

**Company Number: 08815102**

**A PRIVATE COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

**OF**

**YELL GROUP LIMITED**

**(the "Company")**

**Passed on 25 March 2022**

In accordance with the written resolution procedure in Chapter 2 Part 13 Companies Act 2006, the following resolutions were duly passed:

**SUPERMAJORITY SHAREHOLDER RESOLUTION**

1. THAT, subject to and conditional upon Resolutions 2, 3, 4, 5 and 6 being passed, the matters and proposed transactions described in the consent request letter from the Company to Shareholders dated 11 March 2022 accompanying these resolutions (the **"Consent Request"**) (including the restructuring of certain financial arrangements of the Company and its subsidiaries on the terms and subject to the conditions of a restructuring implementation deed dated 11 March 2022 entered into between, amongst others, the Company, certain of its subsidiaries Empyrean Capital Overseas Master Fund Ltd. and Empyrean Investments, LLC (**"Empyrean"**), Quantum Partners LP and Palindrome Offshore LP (together, **"Soros"**) and certain funds or accounts managed by GoldenTree Asset Management LP (**"GoldenTree"**) (the **"Restructuring"**), including any disposal effected by or in connection thereto, be and is hereby approved for the purposes of article 75(1)(B) of the Company's existing articles of association (the **"Articles"**) on the terms described in the Consent Request, subject to such non-material amendment thereto as any one director of the Company may consider necessary, desirable or appropriate and in each case that are communicated promptly to shareholders by written notice.

**MAJORITY SHAREHOLDER RESOLUTIONS**

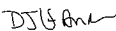
2. THAT, subject to and conditional upon Resolutions 1, 3, 4, 5 and 6 being passed, the Restructuring, including any increase in share capital or issue of shares effected by or in connection thereto, be and is hereby approved for the purposes of article 75(1)(D) of the Articles on the terms described in the Consent Request, subject to such non-material amendment thereto as any one director of the Company may consider necessary, desirable or appropriate and in each case that are communicated promptly to shareholders by written notice.
3. THAT, subject to and conditional upon Resolutions 1, 2, 4, 5 and 6 being passed, the participation of Empyrean in the Restructuring (as more particularly described in the Consent Request) and any Related Party Transaction by any member of the Group with

Empyrean effected by or in connection thereto be and is hereby approved for the purposes of article 75(1)(F) of the Articles on the terms described in the Consent Request, subject to such non-material amendment thereto as any one director of the Company may consider necessary, desirable or appropriate and in each case that are communicated promptly to shareholders by written notice.

4. THAT, subject to and conditional upon Resolutions 1, 2, 3, 5 and 6 being passed, the participation of Soros in the Restructuring (as more particularly described in the Consent Request) and any Related Party Transaction by any member of the Group with Soros effected by or in connection thereto be and is hereby approved for the purposes of article 75(1)(F) of the Articles on the terms described in the Consent Request, subject to such non-material amendment thereto as any one director of the Company may consider necessary, desirable or appropriate and in each case that are communicated promptly to shareholders by written notice.
5. THAT, subject to and conditional upon Resolutions 1, 2, 3, 4 and 6 being passed, the participation of GoldenTree in the Restructuring (as more particularly described in the Consent Request) and any Related Party Transaction by any member of the Group with GoldenTree effected by or in connection thereto be and is hereby approved as a related party transaction for the purposes of article 75(1)(F) of the Articles on the terms described in the Consent Request, subject to such non-material amendment thereto as any one director of the Company may consider necessary, desirable or appropriate and in each case that are communicated promptly to shareholders by written notice.
6. THAT, subject to and conditional upon Resolutions 1, 2, 3, 4 and 5 being passed, any one director of the Company (or, where required, two directors of the Company, or a director of the Company and the company secretary, or a director of the Company in the presence of a witness) be and is/are hereby authorised to execute any documents requiring execution by or on behalf of the Company (either under hand or by deed and whether or not a form has been circulated to the directors, in such form as any director of the Company may (in his absolute discretion) consider necessary, desirable or appropriate, such approval in any case to be conclusively evidenced by the execution of the relevant document) and to do or authorise any action, matter, step or thing as any director of the Company may (in his absolute discretion) consider necessary, desirable or appropriate to complete, implement and to give effect to, or otherwise in connection with, the Restructuring or any other matter or proposed transaction described in the Consent Request, or for any purpose or matters ancillary thereto.

#### **SPECIAL RESOLUTION**

7. THAT, subject to and conditional upon Completion of the Restructuring, as described in the Consent Request, the form of articles of association enclosed as Appendix C be adopted as the articles of association of the Company, in substitution for, and to the exclusion of, the Articles.

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**Director**