

Company Number: 4205228

The Companies Act 1985

Elective Resolutions


of

**YELL LIMITED**  
(the "Company")

passed on Monday 22 July 2002

At the annual general meeting of the Company duly convened and held at the offices of Weil, Gotshal & Manges, One South Place, London EC2M 2WG on Monday 22 July 2002, the following resolutions were duly passed as elective resolutions of the Company by the sole shareholder of the Company entitled to attend and vote at the annual general meeting:

- 1     **THAT**, in accordance with Section 366A of the Companies Act 1985, the Company shall dispense with the holding of annual general meetings;
- 2     **THAT**, in accordance with Section 252 of the Companies Act 1985, the Company shall dispense with the laying of accounts and reports before the Company in general meeting; and
- 3     **THAT**, in accordance with Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually.

  
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Chairman

