas:

- Estimates of future cashflows used in the going concern and impairment assessments and assessments of recovering deferred tax assets
- Assumptions within our expected credit losses on trade and other receivables

Standards that have been adopted during the current year

In April 2021, an IFRIC agenda decision was published in respect of accounting for cloud computing arrangements under IAS 38, specifically in regard to accounting for configuration and customisation costs where intangible assets are not recognised. Subsequently, cloud computing costs which previously were recognised as intangible assets which do not meet the criteria of an asset, have now been expensed in the income statement. The agenda decision has not had a material impact on the disclosures or on the comparative amounts reported in these financial statements in respect of the year ended 31 March 2021, therefore comparatives have not been restated.

There are no other amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 March 2022 that have a material impact on the company's financial statements.

Certain new accounting standards and interpretations have been published that are not mandatory for 31 March 2022 reporting periods and have not been early adopted by the company. None of these are expected to have a material impact on the company in the current or future reporting periods and on foreseeable future transactions.

2. Revenue – continuing operations

All revenues recognised in the current and prior year relate to discontinued operations.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

3. Operating loss – continuing operations

Operating loss is stated after charging:

For the year ended 31 March 2022

£m	Note	Year ended 31 March 2022	(Restated)* Year ended 31 March 2021
Staff costs (excluding exceptional severance costs)		5.5	5.9
Exceptional items (including £1.6m recharged to discontinued operations)	6	9.6	0.1

* The comparative consolidated income statement and statement of comprehensive income has been restated to show the discontinued operation separately from continuing operations.

4. Auditors' remuneration

The following fees were paid or are payable to the Group's auditors for the years ended 31 March 2022 and 2021:

For the year ended 31 March 2022

£m	Year ended 31 March 2022	Year ended 31 March 2021
Fees payable to the auditors for the audit of the Group and Company annual financial statements		
- in respect of the current year ^(a)	0.2	0.3
Audit of the Company's subsidiaries (including those relating to discontinued operations)	0.6	0.7
Total fees payable for audit services	0.8	1.0
Fees payable to the Group's auditors and its associates for other services:		
Tax compliance services	–	0.2
Tax advisory services	0.2	0.3
Restructuring / accounting services	0.2	–
Other non-audit services ^(b)	–	–
Total fees payable for non-audit services	0.4	0.5
Total auditors' remuneration	1.2	1.5

(a) The fee payable to the Group's auditors for the statutory audit of the Group and Company annual financial statements totalled £229,000 (2021: £267,400)

(b) The fee payable to the Group's auditors in the current year for other non-audit services totalled £4,000 (2021: £3,600)

5. Employees

For the year ended 31 March

	Year ended 31 March 2022	Year ended 31 March 2021
Average monthly number of employees in the Group (including executive directors and including discontinued operations):		
US	101	1,221
UK	1,065	1,173
Total employees	1,166	2,394
Sales and marketing	871	1,569
Other	295	825
Total employees	1,166	2,394

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

5. Employees (continued)

For the year ended 31 March 2022

£m	Year ended 31 March 2022	Year ended 31 March 2021
Staff costs for the Group during the year (including executive directors and including discontinued operations):		
Wages and salaries	60.4	143.9
Social security costs	5.7	11.5
Other pension costs	2.2	3.1
Severance costs (including £0.4m for discontinued operations)	3.7	5.1
Share-based payments charge	0.4	0.4
Amount capitalised	(2.9)	(3.2)
Total staff costs expensed to the income statement ^(a)	69.5	160.8

(a) As part of the Coronavirus Job Retention Scheme, a benefit of £nil (2021: £3.5m) has been credited to staff costs, which are stated net of this benefit. There are no unfulfilled conditions or other contingencies attached to this grant.

6. Exceptional items – continuing operations

Exceptional items are transactions that by virtue of their incidence, size or a combination of both, are disclosed separately. Exceptional items comprise the following:

For the year ended 31 March 2022

£m	Year ended 31 March 2022	(Restated)* Year ended 31 March 2021
Severance costs	3.3	–
Settlement of incentive arrangements relating to prior periods	4.8	–
Other exceptional costs	1.5	0.1
Net exceptional expense in Group profit before tax	9.6	0.1

Severance costs comprise redundancy payments. Settlement of incentive arrangements relating to prior periods were crystallised on disposal of the US subsidiaries. Other exceptional costs relate to various strategic exercises which are considered to be outside of the ordinary course of business, including fees in relation to disposal of subsidiaries.

7. Net finance costs – continuing operations

For the year ended 31 March 2022

£m	Year ended 31 March 2022	(Restated)* Year ended 31 March 2021
Net foreign exchange losses on financing activities	–	(0.1)
Other interest payable	(0.1)	(0.1)
Net finance costs	(0.1)	(0.2)

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

8. Tax credit

The Company is resident in the UK for tax purposes. The tax credit on the Group's loss (2021: profit) before tax is analysed as follows:

For the year ended 31 March 2022

£m	Year ended 31 March 2022	Year ended 31 March 2021
Current tax		
UK corporation tax charge for the year	–	–
Foreign corporate income tax charge for the year	–	8.7
Adjustments in respect of prior periods	(5.8)	(6.1)
Total current tax (credit) / charge	(5.8)	2.6
Deferred tax (see note 14)		
UK deferred tax (credit) / charge for the year	(1.6)	0.2
Foreign deferred tax credit for the year	(2.7)	(2.7)
Adjustments in respect of prior periods	(0.1)	(1.1)
Effect of changes in tax rates	4.2	–
Total deferred tax credit	(0.2)	(3.6)
Total tax credit	(6.0)	(1.0)

The tax charge/credit above relates to both continuing and discontinuing operations. This is analysed as follows:

For the year ended 31 March 2022

£m	Year ended 31 March 2022	Year ended 31 March 2021
Current tax		
Continuing operations	(0.5)	(1.1)
US discontinued operations	–	3.0
UK discontinued operations	(5.3)	0.7
Total current tax (credit) / charge	(5.8)	2.6
Deferred tax		
Continuing operations	–	0.3
US discontinued operations	(2.7)	(1.9)
UK discontinued operations (see note 14)	2.5	(2.0)
Total deferred tax credit	(0.2)	(3.6)
Total tax		
Continuing operations	(0.5)	(0.8)
US discontinued operations (see note 18)	(2.7)	1.1
UK discontinued operations (see note 18)	(2.8)	(1.3)
Total tax credit	(6.0)	(1.0)

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

8. Tax credit (continued)

The tax credit (2021: credit) for the year is higher than (2021: higher than) the standard rate of corporation tax in the United Kingdom of 19% (2021: 19%). The differences are explained below:

For the year ended 31 March 2022

£m	Year ended 31 March 2022	Year ended 31 March 2021
(Loss) / profit before tax	(19.4)	25.6
Profit before tax multiplied by the standard rate of corporation tax in the UK	(3.7)	4.9
Effects of:		
Adjustments in respect of prior periods ^(a)	(5.9)	(7.2)
Deferred tax assets re-recognised on tax losses	(1.4)	–
Non-taxable / deductible items	(1.5)	0.8
Differing tax rates on foreign profits	(0.6)	2.6
Deferred tax provision for unremitted earnings from discontinued operations (see note 18)	–	(5.4)
Foreign withholding taxes recoverable	–	(0.1)
Deferred tax assets not recognised on restricted interest expenses	2.9	3.5
Remeasurement of deferred tax – change in tax rates	4.2	–
Other	–	(0.1)
Total tax credit	(6.0)	(1.0)

(a) Included within adjustments in respect of prior periods is £4.8m (2021: £3.2m) in respect of the release of provisions for uncertain tax positions in respect of discontinued operations.

The calculation of the Group's total tax charge involves consideration of certain items whose tax treatment cannot be ultimately determined until final resolution has been reached through negotiation with the relevant tax authorities. The Group has provided corporate income tax liabilities of £nil (2021: £5.8m) in respect of open tax periods that have not yet been agreed by UK tax authorities. The final agreed liabilities may vary from the amounts provided as these are dependent upon the outcomes for each open period. The Group has limited control over the timing of the resolution of uncertain tax positions with tax authorities. During the year the Group reviewed its assessment in accordance with IFRIC 23 "Uncertainty over Income Tax Treatments" and as a result, partially released the previous tax and interest provisions and recognised a further corporation tax debtor of £nil (2021: £nil) within the tax credit of discontinued operations.

Tax charged / (credited) directly to equity is as follows:

For the year ended 31 March 2022

£m	Year ended 31 March 2022	Year ended 31 March 2021
Deferred tax charge / (credit) on actuarial gain / (loss)	12.2	(15.0)
Remeasurement of deferred tax – change in tax rates (see below)	2.5	–
Tax charged / (credited) directly to equity (see note 31)	14.7	(15.0)

Finance Act 2021 included legislation increasing the rate of corporation tax in the UK from 19% to 25% with effect from 1 April 2023. At 31 March 2022, the deferred tax assets and liabilities included in these financial statements were based on this increased rate having regard to their reversal profiles.

9. Dividends

For the year ended 31 March 2022

£m	Year ended 31 March 2022	Year ended 31 March 2021
Ordinary dividends	260.6	–
	260.6	–

During the year, the Company paid ordinary dividends equivalent to £249.2m, £6.9m and £4.5m to its shareholders on 10 May 2021, 2 September 2021 and 27 September 2021, respectively. There were no ordinary dividends paid in the prior year. No further dividends (2021: £249.2m) have been declared and paid since 31 March 2022.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

10. Intangible assets

£m	Brand names	Software costs	Total
1 April 2020 - Cost	19.5	105.8	125.3
Accumulated amortisation	(17.9)	(90.3)	(108.2)
Net book value at 1 April 2020	1.6	15.5	17.1
Year ended 31 March 2021 - Cost			
Balance at 1 April 2020	19.5	105.8	125.3
Additions	–	13.3	13.3
Disposals	–	(6.7)	(6.7)
Currency movement	(1.7)	(8.2)	(9.9)
Transferred to assets of disposal group held for sale (note 18)	(13.8)	(63.0)	(76.8)
Cost at 31 March 2021	4.0	41.2	45.2
Accumulated amortisation			
Balance at 1 April 2020	(17.9)	(90.3)	(108.2)
Charge for the year	(0.8)	(13.4)	(14.2)
Disposals	–	6.7	6.7
Currency movement	1.5	7.3	8.8
Transferred to assets of disposal group held for sale (note 18)	13.5	54.5	68.0
Accumulated amortisation at 31 March 2021	(3.7)	(35.2)	(38.9)
Net book value at 31 March 2021	0.3	6.0	6.3
Balance at 1 April 2021	4.0	41.2	45.2
Additions	–	6.7	6.7
Disposals	(0.4)	(4.0)	(4.4)
Transferred to assets of disposal group on loss of control (note 18)	(3.6)	(43.9)	(47.5)
Cost at 31 March 2022	–	–	–
Accumulated amortisation			
Balance at 1 April 2021	(3.7)	(35.2)	(38.9)
Charge for the year	(0.3)	(6.9)	(7.2)
Disposals	0.4	4.0	4.4
Transferred to assets of disposal group on loss of control (note 18)	3.6	38.1	41.7
Accumulated amortisation at 31 March 2022	–	–	–
Net book value at 31 March 2022	–	–	–

There is no goodwill included in intangible assets. Assets under construction with a net book value of £nil (2021: £0.2m) are included within software costs at 31 March 2022 (31 March 2021). All amortisation charged in the year is within administrative expenses in the income statement.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

11. Property, plant and equipment

Property, plant and equipment is summarised as follows:

£m	Leasehold Improve- ments	Computers and equipment	Right-of-use assets: property	Right-of-use assets: other	Total
1 April 2020 - Cost	0.8	27.6	19.2	2.7	50.3
Accumulated amortisation	–	(22.0)	(2.4)	(1.5)	(25.9)
Net book value at 1 April 2020	0.8	5.6	16.8	1.2	24.4
Year ended 31 March 2021 - Cost					
Balance at 1 April 2020	0.8	27.6	19.2	2.7	50.3
Additions	0.2	1.0	–	0.5	1.7
Disposals	–	(4.2)	(0.7)	(0.7)	(5.6)
Remeasurement of lease	–	–	(0.6)	(0.1)	(0.7)
Currency movement	(0.1)	(1.8)	(1.2)	–	(3.1)
Transferred to assets of disposal group held for sale (note 18)	(0.4)	(12.0)	(9.6)	(0.3)	(22.3)
Cost at 31 March 2021	0.5	10.6	7.1	2.1	20.3
Accumulated depreciation					
Balance at 1 April 2020	–	(22.0)	(2.4)	(1.5)	(25.9)
Charge for the year	(0.6)	(1.8)	(2.9)	(0.9)	(6.2)
Disposals	–	4.0	0.4	0.7	5.1
Impairment loss	–	–	(0.3)	–	(0.3)
Currency movement	0.1	1.5	0.2	–	1.8
Transferred to assets of disposal group held for sale (note 18)	0.4	9.1	2.4	0.1	12.0
Accumulated depreciation at 31 March 2021	(0.1)	(9.2)	(2.6)	(1.6)	(13.5)
Net book value at 31 March 2021	0.4	1.4	4.5	0.5	6.8
Year ended 31 March 2022 - Cost					
Balance at 1 April 2021	0.5	10.6	7.1	2.1	20.3
Additions	0.3	0.1	–	0.7	1.1
Disposals	–	(1.0)	(0.8)	(0.9)	(2.7)
Transferred to assets of disposal group on loss of control (note 18)	(0.8)	(9.7)	(6.3)	(1.9)	(18.7)
Cost at 31 March 2022	–	–	–	–	–
Accumulated depreciation					
Balance at 1 April 2021	(0.1)	(9.2)	(2.6)	(1.6)	(13.5)
Charge for the year	(0.2)	(0.4)	(1.2)	(0.7)	(2.5)
Disposals	–	1.0	0.8	0.9	2.7
Impairment gain	–	–	0.2	–	0.2
Transferred to assets of disposal group on loss of control (note 18)	0.3	8.6	2.8	1.4	13.1
Accumulated depreciation at 31 March 2022	–	–	–	–	–
Net book value at 31 March 2022	–	–	–	–	–

During the year ended 31 March 2021 the Birmingham office closure was announced and an impairment was recorded. During the year ended 31 March 2022, the impairment provision was reversed and the property depreciated. The net book value of property, plant and equipment included amounts of £nil (2021: £5.0m) in respect of leased assets.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

12. Investments

The movement in investments during the year is as follows:

£m	2022	2021
Cost		
Balance at 1 April	–	–
Additions	1.2	–
Balance at 31 March	1.2	–
Carrying value at 31 March	1.2	–

On 30 March 2022, Yell Bidco Limited (formerly Hibu Bidco Limited), an indirect subsidiary of the Company, lost control of Yell Holdco Limited, an indirect subsidiary undertaking, and its subsidiaries (see note 18) but retained a 5% interest in the share capital of Yell Holdco Limited. The interest has been remeasured at fair value of £1.2m.

Details of the investments held as non-controlling interests at 31 March 2022 were as follows:

Name	Group Activity	Group interest in allotted capital ^(a)	Countries of operation
Yell Holdco Limited (and subsidiaries)	Digital marketing services	5% ordinary	United Kingdom

13. Subsidiary undertakings

With the exception of Yell Midco Limited (formerly Hibu Midco Limited), in which the Company holds 100% of the ordinary share capital, all companies listed below are held indirectly. Details of subsidiary undertakings at 31 March 2022, all of which are unlisted, are as follows:

Name	Activity	Group interest in allotted capital ^(a)	Countries of operation
Yell Midco Limited (formerly Hibu Midco Limited)	Holding company	100% ordinary	United Kingdom
Yell Bidco Limited (formerly Hibu Bidco Limited)	Holding company	100% ordinary	United Kingdom
Yell Asia Pacific Holdings Limited (formerly Hibu Asia Pacific Holdings Limited)	Holding company	100% ordinary	United Kingdom
Yell SIP Limited (formerly Hibu (UK) Limited)	Dormant	100% ordinary	United Kingdom
Yell Finance (FX) Limited (formerly Hibu Finance (FX) Limited)	Dormant	100% ordinary	United Kingdom
Yell Finance (USD) Limited (formerly Hibu Finance (USD) Limited)	Dormant	100% ordinary	United Kingdom
Yell Spain Holdco Limited (formerly Hibu Spain Holdco Limited)	Ceased trading	100% ordinary	United Kingdom
hibu India Private Limited	In liquidation	100% ordinary	India
hibu (Philippines) Private Limited, Inc	In liquidation	100% ordinary	Philippines

(a) The proportion of voting rights and aggregate interest percentage held by the Company and subsidiary undertakings, unless otherwise stated.

All subsidiary undertakings have been consolidated on a coterminous year-end basis.

The registered office of all subsidiaries at 31 March 2022, incorporated in the United Kingdom, is 3 Forbury Place, Forbury Road, Reading RG1 3YL. The registered address of hibu India Private Limited is TMF Services India Private Limited, 2nd Floor, Shabari Complex, Field Marshal Cariappa Road, Shanthala Nagar, Ashok Nagar, Bengaluru, Karnataka 560025 India. The registered address of hibu (Philippines) Private Limited, Inc is Unit 1815 Cityland Condominium 10, Tower 1, 156 H.V. Dela Costa Street, Ayala North, Makati City, Philippines.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

13. Subsidiary undertakings (continued)

The Company has either lost control or sold the following undertakings in the year:

Name	Activity	Countries of operation
hibu Group (USA), Inc ^(a)	Holding company	United States of America
hibu Holdings (USA), Inc ^(a)	Holding company	United States of America
hibu Inc ^(a)	Digital marketing services	United States of America
hibu pay LLC ^(a)	Payments card services	United States of America
Yell Holdco Limited ^(b)	Holding company	United Kingdom
Owl Finance Limited ^(b)	Finance and holding company	United Kingdom
YH Limited ^(b)	Finance and holding company	United Kingdom
Yell Bondco plc ^(b)	Finance company	United Kingdom
Yell Limited ^(b)	Digital marketing services	United Kingdom
Moonfruit Limited ^(b)	Holding company	United Kingdom
Sitemaker Software Limited ^(b)	Website services ^(c)	United Kingdom
Yell Mediaworks Limited ^(b)	Graphics services	United Kingdom
Yell Sales Limited ^(b)	Sales services	United Kingdom
Yell Studio Limited ^(b)	Graphics services	United Kingdom

a) On 4 May 2021, the Group sold its investment in hibu Group (USA), Inc together with its subsidiaries to a third party (see note 18).

b) On 30 March 2022, the Company lost control of Yell Holdco Limited and its subsidiaries (see note 18).

c) On 31 March 2022 Sitemaker Software Limited ceased trading.

14. Deferred tax

The presentation of deferred tax assets and deferred tax liabilities in the statement of financial position sets off deferred tax assets against deferred tax liabilities where they relate to corporate income taxes levied by the same taxation authority and there is a legally enforceable right to set off current tax assets against current tax liabilities. The notes below set out the Group's deferred tax assets and liabilities without applying such set off:

At 31 March 2022

£m	2022	2021
Deferred tax assets	–	6.6
Deferred tax liabilities	(0.1)	(16.1)
Net deferred tax liabilities	(0.1)	(9.5)

Deferred tax assets

Year ended 31 March 2022

£m	2022	2021
Balance at 1 April	6.6	16.3
Credited / (charged) to Group income statement - discontinued operations	4.2	(2.8)
Reclassification from deferred tax asset to deferred tax liability	–	0.1
Currency movements	–	(1.1)
Transferred to assets of disposal group on loss of control / held for sale (note 18)	(10.8)	(5.9)
Balance at 31 March	–	6.6

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

14. Deferred tax (continued)

Deferred tax assets (continued)

The elements of net deferred tax assets recognised in the financial statements were as follows:

At 31 March 2022

£m	2022	2021
Tax effect of timing differences due to:		
Recognised tax net operating losses	–	3.1
Depreciation	–	2.5
Amortisation of goodwill recognised for tax purposes	–	0.5
Other allowances and accrued expenses	–	0.2
Other	–	0.3
Recognised deferred tax assets	–	6.6

Deferred tax assets are recognised to the extent that the realisation of the related tax benefit is probable through the reversal of deferred tax liabilities and forecast future taxable profits. The same profit projections are used for these purposes as are used by the business, for example in assessing asset impairments.

At 31 March 2022, as a result of future financial forecasting, the Group recognised deferred tax assets of £nil (2021: £1.0m) in respect of carried forward non-trading tax losses of £nil (2021: £5.0m). All other recognised deferred tax assets are supported by the reversal of deferred tax liabilities alone.

At 31 March 2022, the Group did not recognise deferred tax assets on non-trading losses carried forward of £nil (2021: £310.5m), restricted UK interest expenses of £nil (2021: £65.8m) and capital loss carry forwards of £0.2m (2021: £1.2m). These tax attributes may be carried forward indefinitely but cannot be accessed by the reversal of deferred tax liabilities or current financial forecasts.

Deferred tax liabilities

Year ended 31 March 2022

£m	2022	2021
Balance at 1 April	16.1	45.5
Charged / (credited) to Group income statement - discontinued operations	6.7	(6.4)
Charged / (credited) directly to equity – discontinued operations	14.7	(15.0)
Reclassification from deferred tax asset to deferred tax liability	–	0.1
Currency movements	–	(1.3)
Transferred to liabilities of disposal group on loss of control / held for sale (note 18)	(37.4)	(6.8)
Balance at 31 March	0.1	16.1

The elements of net deferred tax liabilities recognised in the financial statements were as follows:

At 31 March 2022

£m	2022	2021
Tax effect of timing differences due to:		
Defined benefit pension scheme	–	15.9
Unremitted earnings	0.1	0.1
Intangible assets	–	0.1
Recognised deferred tax liabilities	0.1	16.1

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

15. Trade and other receivables

At 31 March 2022

£m	2022	2021
Amounts falling due within one year		
Gross trade receivables	–	8.7
Less: provision for expected credit loss	–	(3.8)
Net trade receivables	–	4.9
Accrued income	–	0.1
Total financial assets other than cash and cash equivalents classified as loans and receivables	–	5.0
Foreign withholding tax recoverable	–	0.7
Prepayments	–	6.2
Current portion	–	11.9
Amounts falling due after more than one year		
Amounts due from related parties (see note 29)	0.5	0.9
Total financial assets other than cash and cash equivalents classified as loans and receivables	0.5	0.9
Prepayments	–	0.1
Non-current portion	0.5	1.0
Total trade and other receivables	0.5	12.9

Trade receivables were non-interest bearing and generally had terms of between 30 days and 10 months. Due to their short maturities and the non-interest-bearing nature of these financial assets, the fair value of trade and other receivables approximated their book value. The Group did not hold any collateral as security. If the expected credit loss increases or decreases by 10%, the incremental change to the profit and loss is £0.1m (2021: £0.2m).

Prepayments falling due within and after more than one year at 31 March 2021 included amounts in respect of prepaid commissions.

Amounts due from related parties falling due after more than one year at 31 March 2022 comprised funds held in a discretionary trust to facilitate the settlement of any liability that may arise during the liquidation of an overseas subsidiary.

The carrying amounts of trade and other receivables are denominated in pounds sterling which is the functional currency of the subsidiaries. The Group does not have any other significant exposure to currency risk on these amounts.

The carrying amounts of the Group's trade receivables are stated after deducting a provision of £nil at 31 March 2022 (2021: £3.8m) for expected credit loss.

The movement in the provision for expected credit loss was as follows:

For the year ended 31 March 2022

£m	2022	2021
Balance at 1 April	(3.8)	(15.2)
Charged to Group income statement – discontinued operations	(2.1)	(2.0)
Utilised	4.1	9.9
Currency movements	–	0.6
Transferred to assets of discontinued operations (note 18)	1.8	2.9
Balance at 31 March	–	(3.8)

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

15. Trade and other receivables (continued)

Trade receivables can become impaired, generally when customers are in financial distress, before being considered uncollectible. Trade receivables are considered impaired only after completion of collection processes designed locally to collect monies from slow payers or, if earlier, when amounts are more than one year past due. At 31 March 2022, the carrying value and estimated recoverable amount of trade receivables past due and impaired was £nil (2021: £nil), after deducting the related provision for expected credit loss of £nil (2021: £2.6m).

At 31 March the ageing analysis of gross trade receivables past due and impaired is as follows:

At 31 March 2022

£m	2022	2021
Up to one month past due	–	0.2
One to three months past due	–	0.3
Three to nine months past due	–	0.8
Over nine months past due	–	1.3
Total gross trade receivables past due and impaired	–	2.6

The other classes of receivables do not contain impaired assets.

At 31 March 2022, gross trade receivables of £nil (2021: £0.5m) that were past due but not impaired, have a provision set against them of £nil (2021: £nil). At 31 March 2022, the ageing analysis of these gross trade receivables is as follows:

At 31 March 2022

£m	2022	2021
Up to one month past due	–	0.2
One to three months past due	–	0.3
Total gross trade receivables past due but not impaired	–	0.5

The credit quality of trade receivables past due but not impaired is assessed using a statistical approach to determine the historical allowance rate for each ageing tranche. This allowance rate is then applied to the debt tranches at the end of the reporting year and a provision for expected credit loss recognised.

Trade receivables not yet due of £nil (2021: £5.6m) have a provision set against them of £nil (2021: £1.2m). The Group does not hold any collateral as security.

The credit quality of financial assets that are neither past due nor impaired is assessed by credit exposures using an external credit rating system. Concentrations of credit risk with respect to trade receivables are limited due to the Group's customer base being large, geographically diverse and unrelated. No other receivables have been impaired (2021: none) as these parties do not have a history of default.

16. Inventories

Inventory of £nil (2021: £nil) comprised paper stocks to be used in production of books and the paper and printing costs of books awaiting shipment. In the prior year, inventory of £0.5m was transferred to assets held for sale. The cost of paper recognised as an expense, and included in operating expenses of discontinued operations, amounted to £0.1m (2021: £1.6m).

17. Cash and cash equivalents

At 31 March 2022

£m	2022	2021
Cash at bank and in hand	30.9	1.6
Short-term deposits	–	29.4
Total cash and cash equivalents	30.9	31.0

Credit quality of cash and cash equivalents based on external credit ratings at 31 March 2022 was:

£m	A	BBB	Total
GB Pounds	30.6	–	30.6
Others	–	0.3	0.3
Total	30.6	0.3	30.9

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

18. Discontinued operations

During the year ended 31 March 2021 an offer was received and accepted for the US business. The associated assets and liabilities were consequently presented as held for sale in the 2021 financial statements.

The US business (the "US discontinued operations") was sold on 4 May 2021 for net proceeds after transaction costs of \$361.5m (£260.3m) and is reported in the current period as a discontinued operation. Financial information relating to the discontinued operation for the period to the date of disposal is set out below.

On 30 March 2022, Yell Holdco Limited, an indirect subsidiary undertaking, issued shares as part of a debt for equity swap arrangement (see note 20). As a result, the Group lost control of Yell Holdco Limited and its subsidiaries. The assets and liabilities of the disposal group (the "UK discontinued operations") have been derecognised and an investment in the remaining interest recognised at fair value (see note 12).

For the year ended 31 March 2022

£m	UK Discontinued Operations		US Discontinued Operations		Total Discontinued Operations	
	2022	2021	2022	2021	2022	2021
Profit / (loss) for the year from discontinued operations	2.9	(10.2)	(3.2)	43.2	(0.3)	33.0
Profit on disposal of subsidiaries	75.8	-	261.5	-	337.3	-
Total profit for the year from discontinued operations	78.7	(10.2)	258.3	43.2	337.0	33.0

Analysis of the profit / (loss) from discontinued operations is as follows:

For the year ended 31 March 2022

£m	Note	UK Discontinued Operations		US Discontinued Operations		Total Discontinued Operations	
		2022	2021	2022	2021	2022	2021
Revenue		117.6	121.8	23.7	270.4	141.3	392.2
Operating expenses (including exceptional items)		(103.6)	(115.3)	(29.5)	(227.7)	(133.1)	(343.0)
Operating profit / (loss)		14.0	6.5	(5.8)	42.7	8.2	49.2
Net finance (expense) / income		(13.9)	(18.0)	(0.1)	1.6	(14.0)	(16.4)
Profit / (loss) before tax		0.1	(11.5)	(5.9)	44.3	(5.8)	32.8
Tax credit / (charge)	8	2.8	1.3	2.7	(1.1)	5.5	0.2
Profit / (loss) for the year from discontinued operations		2.9	(10.2)	(3.2)	43.2	(0.3)	33.0

US discontinued operations:

Operating expenses of the US discontinued operations include amounts totalling £10.1m (2021: £nil) that were payable as a result of the crystallisation of long-term incentive schemes triggered by the change of ownership of the US business. An amount of £nil (2021: £3.1m) relating to professional fees and other incidental costs associated with the disposal is also included within the operating (loss) / profit of the discontinued operations.

The £2.7m tax credit (2021: £1.1m tax charge) in the year is stated net of (i) a £nil (2021: £5.4m credit) from the release of deferred tax liabilities for unremitted earnings, (ii) a £nil (2021: £3.2m credit) from the release of provisions for uncertain tax positions and (iii) a £nil (2021: £1.8m credit) from adjustments in respect of prior periods.

UK discontinued operations:

The £2.8m (2021: £1.3m) tax credit in the year is stated net of (i) a £4.8m credit (2021: £nil) from the release of provisions for uncertain tax positions and (ii) a £1.1m (2021: £2.2m) credit from adjustments in respect of prior periods.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

18. Discontinued operations (continued)

The Group's profit on disposal of its subsidiaries was as follows:

For the year ended 31 March 2022

£m	Note	UK Discontinued Operations		US Discontinued Operations		Total Discontinued Operations	
		2022	2021	2022	2021	2022	2021
Net proceeds on disposal ^(a)		–	–	260.3	–	260.3	–
Net liabilities of the disposal group		74.6	–	3.9	–	78.5	–
Exchange losses recycled from the translation reserve	28	–	–	(2.7)	–	(2.7)	–
Fair value of residual investment on loss of control	12	1.2	–	–	–	1.2	–
Profit for the year from disposal of subsidiaries		75.8	–	261.5	–	337.3	–

a) The proceeds were received entirely as cash and cash equivalents.

Amounts recognised in other comprehensive income relating to discontinued operations:

For the year ended 31 March 2022

£m	UK Discontinued Operations		US Discontinued Operations		Total Discontinued Operations	
	2022	2021	2022	2021	2022	2021
Exchange loss arising on translation of foreign operations	–	–	(0.5)	(3.5)	(0.5)	(3.5)
Total	–	–	(0.5)	(3.5)	(0.5)	(3.5)

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

18. Discontinued operations (continued)

Cash flows of discontinued operations – for the year ended 31 March 2022

£m	Note	UK Discontinued Operations		US Discontinued Operations		Total Discontinued Operations	
		2022	2021	2022	2021	2022	2021
Net cash flows from operating activities of discontinued operations							
Cash generated from operating activities		12.8	32.1	3.7	57.1	16.5	89.2
Interest and financing fees (paid) / received		(10.9)	(18.6)	–	0.1	(10.9)	(18.5)
Lease interest paid		(0.9)	(1.1)	–	(1.0)	(0.9)	(2.1)
Corporate income tax refunded / (paid)		0.2	0.1	–	(6.0)	0.2	(5.9)
Net cash inflow from operating activities		1.2	12.5	3.7	50.2	4.9	62.7
Cash flows from investing activities							
Net payments for purchase of intangible assets and software		(6.7)	(5.8)	(0.7)	(8.0)	(7.4)	(13.8)
Net payments for purchase of property, plant and equipment ("PPE")		(0.4)	(0.8)	–	(0.1)	(0.4)	(0.9)
Net cash outflow from investing activities		(7.1)	(6.6)	(0.7)	(8.1)	(7.8)	(14.7)
Free cash flow		(5.9)	5.9	3.0	42.1	(2.9)	48.0
Cash flow from financing activities							
Revolving credit facility repayment		–	(8.8)	–	–	–	(8.8)
Repayment of lease liabilities		(2.3)	(2.3)	(0.1)	(1.2)	(2.4)	(3.5)
Net intercompany loan repayment (paid to) / received from continuing operations		(1.7)	2.3	0.1	0.6	(1.6)	2.9
Dividend paid to continuing operations		–	–	(54.1)	(12.2)	(54.1)	(12.2)
Net cash outflow from financing activities		(4.0)	(8.8)	(54.1)	(12.8)	(58.1)	(21.6)
Net (decrease) / increase in cash and cash equivalents		(9.9)	(2.9)	(51.1)	29.3	(61.0)	26.4
Cash and cash equivalents at the beginning of the year		30.4	33.7	66.6	42.7	97.0	76.4
Cash retained by the discontinued operations on disposal		(20.5)	–	(15.0)	–	(35.5)	–
Exchange losses on cash / cash equivalents		–	(0.4)	(0.5)	(5.4)	(0.5)	(5.8)
Total cash and cash equivalents of the discontinued operations at year end		–	30.4	–	66.6	–	97.0
Cash generated from operating activities of discontinued operations							
Profit / (loss) for the year		2.9	(10.2)	(3.2)	43.2	(0.3)	33.0
Adjustments for:							
Tax (credit) / charge	8	(2.8)	(1.3)	(2.7)	1.1	(5.5)	(0.2)
Net finance expense / (income)		13.9	18.0	0.1	(1.6)	14.0	16.4
Depreciation and impairment of PPE	11	2.3	3.4	0.3	3.1	2.6	6.5
Amortisation of intangible assets	10	7.2	6.5	0.6	7.7	7.8	14.2
(Profit) / loss on disposal of PPE		(0.2)	0.3	–	0.2	(0.2)	0.5
Share-based payments charge		0.2	0.1	–	–	0.2	0.1
Other non-cash movements		0.2	0.1	–	–	0.2	0.1
Changes in working capital:							
Increase in inventory		–	–	–	(0.2)	–	(0.2)
(Increase) / decrease in trade and other receivables		(3.0)	10.1	(1.6)	1.7	(4.6)	11.8
(Decrease) / increase in trade and other payables		(10.9)	3.9	10.2	1.7	(0.7)	5.6
Net movement in interco trading account		3.0	1.2	–	0.2	3.0	1.4
Cash generated from operating activities of discontinued operations		12.8	32.1	3.7	57.1	16.5	89.2

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

18. Discontinued operations (continued)

The carrying value of assets and liabilities at the date of loss of control for the UK discontinued operations (30 March 2022) and the date of sale of the US operations (4 May 2021) were as shown below. Comparative information shows the assets and liabilities of the discontinued operations that were classified as held for sale at 31 March 2021. There were no assets and liabilities identified as held for sale at 31 March 2022.

£m	UK Discontinued Operations		US Discontinued Operations	
	2022	2021	2022	2021
Assets:				
Intangible assets	5.8	–	8.5	8.8
Property, plant and equipment	5.6	–	10.2	10.3
Retirement benefit surplus	149.4	–	–	–
Inventories	–	–	0.5	0.5
Trade and other receivables	15.5	–	27.0	25.6
Corporate income tax receivables	1.0	–	0.6	0.6
Cash	20.5	–	15.0	66.6
Net deferred tax asset	–	–	1.8	–
Other assets	–	–	–	0.1
Total assets	197.8	–	63.6	112.5
Liabilities:				
Borrowings	(210.3)	–	–	–
Corporate income tax liabilities	(1.0)	–	(2.6)	(2.6)
Trade and other payables	(27.4)	–	(54.5)	(41.8)
Lease liabilities	(5.9)	–	(7.8)	(7.9)
Provisions for liabilities	(1.2)	–	(2.6)	(5.6)
Net deferred tax liabilities	(26.6)	–	–	(0.9)
Total liabilities	(272.4)	–	(67.5)	(58.8)
Net (liabilities) / assets	(74.6)	–	(3.9)	53.7

The above presentation of net deferred tax liabilities of the disposal group sets off deferred tax assets against deferred tax liabilities where they relate to corporate income taxes levied by the same taxation authority and there is a legally enforceable right to set off current tax assets against current tax liabilities. Without applying such set off, the US disposal group had deferred tax assets of £8.0m (2021: £5.9m) and deferred tax liabilities of £6.2m (2021: £6.8m) and the UK disposal group had deferred tax assets of £10.8m and deferred tax liabilities of £37.4m.

19. Risk management

Treasury and capital management

The primary role of the Group's treasury functions is to ensure that adequate liquidity is available to meet the Group's funding requirements as they arise and that financial risk arising from the Group's underlying operations is effectively identified and managed by or on behalf of the directors.

The Group holds its short-term liquidity as cash in current or deposit bank accounts or as investments in liquidity funds operated by highly rated, major banks and substantial financial institutions. The treasury function is not a profit centre and its objective is to manage risk at optimum cost. The treasury function conducts its operations as directed by the Board and does not engage in transactions of a speculative nature. The Group did not enter into any derivative transactions during the year and does not have any derivatives at the year-end.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Borrowing facilities and liquidity risk

The Group manages its liquidity requirements by the use of both short-term and long-term cash flow forecasts.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

19. Risk management (continued)

Market risk and financial instruments

Financial instruments affected by market risk include deposits. There were no borrowings at 31 March 2022.

Financial instruments analysis

At 31 March 2022, the Group's outstanding long-term debt was £nil (31 March 2021: £214m) of Senior Secured Notes with a fixed interest rate of 8.5%. On 30 March 2022, the Senior Secured Notes, previously issued by Yell Bondco plc, an indirect subsidiary, were modified involving an amendment and extension of a £65m tranche of the outstanding debt followed by a debt for equity swap. As a result of this swap, the Company lost control of Yell Holdco Limited and its subsidiaries, including Yell Bondco Limited, which is no longer consolidated within these financial statements at 31 March 2022.

See note 20 for details of the currency profile, interest rate risk and liquidity risk and note 15 for details of credit risk.

20. Financial instruments

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern. The accounting classification of each class of the Group's financial assets and financial liabilities, together with their fair values, is as follows:

At 31 March 2022				
£m	Loans and Receivables	Amortised cost loans and other liabilities	Total book value	Total fair value
Assets				
Cash and cash equivalents ^(a)	30.9	–	30.9	30.9
Trade and other receivables ^(a)	0.5	–	0.5	0.5
Total financial assets	31.4	–	31.4	31.4
Liabilities				
Trade and other payables ^(a)	–	(0.3)	(0.3)	(0.3)
Total financial liabilities	–	(0.3)	(0.3)	(0.3)

At 31 March 2021				
£m	Loans and receivables	Amortised cost loans and other liabilities	Total book value	Total fair value
Assets				
Cash and cash equivalents ^(a)	31.0	–	31.0	31.0
Trade and other receivables ^(a)	5.9	–	5.9	5.9
Total financial assets	36.9	–	36.9	36.9
Liabilities				
Trade and other payables ^(a)	–	(30.9)	(30.9)	(30.9)
Long-term borrowings	–	(214.0)	(214.0)	(88.9)
Total financial liabilities	–	(244.9)	(244.9)	(119.8)

(a) The fair value of trade and other receivables, cash and cash equivalents, and trade and other payables approximated their carrying value due to the short maturity of the instruments.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

20. Financial instruments (continued)

Currency profile and interest rate risk

The interest rate profile of the Group's material financial assets and liabilities is as follows:

At 31 March 2022

£m	Financial assets floating rate	Financial liabilities fixed or capped rate	Net financial assets
Currency			
Sterling	30.6	–	30.6
Other	0.3	–	0.3
Total	30.9	–	30.9

At 31 March 2021

£m	Financial assets floating rate	Financial liabilities fixed or capped rate	Net financial (liabilities) / assets
Currency			
Sterling	29.9	(214.0)	(184.1)
US dollar	0.5	–	0.5
Other	0.6	–	0.6
Total	31.0	(214.0)	(183.0)

Details regarding the credit quality of financial assets are given in notes 15 and 17.

All borrowings represent level 1 of the fair value hierarchy as defined by IFRS 13.

There are no derivative financial instruments in place at 31 March 2022.

On 30 March 2022, the outstanding Senior Secured Notes were modified (see note 19). As a result, the Company lost control of the indirect subsidiary that had issued the Senior Secured Notes as well as the subsidiary with the Group's remaining liabilities under lease arrangements (see note 23) and, therefore, the Group had no contractual cash flows at 31 March 2022. The following table analyses the contractual undiscounted cash flows payable as well as the face value, carrying value and fair value of Group borrowings, excluding lease liabilities (which are shown in note 23) at the date of the statement of financial position in respect of the year ended 31 March 2021. All contractual payments are in British Pounds Sterling and have a fixed rate of interest. Contractual flows in respect of interest payments were calculated using interest rates applicable at the date of the statement of financial position. The Senior Secured Notes were secured on the Group's UK business (see note 24). The Group also has short-term receivables and payables that arise in the normal course of business and these are not included in the following table. Any cash flows based on floating rate interest are based on interest rates prevailing at 31 March in the relevant year.

The UK business had access to a £25m revolving credit facility prior to the modification of the debt arrangements on 30 March 2022, of which £nil was drawn at 31 March 2021 and the facility was cancelled on 30 March 2022.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

20. Financial instruments (continued)

At 31 March 2021

£m	Due within one year	Due between one and two years	Due between two and three years	Total amounts owed	Deferred finance costs	Nominal value of net debt	Carrying value	Fair Value ^(b)
8.5% Senior Secured Notes	–	–	214.0	214.0	–	214.0	214.0	88.9
Deferred financing fees	–	–	–	–	(3.0)	(3.0)	(3.0)	–
Total loans and other borrowings	–	–	214.0	214.0	(3.0)	211.0	211.0	88.9
Fixed rate interest ^(a)	18.2	18.2	1.5	37.9				
Total payments	18.2	18.2	215.5	251.9				

(a) Interest payments are calculated based upon the outstanding face value of the debt at 31 March 2021.

(b) Fair value has been determined in reference to active prices in determined markets.

21. Trade and other payables

At 31 March 2022

£m	2022	2021
Amounts falling due within one year		
Trade payables	–	2.1
Other payables	–	10.3
Accrued interest	–	2.8
Accrued expenses	0.3	15.3
Total financial liabilities excluding loans and borrowings classified as financial liabilities measured at amortised cost	0.3	30.5
Deferred income	–	3.8
Current portion	0.3	34.3
Amounts falling due after more than one year		
Other payables	–	0.4
Non-current portion	–	0.4
Total trade and other payables	0.3	34.7

Deferred income at 31 March 2021 was materially recognised during the current year. The change in deferred income during the year was materially in line with the underlying performance of the Group.

Due to their short maturities, the fair value of trade and other payables approximates their book value. The effect of discounting has been considered for payables falling due after more than one year, and the difference between fair value and book value is not material, therefore the fair value approximates book value. The carrying amounts of trade and other payables are denominated in pounds sterling which is the functional currency of the subsidiaries. The Group does not have any other significant exposure to currency risk on these amounts.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

22. Provisions for liabilities

The Group had the following movements in provisions during the year:

Year ended 31 March 2022

£m	Redundancy provisions	Property related provisions	Total
At 1 April 2021	0.1	1.9	2.0
Charged / (credited) to income statement:			
- Additional provisions	-	0.3	0.3
- Unused amounts reversed	(0.1)	(0.1)	(0.2)
Utilised during the year	-	(0.9)	(0.9)
Transferred to liabilities of disposal group classified as held for sale	-	(1.2)	(1.2)
At 31 March 2022	-	-	-

At 31 March 2022

£m	2022	2021
Current	-	1.1
Non-current	-	0.9
Total provisions for liabilities	-	2.0

Provision balances represent the differences between the timing of paying contractual amounts and the recognition of the contractual payments as a charge against income. The categories disclosed align with the types of contractual arrangements. Amounts expected to be expensed in the coming year of £nil (2021: £1.1m) have been classified as current liabilities.

Redundancy

Provisions for restructuring of activities comprised accruals for certain employee benefits that were directly associated with plans to exit or cease specific activities. For all restructuring provisions a detailed formal plan existed, and the implementation of the plan had either started or been communicated to affected employees before the relevant balance sheet date. All restructuring plans completed within one year from the balance sheet date.

Property related

Property related provisions included a leasehold dilapidations provision that related to contractual obligations to reinstate leasehold properties to their original state of repair at the end of the lease term. The provision had been calculated by appropriately qualified individuals at the inception of the lease and was periodically reviewed and, where necessary, adjusted during the lease life, based upon expected rectification costs adjusted for expected inflation. The transfer of economic benefits was expected to be made at the end of the property leases disclosed in note 23.

During the prior year the UK business announced its decision to close one of its offices. Accordingly, a provision was calculated for non-rental costs relating to this property expected to be borne until the lease break date, which was utilised during the current year.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

23. Leases

Prior to the Group's loss of control of the UK discontinued operations and the sale of the US discontinued operations (see note 18), the Group leased various offices, motor vehicles and office equipment. The following amounts are included in the Group's consolidated financial statements in respect of its leases, all of which relate to discontinued operations:

Year ended 31 March 2022

£m	2022	2021
Depreciation charge for the right-of-use assets		
Property	(1.0)	(2.9)
Other	(0.7)	(0.9)
	(1.7)	(3.8)
Additions to the right-of-use assets	0.7	0.5
Remeasurement of right-of-use assets	–	(0.7)
Interest expense on lease liabilities	(0.9)	(2.1)
Cash outflow for leases – interest payments	(0.9)	(2.1)
Cash outflow for leases – capital payments	(2.3)	(3.5)

Amounts expensed relating to short-term leases and low value assets included within operating costs relate to discontinued operations.

Analysis of lease liabilities – continuing operations:

At 31 March 2022

£m	2022	2021
Present value of minimum lease payments due:		
In one year or less	–	2.0
In more than one year but less than five years	–	4.6
In more than five years	–	0.9
Present value of lease liabilities	–	7.5
Current portion	–	2.0
Non-current portion	–	5.5

24. Borrowings

On 30 March 2022, the 8.5% Senior Secured Notes, which were redeemable on 2 May 2023 and governed by the terms of an indenture, were modified by a Deed (see note 19). As a result of the modification of the Senior Secured Notes, the Group lost control of Yell Bondco plc, the subsidiary that had issued the Senior Secured Notes. The indenture did not include covenants requiring the maintenance of specific financial ratios. Certain subsidiaries in the United Kingdom, primarily the trading entities, were guarantors and obligors under the terms of the indenture. The Senior Secured Notes were secured on the assets of those subsidiaries, were all denominated in British pounds sterling and listed on the International Stock Exchange. The Group had incurred £7.3m of transaction costs in respect of the issue of the original Notes, which were being amortised over the term of the Notes.

Prior to the modification of the Senior Secured Notes, the Group also had access to a £25.0m revolving credit facility which was subject to a covenant requiring the Group's UK business to maintain a ratio of net debt to EBITDA of less than 6.25 if the facility is greater than, or equal to, 35% drawn. The Group was in full compliance with the terms of covenant until its cancellation on 30 March 2022.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

24. Borrowings (continued)

The following table sets out the borrowings and total net debt of the Group (excluding lease obligations):

At 31 March 2022

£m	Interest rate % ^(a)	2022	2021
Amounts falling due after more than one year			
8.5% Senior Secured Notes	8.5	–	214.0
Deferred financing fees		–	(3.0)
Total amounts falling due after more than one year		–	211.0
Total loans and other borrowings		–	211.0
Cash and cash equivalents		(30.9)	(31.0)
Total net debt (excluding lease obligations)		(30.9)	180.0

(a) Interest rates applicable at 31 March 2021 on the underlying debt instruments.

The Senior Secured Notes were denominated in British pounds sterling. There were no material borrowings denominated in any other currencies. Details of the currency denomination of all the Group's material financial assets and liabilities and the interest and maturity profiles of borrowings are given in note 20.

Movement in net debt (including accrued interest and lease liabilities)

For the year ended 31 March 2022

£m	2022	2021
At 1 April	190.3	168.4
Cash generated from operating activities	5.1	(80.7)
Purchase of intangible assets and software	6.7	13.8
Purchase of property, plant and equipment	0.4	0.9
Repurchase of equity instruments	7.0	0.1
Repurchase of own shares	0.1	–
Lease liabilities entered into during the year	0.7	0.5
Remeasurement of lease liabilities	–	(0.7)
Net interest expense	18.1	18.2
Amortisation of deferred financing fees	1.5	1.5
Corporate income tax (received) / paid	(0.2)	6.5
Net proceeds on disposal (see note 18)	(260.3)	–
Dividend received from discontinued operations (see note 18)	(54.1)	–
Dividends paid (see note 9)	260.6	–
Modification of Senior Secured Notes	(3.8)	–
Currency movements	–	4.5
Transferred to assets and liabilities of disposal group on loss of control / held for sale	(203.0)	57.3
At 31 March	(30.9)	190.3

25. Commitments and contingent liabilities

Capital commitments

There were no capital commitments at 31 March 2022 (2021: £nil).

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

25. Commitments and contingent liabilities (continued)

Operating lease commitments

Future aggregate minimum operating lease payments for the Group are as follows:

At 31 March 2022

£m	2022	2021
Payable		
Not later than one year	–	0.6
Later than one year and not later than five years	–	0.6
Total future aggregate minimum operating lease payments	–	1.2

Operating lease payments expensed during the year, excluding discontinued operations, amounted to £nil (2021: £nil).

Contingent liabilities

There are no contingent liabilities or guarantees other than those referred to below, those referred to in notes 1 and 24 and those arising in the ordinary course of the Group's business.

No material losses are anticipated on liabilities arising in the ordinary course of business.

26. Called up share capital

For the year ended 31 March 2022

	2022 No. of shares of £0.00000001	2021 No. of shares of £0.00000001	2022 £	2021 £
Ordinary shares				
At 1 April	1,526,713,578	1,526,713,578	15	15
Cancellation of shares ^(a)	(7,472,017)	–	–	–
At 31 March	1,519,241,561	1,526,713,578	15	15

(a) On 30 October 2021 the Company cancelled 7,472,017 ordinary shares of £0.00000001 which it had bought back for £0.1m following an offer to its shareholders. The amount in excess of the nominal value of the shares was charged against retained earnings. All shares rank pari passu in all respects.

27. Share-based payments

Restricted shares in Yell Midco Limited (formerly Hibu Midco Limited), a subsidiary, were issued to Company directors and selected employees (the "participants") for £nil consideration in the year ended 31 March 2017. Rights in the shares vested in four equal tranches on four successive annual anniversaries of the award date, unless the participants had become leavers. The Company repurchased 130 shares during the year ended 31 March 2019 for £1.4m. A further 248 shares were forfeited during the year ended 31 March 2021 and upon full vesting the remaining holders of the shares owned restricted ownership rights in 5.5% of the Group. The Group had a limited (£0.2m in aggregate) legal obligation to repurchase the shares in cash on demand from recipients under specific circumstances. The shares could not be traded, but the Company could have bought the shares through an exchange of an equivalent shareholding in the Company under certain circumstances.

At 31 March 2018 and 2017 the holders of the restricted shares could not receive dividend distributions until the shareholders of the Company received £66.5m in dividends ("the Hurdle"). The Hurdle was increased on 2 May 2018 to £187.3m when the Group exchanged ordinary shares in the Company for outstanding PIK debt and issued £225m of Senior Secured Notes. The Hurdle was subsequently increased by £7.8m of notional interest on the converted PIK debt and decreased by £51.1m due to dividends paid in the prior year. At 31 March 2021 the Hurdle was £140.9m. The award was deemed to represent an equity-settled share-based payment at the date of grant, based on the Board's assessment of the most likely scenario in which the recipients would have received value from the grant. The fair value of the grant was determined to be the present value of the estimated future values on each vesting date. The future values were determined from the Group's enterprise value on the date of grant and the estimated effect of the Group's future investor returns (including dividends) on the enterprise value over the relevant periods. The effect of the restrictions was also considered in determining the fair value of the award. The fair value of the 930 shares issued was £14.0m (£15,000 each) on the date of grant. The Group recorded a charge of £nil in the current year (2021: charge of £0.2m) against income in respect of these awards.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

27. Share-based payments (continued)

On 10 May 2021, the hurdle of £141.6m was cleared following the payment of a dividend to the Company's shareholder of \$346m and the Group repurchased all of the outstanding instruments for £7.0m cash with £6.3m paid on 10 May 2021 and £0.7m paid on 30 September 2021. Further contingent consideration at 30 September 2021 was estimated at £1.0m. The remaining credit on the share-based payment reserve of £3.2m was reclassified to retained earnings.

Restricted shares ("Yell Holdco B shares") in Yell Holdco Limited, a subsidiary, were issued to one Board member for nominal value without premium in the year ended 31 March 2021. Rights in the restricted shares were to vest in five equal tranches on five successive annual anniversaries of the award date, unless there was a change in control in which case a portion would vest immediately. Participation in ownership benefits would accrue only after the equity value of the UK business exceeded £255m. The award was an equity-settled share-based payment under IFRS 2. The value of the grant (amortised as a charge against income) was £0.3m; determined at the date of grant to be the present value of the average returns from a range of simulated potential enterprise values through the use of an assumed distribution on the most likely date of an exit event. The Yell Holdco B shares were returned and cancelled for £nil in the year ended 31 March 2021, but relevant costs continue to be charged against income. The Group recorded a charge of £0.1m (2021: charge of £0.1m) against income in the year ended 31 March 2022 for the relevant costs of Yell Holdco B shares granted to the Board member, which is included in the profit from discontinued operations.

Restricted shares ("VCP shares") in Yell Holdco Limited, a subsidiary, were issued to selected directors and selected UK employees of the Group for £nil consideration in the year ended 31 March 2021. The value of future settlements on a change of control will be determined on an increasing sliding scale, but only to the extent the adjusted enterprise value at the time of payment exceeds a threshold of £100m. Where a participant leaves employment prior to settlement, the Company may call the shares at a price based on 25% of their fair value for each of the four successive years they remained employed from the date of issue. The award is a cash-settled share-based payment under IFRS 2. The value of the grant (to be amortised as a charge against income) was £1.2m; determined at the date of grant to be the present value of the average returns from a range of simulated potential enterprise values through the use of an assumed distribution on the most likely date of an exit event. The Group recorded a charge of £0.3m (2021: less than £0.1m) against income for the share-based payments in the year ended 31 March 2022 for the relevant costs of its employees, which is included in the profit from discontinued operations.

On 30 March 2022, the Group lost control of Yell Holdco Limited and no further charges are expected to be recorded by the Group.

28. Other reserves

The following describes the nature and purpose of each reserve within equity:

<i>Pension reserve</i>	Accumulated actuarial gain.
<i>Share-based payment reserve</i>	Cumulative amortised fair value of equity-settled share-based payments.
<i>Translation reserve</i>	Gains/losses arising on retranslating the net assets of overseas operations into British pound sterling (GBP).
<i>Accumulated losses</i>	All other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

28. Other reserves (continued)

Total other reserves are analysed as follows for the year ended 31 March 2021:

£m	Pension reserve	Share- based payment reserve	Translation reserve	Total other reserves
At 1 April 2020	66.2	9.9	5.7	81.8
Net actuarial loss on defined benefit pension schemes (see note 31)	(79.0)	–	–	(79.0)
Tax credit (see note 8)	15.0	–	–	15.0
Share-based payments (see note 27)	–	0.4	–	0.4
Exchange losses arising on translation of foreign continuing operations	–	–	(0.1)	(0.1)
Net (expense) / income recognised directly in equity from continuing operations	(64.0)	0.4	(0.1)	(63.7)
Exchange losses arising on translation of foreign discontinued operations	–	–	(3.5)	(3.5)
Reclassification to accumulated losses ^(a)	–	–	(3.3)	(3.3)
Net (expense) / income recognised directly in equity	(64.0)	0.4	(6.9)	(70.5)
At 31 March 2021	2.2	10.3	(1.2)	11.3

(a) The reclassification between translation reserves and accumulated losses relates to translation reserves associated with overseas operations that were liquidated or wound up in prior periods.

Total other reserves are analysed as follows for the year ended 31 March 2022:

£m	Pension reserve	Share- based payment reserve	Translation reserve	Total other reserves
At 1 April 2021	2.2	10.3	(1.2)	11.3
Income / (expense) recognised directly in equity from discontinued operations:				
Net actuarial gain on defined benefit pension schemes (see note 31)	63.9	–	–	63.9
Tax charge (see note 8)	(14.7)	–	–	(14.7)
Share-based payments (see note 27)	–	0.4	–	0.4
Exchange losses arising on translation of foreign discontinued operations	–	–	(0.5)	(0.5)
Cumulative exchange gains recycled to profit or loss (note 18)	–	–	2.7	2.7
Repurchase of equity instruments	–	(7.0)	–	(7.0)
Reclassification of share-based payment reserve on repurchase of equity instruments	–	(3.2)	–	(3.2)
Net income / (expense) recognised directly in equity from discontinued operations	49.2	(9.8)	2.2	41.6
Reclassification of reserves to retained earnings on loss of control of subsidiaries	(51.4)	(0.5)	–	(51.9)
At 31 March 2022	–	–	1.0	1.0

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

29. Related party transactions

On 30 March 2022, the Company's indirect subsidiary Yell Bidco Limited (formerly Hibu Bidco Limited) lost control of Yell Holdco Limited but retained a 5% interest in its ordinary share capital. Details of transactions with Yell Holdco Limited and its subsidiaries during the years ended 31 March 2022 and 31 March 2021 and balances outstanding at those dates are as follows:

For the year ended 31 March 2022

£m	2022	(Restated)* 2021
Group recharges – amounts charged to:		
Owl Finance Limited	0.8	0.7
Yell Limited	1.4	2.0
YH Limited	–	0.2
Total Group amounts recharged to related parties	2.2	2.9

For the year ended 31 March 2022

£m	2022	(Restated)* 2021
Group recharges – amounts charged by:		
Yell Limited	(1.6)	(3.2)
Payments on behalf of related parties	(4.6)	(7.1)
Total Group amounts recharged by related parties	(6.2)	(10.3)

At 31 March 2022

£m	2022	(Restated)* 2021
Current assets		
Owl Finance Limited	–	0.2
YH Limited	–	1.4
Total Group amounts owed by related parties	–	1.6

At 31 March 2022

£m	2022	(Restated)* 2021
Current liabilities		
Yell Holdco Limited	–	(0.1)
Yell Limited	–	(3.1)
Total Group amounts owed to related parties	–	(3.2)

* The comparative Group recharges have been restated to show the related party transactions between continuing and discontinuing operations.

All amounts relating to recharges to and from Yell Holdco and its subsidiaries and inter-company balances at 31 March 2021 have been eliminated on consolidation prior to the loss of control on 30 March 2022.

Subsidiary undertakings

Details of the subsidiary undertakings are given in note 13 of these financial statements. Further detail can be found in the Company only section of these financial statements on pages 59 and 60.

Other receivables falling due after more than one year at 31 March 2022 included £500,000 of funds held in a discretionary trust to facilitate the settlement of any liability that may arise during the liquidation of an overseas subsidiary, hibu (Philippines) Private Limited, Inc. The trust is a related party by virtue of a trustee also being a Director of the Company.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

29. Related party transactions (continued)

Directors' remuneration

The aggregate remuneration paid to the directors in respect of their services to the Group was as follows:

For the year ended 31 March 2022

£m	2022	2021
Salaries and other short-term benefits ^(a)	5.7	4.1
Total remuneration	5.7	4.1

(a) Salaries and other short-term benefits includes amounts totalling £3.9m (2021: £nil) that were payable as a result of the crystallisation of long-term incentive schemes triggered by the change of ownership of the US business.

The highest paid director received £2.2m (2021: £1.6m) in the year, excluding employer's pension contributions £nil (2021: £nil), in respect of services to the Group. This included amounts totalling £2.1m (2021: £nil) that were payable as a result of the crystallisation of long-term incentive schemes triggered by the change of ownership of the US business.

The Group issued restricted equity instruments, each with a nominal value of £0.00000001, to six of the Board members in the year ended 31 March 2017. During the year, the Company purchased the restricted shares from the holders for £5.2m cash and contingent deferred payments forecast to be £1.1m.

The Group issued restricted equity instruments, each with a nominal value of £0.000001, to one Board member in the year ended 31 March 2020. All restricted equity instruments issued in the year ended 31 March 2020 were returned and cancelled in the year ended 31 March 2021 for £nil. The Group issued further restricted equity instruments, each with a nominal value of £0.000001, to four Board members in the year ended 31 March 2021.

Other than those referred to above, there were no amounts earned under long term incentive schemes (other than shares or share options) during the periods presented. Employer's pension contributions were less than £0.1m during the periods presented. No director was a member of the Group's UK defined benefit pension scheme during the periods presented.

Key management compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the business, directly or indirectly. Compensation includes that earned by the executive directors (as included above) and certain members of the Group's management.

For the year ended 31 March 2022

£m	2022	2021
Salaries and other short-term employee benefits ^(a)	6.9	5.0
Contractual and in lieu of contractual loss of office payments	1.0	—
Share-based payments (non-cash)	0.2	0.3
Total key management compensation	8.1	5.3

(a) Salaries and other short-term employee benefits includes amounts totalling £4.9m (2021: £nil) that were payable as a result of the crystallisation of long-term incentive schemes triggered by the change of ownership of the US business.

The Group issued restricted equity instruments, each with a nominal value of £0.00000001, to three members of key management in the year ended 31 March 2017. During the year, the Company purchased the restricted shares from these holders for £2.9m cash and contingent deferred payments forecast to be £0.7m. The Group issued restricted equity instruments, each with a nominal value of £0.000001, to members of key management in the year ended 31 March 2021.

Other than those referred to above, there were no amounts earned under long-term incentive schemes (other than shares or share options) and no contractual and in lieu of contractual loss of office payments during the periods presented. Employer's pension contributions were less than £0.1m during the periods presented.

30. Ultimate parent company and controlling party

The Company is the ultimate holding company and controlling party of the Group.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

31. Pensions

Yell Limited, which is one of the consolidated subsidiaries within the "UK Discontinued Operations", following the Company's loss of control of its indirect subsidiary undertaking, Yell Holdco Limited, on 30 March 2022 (see note 18), operates a defined benefit pension scheme ("UKPP" or "Plan") for UK employees employed before 1 October 2001, but that was closed to future accrual from March 2011. Yell Limited also operates a defined contribution scheme for the remaining UK employees. They are the only material schemes in Yell Limited. The Company has retained a 5% non-controlling interest in Yell Holdco Limited and its subsidiaries. Full details of the schemes, including valuation assumptions, plan profiles and sensitivity and risk analyses can be found in the financial statements of Yell Holdco Limited, which are publicly available at 3 Forbury Place, Forbury Road, Reading, Berkshire, RG1 3YL.

The Group's income statement and statement of comprehensive income for the years ended 31 March 2022 and 2021 included the following charges within the Profit from Discontinued Operations.

Amounts charged to operating profit of discontinued operations

For the year ended 31 March 2022

£m	2022	2021
Termination benefits	(0.1)	–
Amounts credited for defined benefit schemes	(0.1)	–
Amounts expensed for defined contribution schemes	2.0	2.1
Total operating charge	1.9	2.1

Net finance income of discontinued operations from defined benefit scheme

For the year ended 31 March 2022

£m	2022	2021
Interest income on Plan assets	14.2	15.1
Interest cost on Plan liabilities	(12.4)	(11.4)
Net finance income from defined benefit scheme	1.8	3.7

Amount recognised in Group statement of comprehensive income in respect of discontinued operations

For the year ended 31 March 2022

£m	2022	2021
Actual return less interest on Plan assets	(25.0)	22.7
Experience (gains arising on Plan liabilities)	15.9	7.0
Changes in financial assumptions underlying the value of Plan liabilities	75.9	(109.3)
Changes in demographic assumptions underlying the present value of Plan liabilities	(2.9)	0.6
Actuarial gain / (loss)	63.9	(79.0)
Tax on actuarial (gain) / loss recognised in equity	(14.7)	15.0
Actuarial gain / (loss) net of tax	49.2	(64.0)

The cumulative actuarial gain net of tax recognised at 31 March 2022 amounts to £51.4m (2021: gain £2.2m).

Net surplus

The UKPP net surplus on the statement of financial position, at the date of the loss of control of the "UK Discontinued Operations", represented the fair value of assets held to fund future benefit payments net of the present value of scheme liabilities, as follows:

At 31 March 2022

£m	2022	2021
Fair value of scheme assets	653.4	684.9
Present value of scheme liabilities	(504.0)	(601.1)
Net surplus	149.4	83.8

Yell Group Limited (formerly Hibu Group Limited)

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

31. Pensions (continued)

The following amounts explain the movement in the pension provision:

For the year ended 31 March 2022

£m	2022	2021
Net surplus at the beginning of year	83.8	159.1
Movement in year:		
Termination benefits	(0.1)	–
Net finance income	1.8	3.7
Actuarial gain / (loss)	63.9	(79.0)
Transferred to assets of disposal group on loss of control	(149.4)	–
Net surplus at end of year	–	83.8

The full funding valuation with an effective date of 5 April 2018 concluded in November 2018 and showed no further contributions were required. Accordingly, deficit contributions ceased in late 2018.

Defined contribution pension sections

In addition to the defined contribution scheme in Yell Limited, hibu Inc, the operating subsidiary within the “US Discontinued Operations” (see note 18), sponsored a 401(k) plan for the majority of its employees in the US.

The pension cost in respect of these schemes, included within the Profit from Discontinued Operations, represents contributions payable to the funds and amounted to £nil in the year ended 31 March 2022 (2021: £1.0m) for the hibu Inc scheme, and £2.0m (2021: £2.1m) for the UK defined contribution scheme.

32. Post balance sheet events

There are no material post balance sheet events to report at the time of signing these financial statements.

Yell Group Limited (formerly Hibu Group Limited)

Income statement (Company only)

For the year ended 31 March 2022

£'000	Note	2022	2021
Other operating income	4	2,472	4,240
Impairment of investment	11	(125,519)	–
Reversal of impairment of amounts due from group undertakings	12	182	67
Administrative expenses	5	(15,378)	(10,739)
Operating loss		(138,243)	(6,432)
Income from shares in related parties	7	305,363	11,560
Profit before interest and tax		167,120	5,128
Net finance income	8	235	614
Profit before tax		167,355	5,742
Tax credit	9	387	1,111
Profit for the year		167,742	6,853

There is no other comprehensive income for the year (2021: £nil).

Yell Group Limited (formerly Hibu Group Limited)

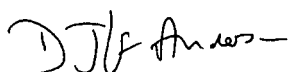
Statement of financial position (Company only)

At 31 March 2022

£'000	Note	2022	2021
Non-current assets			
Investments	11	22,733	141,248
Trade and other receivables	12	513	5,877
Total non-current assets		23,246	147,125
Current assets			
Trade and other receivables	12	33	1,848
Cash and cash equivalents		30,626	—
Total current assets		30,659	1,848
Total assets		53,905	148,973
Current liabilities			
Trade and other payables	13	(22,999)	(25,104)
Total current liabilities		(22,999)	(25,104)
Net current assets / (liabilities)		7,660	(23,256)
Total liabilities		(22,999)	(25,104)
Net assets		30,906	123,869
Equity			
Called up share capital	16	—	—
Retained earnings		30,906	123,869
Total equity		30,906	123,869

The notes on pages 55 to 62 are an integral part of these financial statements.

The financial statements on pages 52 to 62 were approved by the Board of directors on 27 July 2022 and were signed on its behalf by:



David Anderson
Director

Registration no 08815102

Yell Group Limited (formerly Hibu Group Limited)

Statement of changes in equity (Company only) for the year ended 31 March 2022

	Called up share capital £'000	Retained earnings £'000	Total equity £'000
Balance at 1 April 2020	–	117,016	117,016
Profit for the year	–	6,853	6,853
Total comprehensive income for the year	–	6,853	6,853
Balance at 31 March 2021	–	123,869	123,869
Balance at 1 April 2021	–	123,869	123,869
Profit for the year	–	167,742	167,742
Total comprehensive income for the year	–	167,742	167,742
Purchase of own shares (see note 16)	–	(87)	(87)
Dividends (see note 10)	–	(260,618)	(260,618)
Total transactions with owners, recognised in equity	–	(260,705)	(260,705)
Balance at 31 March 2022	–	30,906	30,906

Yell Group Limited (formerly Hibu Group Limited)

Notes to the financial statements (Company only) for the year ended 31 March 2022

1. Accounting policies

Entity information

The Company is a private company limited by shares incorporated and domiciled in the UK.

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 as applicable to companies using Financial Reporting Standard 101 "Reduced Disclosure Framework" ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the UK (UK-adopted international accounting standards), but makes amendments where necessary in order to comply with the Companies Act 2006 and to take advantage of FRS 101 disclosure exemptions.

On 31 December 2020, EU-adopted IFRS was brought into UK law and became UK-adopted international accounting standards, with future changes to IFRS being subject to endorsement by the UK Endorsement Board. In preparing these financial statements in accordance with FRS 101, the Company Financial Statements transitioned to UK-adopted international accounting standards (as described above) on 1 January 2021. There is no impact on recognition, measurement or disclosure in the period reported as a result of this change.

The financial statements present information about the Company as an individual undertaking, and not as a group. The principal accounting policies adopted, which have been applied consistently, are set out below:

Financial reporting standard 101 – reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 'Financial Instruments: Disclosures';
- the requirements of paragraphs 91-99 of IFRS 13 'Fair Value Measurement';
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a) (iv) of IAS 1;
- the requirement of paragraphs 10(d), 10(f), 16, 38A to 38D, 40, 111 and 134-136 of IAS 1 'Presentation of Financial Statements';
- the requirements of IAS 7 'Statement of Cash Flows';
- the requirements of paragraph 17 of IAS 24 'Related Party Disclosures'; and
- the requirements in IAS 24 'Related Party Disclosures' to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary that is a party to the transaction is wholly owned by such a member.

Going concern

At 31 March 2022 the Group had net assets of £32.2m (2021: net liabilities of £75.8m), and the Company had net assets of £31.0m (2021: £123.9m). The directors have prepared cash flow forecasts for a period of 24 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the Company will have adequate resources to continue in operational existence for the foreseeable future.

The directors of the Company have also considered the implications of the risk management and risks set out in the strategic report for the year ended 31 March 2022 and in particular whether it is appropriate to prepare the financial statements of the Group and Company on a going concern basis and the adequacy of the going concern disclosures made within the financial statements.

Consequently, the directors are confident that the Group and Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements, and therefore have prepared the financial statements on a going concern basis.

Significant accounting policies

A summary of the principal accounting policies, which have been applied consistently, is set out below.

a. Investments in subsidiaries

Investments are valued at cost less any amounts written down due to impairment based on annual reviews of recoverability. Any impairment would be charged to the income statement account to the extent that it is not covered by amounts previously credited to shareholders' equity through the revaluation surplus. Impairment losses are reversed to the extent that events demonstrate that previously impaired amounts can be recovered.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the financial statements (Company only) for the year ended 31 March 2022 (continued)

1. Accounting policies (continued)

Significant accounting policies (continued)

b. Trade and other receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method. An allowance for doubtful debts is recognised on initial recognition of receivables, which is deducted from the gross carrying amount of the receivable. The allowance is calculated by reference to credit losses expected to be incurred over the lifetime of the receivable. Historical loss experience and informed credit assessment alongside other factors such as the current state of the economy and specific market issues are considered in estimating a loss allowance. Reasonable and supportable information that is relevant and available without undue cost or effort is considered in estimating a loss allowance.

c. Trade and other payables

Trade and other payables are initially recognised at fair value, which approximates cost due to the short-term nature of these liabilities and subsequently measured at amortised cost using the effective interest rate method.

d. Current and deferred tax

The charge or credit for tax is based on the profit or loss for the period and takes into account deferred tax where transactions or events give rise to temporary differences between the treatment of certain items for tax and for accounting purposes. Provision is made in full for deferred tax liabilities. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the benefit can be realised. It is probable that future taxable profits will be available to the extent that reversing temporary differences exist.

Current tax is provided at the amounts expected to be paid or recovered under the tax rates that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is measured at the rates that are expected to apply in the periods in which the temporary differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax assets and liabilities are not discounted.

e. Share capital

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

f. Share-based payments

The costs of share-based payments to individuals providing services to the Company are charged against the income of the Company to the extent services are received. The costs represent the relevant portion of the fair value of the equity rights transferring to the individuals.

Standards that have been adopted during the current year

Details of standards, interpretations and amendments that became effective during the year are set out on pages 23 and 24. None of these were material to the Company.

Critical accounting estimates and management judgements

In preparing the financial statements, the Company's management have made their best estimates and judgements of certain amounts included in the consolidated financial statements, giving due consideration to materiality. The Company regularly reviews these estimates and judgements and updates them when required. Actual results could differ from these estimates and judgements. Unless otherwise indicated, the Company does not believe there is a great likelihood that materially different amounts would be reported related to the accounting policies described below. The Company has presented below a description of the most significant estimates and judgements, which require management to make subjective and complex judgements, and matters that are inherently uncertain.

Investments in subsidiaries

Investments are valued at cost less any amounts written off due to impairment. Any impairment is charged to the statement of comprehensive income account to the extent that it is not covered by amounts previously credited to shareholders' equity through the revaluation surplus. An impairment loss is recognised to the extent that the carrying amount cannot be recovered either by selling the investment or by the discounted future earnings of the investment.

Details of other critical accounting estimates and management judgements are set out on pages 21 to 22. The only estimates and judgements that are relevant to the Company are share-based payments, tax and judgements made in assessing the effect of the COVID-19 pandemic on the financial statements.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the financial statements (Company only) for the year ended 31 March 2022 (continued)

2. Auditors' remuneration

The audit fee for the Company is included within the fee for the audit of the Group and is disclosed in note 4 to the consolidated financial statements. £32,000 was paid to PricewaterhouseCoopers LLP for non-audit services to the Company in the year (2021: £19,500).

3. Directors' remuneration

Directors' remuneration is disclosed in note 29 to the consolidated financial statements.

4. Other operating income

For the year ended 31 March 2022

£'000	2022	2021
Recharges to group undertakings	355	1,331
Recharges to related parties	2,117	2,909
Total other operating income	2,472	4,240

5. Administrative expenses

For the year ended 31 March 2022

£'000	Note	2022	2021
Recharges from group undertakings ^(a)		260	609
Recharges from related parties		1,602	3,203
Other administrative expenses		8,019	994
Staff costs	6	5,497	5,933
Total administrative expenses		15,378	10,739

(a) Recharges from group undertakings are recharges in respect of costs incurred by other related parties on behalf of the Company and its subsidiaries. These are primarily management services costs.

6. Employees

For the year ended 31 March 2022

	2022	2021
Average monthly number of employees:		
Administrative	8	14
Total employees	8	14

For the year ended 31 March 2022

£'000	2022	2021
Staff costs for the Group during the year (including executive directors):		
Wages and salaries	4,439	5,228
Social security costs	673	320
Other pension costs	152	93
Share-based payments ^(b)	233	292
Total staff costs expensed to the income statement	5,497	5,933

(b) Further amounts relating to share-based payments are included within the recharges from related parties (see note 5).

Yell Group Limited (formerly Hibu Group Limited)

Notes to the financial statements (Company only) for the year ended 31 March 2022 (continued)

7. Income from shares in group undertakings

For the year ended 31 March 2022

£'000	2022	2021
Ordinary dividends received	305,363	11,560
Share-based payment distributions received	233	292
Recharge of share-based payment from subsidiaries	(233)	(292)
Total income from shares in related parties	305,363	11,560

The Company received dividends during the year totalling the Sterling equivalent of £305,363,000 (2021: £11,560,000) from its subsidiary, Yell Midco Limited (formerly Hibu Midco Limited).

During the year, the Company received a share-based payment distribution from Yell Midco Limited (formerly Hibu Midco Limited) of £nil (2021: £190,000) and from Yell Holdco Limited of £233,000 (2021: £102,000) in respect of its portion of share-based payments. The Company was later recharged the relevant costs and recorded the £233,000 (2021: £292,000) as intercompany liabilities, with a compensating decrease to the share-based payment distribution (see note 17).

8. Net finance income

For the year ended 31 March 2022

£'000	2022	2021
Finance income		
Net foreign exchange gain on financing activities	244	–
Recharges to group undertakings	66	631
Total finance income	310	631
Finance expense		
Recharges from group undertakings	(2)	(17)
Other finance costs	(73)	–
Total finance expense	(75)	(17)
Net finance income	235	614

9. Tax credit

The Company is resident in the UK for tax purposes. The tax credit on the Company's profit before tax is analysed as follows:

For the year ended 31 March 2022

£'000	Note	2022	2021
Current tax:			
Corporation tax credit for the year		(428)	(1,146)
Adjustments in respect of prior periods		41	35
Total current tax credit		(387)	(1,111)
Deferred tax:			
Deferred tax charge for the year		21	23
Adjustments in respect of prior periods		(21)	(23)
Total deferred tax charge		–	–
Total tax credit		(387)	(1,111)

The tax credit is higher than (2021: higher than) the standard rate of corporation tax in the UK of 19% (2021: 19%).

Yell Group Limited (formerly Hibu Group Limited)

Notes to the financial statements (Company only) for the year ended 31 March 2022 (continued)

9. Tax credit (continued)

The differences are explained below:

For the year ended 31 March 2022

£'000	2022	2021
Profit before tax	167,355	5,742
Profit before tax multiplied by the standard rate of corporation tax in the UK of 19% (2021: 19%)	31,797	1,091
Effects of:		
Non-taxable ordinary dividends received	(58,019)	(2,196)
Non-deductible impairment of investments	23,850	–
Group relief surrendered for nominal consideration	2,046	–
Non-taxable reversal of provision against intercompany receivables	(35)	(13)
Adjustments in respect of prior periods	20	12
Other	(46)	(5)
Total tax credit	(387)	(1,111)

Finance Act 2021 included legislation increasing the rate of corporation tax in the UK from 19% to 25% with effect from 1 April 2023. At 31 March 2022, there is no effect of the future tax rate change on the tax charge for the year.

10. Dividends

For the year ended 31 March 2022

£'000	2022	2021
Ordinary dividends	260,618	–

During the year, the Company paid ordinary dividends equivalent to £249.2m, £6.9m and £4.5m to its shareholders on 10 May 2021, 2 September 2021 and 27 September 2021 respectively, following the disposal of Hibu Group (USA), Inc and its subsidiaries (see note 18 of the consolidated financial statements). There were no dividends paid or declared during the prior year.

No further dividends (2021: \$346.0m (£249.2m)) have been declared and paid since 31 March 2022.

11. Investments

The movement in investments during the year is as follows:

£'000	2022	2021
Cost		
At 1 April	141,248	141,186
Additions	7,004	62
At 31 March	148,252	141,248
Impairment		
At 1 April	–	–
Additions	(125,519)	–
At 31 March	(125,519)	–
Carrying value at 31 March	22,733	141,248

The Company paid £7,004,088 (2021: £62,315) to acquire "B" ordinary shares in its subsidiary, Yell Midco Limited (formerly Hibu Midco Limited). On 30 March 2022, the Group lost control of its UK business while retaining a 5% non-controlling interest with effect from that date, and accordingly booked an impairment against the carrying value of its subsidiary.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the financial statements (Company only) for the year ended 31 March 2022 (continued)

11. Investments (continued)

At 31 March 2022

Direct subsidiaries	Company activity	Country of incorporation	2022 Percentage owned	2021 Percentage owned	2022 Carrying value £'000	2021 Carrying value £'000
Yell Midco Limited (formerly Hibu Midco Limited)	Intermediate holding company	United Kingdom	100.00	100.00	22,733	141,248

The registered address of Yell Midco Limited (formerly Hibu Midco Limited) is 3 Forbury Place, Forbury Road, Reading, RG1 3YL. Details of the Company's indirect subsidiary undertakings are given in note 13 of the consolidated financial statements.

12. Trade and other receivables

At 31 March 2022

£'000	2022	2021
Amounts falling due within one year		
Amounts due from group undertakings	—	337
Amounts due from related parties	—	1,116
Other debtors	33	395
Total amounts falling due within one year	33	1,848
Amounts falling due after one year		
Amounts due from related parties	500	—
Amounts due from group undertakings	13	5,877
Total amounts falling due after one year	513	5,877
Total trade and other receivables	546	7,725

Amounts due from group undertakings falling due within one year are short-term receivables in respect of group recharges, interest receivable and group relief. None of the amounts due from group undertakings are past due. During the year, the Company released an impairment provision of £182,000 (2021: £67,000) against an amount of £nil (2021: £182,000) included within amounts due from group undertakings falling due within one year. All other amounts are considered to be fully recoverable. Amounts due from group undertakings falling due after more than one year include an amount of £nil (2021: £5,876,000) that accrues interest at 9% and that is payable annually; the facility had a mandatory repayment date of 9 May 2022. All amounts due from group undertakings are unsecured.

13. Trade and other payables

At 31 March 2022

£'000	2022	2021
Amounts falling due within one year		
Accrued expenses	273	1,522
Amounts owed to group undertakings	22,726	20,167
Amounts owed to related parties	—	3,415
Total trade and other payables	22,999	25,104

Amounts due to group undertakings falling due within one year include an amount of £20,265,000 that is payable on demand (2021: £20,081,000). Other amounts are short-term liabilities primarily in respect of group recharges and group relief. Interest is charged based upon the three-month LIBOR rate in the denominated currency on amounts totalling £nil (2021: £504,000) with interest rates reset at the beginning of each quarter.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the financial statements (Company only) for the year ended 31 March 2022 (continued)

14. Contingent liabilities

There are no contingent liabilities other than that disclosed in note 25 to the consolidated financial statements.

15. Related party transactions

On 30 March 2022, the Company's indirect subsidiary Yell Bidco Limited (formerly Hibu Bidco Limited) lost control of Yell Holdco Limited but retained a 5% interest in its ordinary share capital. Details of transactions with Yell Holdco Limited and its subsidiaries during the years ended 31 March 2022 and 31 March 2021 and balances outstanding at those dates are as follows:

For the year ended 31 March 2022

£'000	Year ended 31 March 2022	Year ended 31 March 2021
Group recharges – amounts charged to:		
Yell Limited	1,359	1,970
Owl Finance Limited	758	740
YH Limited	–	199
Total amounts recharged to related parties	2,117	2,909

For the year ended 31 March 2022

£'000	2022	2021
Group recharges – amounts charged by:		
Yell Limited	(1,602)	(3,203)
Payments on behalf of related parties	(4,630)	(7,099)
Total amounts recharged by related parties	(6,232)	(10,302)

At 31 March 2022

£'000	2022	2021
Current assets		
Owl Finance Limited	–	182
YH Limited	–	934
Hibu Philippines Discretionary Trust	500	–
Total amounts owed by related parties	500	1,116

At 31 March 2022

£'000	2022	2021
Current liabilities		
Yell Limited	–	3,313
Yell Holdco Limited	–	102
Total amounts owed to related parties	–	3,415

The Company received distributions during the year totalling £233,000 (2021: £102,000) from Yell Holdco Limited in respect of share-based expenses. These amounts were subsequently invoiced by Yell Holdco Limited, with a corresponding reduction in the distributions.

Other receivables falling due after more than one year at 31 March 2022 included £500,000 of funds held in a discretionary trust to facilitate the settlement of any liability that may arise during the liquidation of an overseas subsidiary, hibu (Philippines) Private Limited, Inc. The trust is a related party by virtue of a trustee also being a Director of the Company.

Yell Group Limited (formerly Hibu Group Limited)

Notes to the financial statements (Company only) for the year ended 31 March 2022 (continued)

16. Called up share capital

Allotted and fully paid

	No. of shares of £0.00000001	£
Ordinary shares		
At 1 April 2022	1,526,713,578	15
Ordinary shares repurchased and cancelled ^(a)	(7,472,017)	—
At 31 March 2022	1,519,241,561	15

(a) On 30 October 2021 the Company cancelled 7,472,017 ordinary shares of £0.00000001 which it had bought back for £87,000, following an offer to its shareholders. The amount in excess of the nominal value of the shares was charged against retained earnings.

All shares rank pari passu in all respects.

17. Share-based payments

The Company charged £0.2m (2021: charged £0.3m) against income for share-based payments (see note 27 of the consolidated financial statements) in the year ended 31 March 2022. £0.2m (2021: £0.3m) was settled through share-based payment distributions from the Company's direct subsidiary, Yell Midco Limited (formerly Hibu Midco Limited) and its indirect subsidiary Yell Holdco Limited (see note 7). The Company was later recharged the relevant costs and recorded the £0.2m (2021: £0.3m) as intercompany liabilities, with a compensating decrease to the share-based payment distributions.

18. Post balance sheet events

There are no material post balance sheet events to report at the time of signing these financial statements.