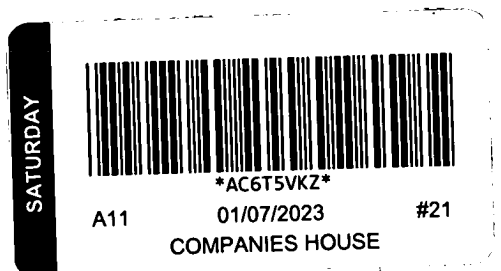


Registered Number: 08815102

## Yell Group Limited

Annual Report and financial statements for the year ended 31 March 2023



# **Yell Group Limited**

## **Annual Report for the year ended 31 March 2023**

	<b>Page(s)</b>
Company information	1
Strategic report	2-3
Directors' report	4-5
Independent auditors' report	6-8
Group income statement	9
Group statement of comprehensive income	9
Group statement of financial position	10
Group statement of changes in equity	11
Group cash flow statement	12
Notes to the consolidated financial statements	13-36
Income statement (Company only)	37
Statement of financial position (Company only)	38
Statement of changes in equity (Company only)	39
Notes to the financial statements (Company only)	40-46

# **Yell Group Limited**

## **Company information**

### **Directors**

David Anderson  
Robert Hall  
Adam Hurst (resigned 17 March 2023)  
Claire Miles (resigned 31 December 2022)  
Parminder Sandhu

### **Company secretary**

Paul Manwaring

### **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  
Forbury Road  
Reading  
Berkshire  
RG1 3JH

All references to the Company in this document are references to Yell 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

## Strategic report for the year ended 31 March 2023

The directors present their strategic report for Yell Group Limited ("the Company") and its subsidiaries (together "the Group"), for the year ended 31 March 2023.

### Principal activities

At 31 March 2023 the Group had no trading operations and the principal activity of the Company continued to be that of a holding company for the Group, which includes a 5% non-controlling interest in the Yell Holdco Group. The Group's previous principal activities until 30 March 2022, were the provision of digital marketing services (including website production, search and display solutions) and Yell platform products, all of which help small and medium sized businesses ("SME's") get found and chosen by consumers.

### Review of the business and future developments

The Group's consolidated results are shown on page 9. The financial statements reflect the trading results of the Group for the year ended 31 March 2023 with comparative results for the year ended 31 March 2022.

In the prior year, the Group completed a transaction to sell the US business for net proceeds after transaction costs of \$361.5m (£260.3m). The Group recognised a gain on disposal in the year ended 31 March 2022 of £261.5m. The Group lost control of the UK business, which was treated as a disposal of subsidiary undertakings, and recognised a gain on disposal in the year ended 31 March 2022 of £75.8m. The Group retains a 5% non-controlling interest in the Yell Holdco Group. As a consequence, the results of the US and UK businesses are disclosed in the discontinued operations note to the financial statements (note 17).

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 key metrics of the Group at 31 March 2023 were net assets of £5.5m (2022: £32.2m) and cash and cash equivalents of £4.4m (2022: £30.9m) which were both considered satisfactory by the Directors.

### Environmental Reporting

The Group's energy usage is less than 40,000 kWh annually and is therefore exempt from reporting its energy and greenhouse gas emissions for the year ended 31 March 2023, pursuant to the Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018.

The comparative information set out in the table below, for the year ended 31 March 2022, has been prepared internally using the Government's Environmental Reporting Guidelines and the emission factors taken from the UK Government GHG Conversion Factors 2021. The information provided is only for the Group's greenhouse gas emissions within the United Kingdom.

Emission source	Year ended 31 March 2023 (kg CO <sub>2</sub> e)	Year ended 31 March 2022 (kg CO <sub>2</sub> e)
<b>Combustion of fuel and operation of facilities:</b>		
Gas	–	82,295
<b>Scope 1 greenhouse gas emissions</b>	–	82,295
<b>Energy purchased for own use:</b>		
Electricity	–	83,520
Business miles (a)	–	18,707
<b>Scope 2 greenhouse gas emissions</b>	–	102,227
<b>Emissions created as an indirect consequence of the organisation's actions:</b>		
Business miles (a)	–	31,271
<b>Scope 3 greenhouse gas emissions</b>	–	31,271
<b>Total</b>	–	215,793
<b>Intensity ratio: (kg CO<sub>2</sub>e / £100,000 UK Revenue) (a)</b>	–	<b>183.5</b>
<b>Annual quantity of energy consumed: (kWh)</b>	–	1.0m

(a) Comparative information regarding business miles has been restated to accurately reflect the underlying kg CO<sub>2</sub>e, which was previously shown in error.

# Yell Group Limited

## Strategic report for the year ended 31 March 2023 (continued)

### 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, such as mitigating known risks through the purchase of insurance policies. During the prior year, the Group sold its US business and lost control of the UK business, and as such, the exposure to risk associated with market and other uncertainties were considerably reduced.

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.

### Financial risk management

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 approach to risk management and managing capital are disclosed in note 18.

### 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.

Due to the non-trading nature of the Company's activities, only a limited number of Board meetings were held in the year. The directors are reminded of their S.172 duties at the start of each Board meeting. Principal decisions made in the year were primarily to approve a dividend payment of £24.3m and to approve payment of £1.4m on 21 November 2022 for contingent deferred payments relating to the previous repurchase of equity instruments. The decisions were agreed to be in the best interests of the Company as a whole.

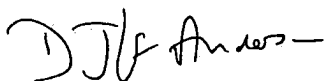
### Going Concern

At 31 March 2023, the Group had net assets of £5.5m (2022: £32.2m), and the Company had net assets of £4.3m (2022: £30.9m). 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 2023 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  
15 June 2023

# Yell Group Limited

## Directors' report for the year ended 31 March 2023

The directors present their report and the audited financial statements for the Company for the year ended 31 March 2023. The financial statements comprise the consolidated financial statements of the Group on pages 9 to 36 and the financial statements of the Company on pages 37 to 46.

### Dividends

Ordinary dividends of £24.3m were paid during the year (2022: £260.6m). At the date of signature, the directors have not recommended payment of additional dividends.

### 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 28 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 2023, the position of the Group at 31 March 2023 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, 18 and 19. By reference to the strategic report, which can be found on pages 2 to 3, the following information is given:

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

### Directors qualifying indemnity provisions

Article 88 of the Articles of Association of Yell Group Limited, permit the 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 Group or any of its subsidiaries.

The Group has entered into deeds of indemnity in favour of its current and former executive and non-executive directors and officers of the Group, its subsidiaries and any other companies to which the 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;
- 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.

# Yell Group Limited

## Directors' report for the year ended 31 March 2023 (continued)

### Statement of directors' responsibilities (continued)

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.

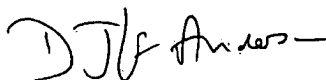
The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

On behalf of the Board



David Anderson  
Director  
15 June 2023

# Yell Group Limited

## Independent auditors' report to the members of Yell Group Limited

### Report on the audit of the financial statements

#### Opinion

In our opinion:

- Yell 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 2023 and of the group's profit and company's loss 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, including 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 2023; 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

## Independent auditors' report to the members of Yell 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 2023 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 Bribery and Corruption, Employment Act 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 meetings of the Board of Directors;
- Identifying and testing journal entries, in particular 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 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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

# Yell Group Limited

## Independent auditors' report to the members of Yell 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

15 June 2023

# Yell Group Limited

## Group income statement

For the year ended 31 March 2023

£m	Note(s)	2023	2022
<b>Continuing operations</b>			
Revenue	2	–	–
Cost of sales		–	–
<b>Gross result</b>		–	–
Administrative expense (including exceptional costs of £nil; 2022: £9.6m)		(1.7)	(13.5)
Gain on disposal of investments		1.2	–
<b>Operating loss</b>	3	(0.5)	(13.5)
Other income	4	0.4	–
Net finance income/(costs)	7	0.2	(0.1)
<b>Profit/(loss) before tax</b>		0.1	(13.6)
Tax credit	8	0.1	0.5
<b>Profit/(loss) for the year from continuing operations</b>		0.2	(13.1)
<b>Discontinued operations</b>			
Profit for the year from discontinued operations	17	–	337.0
<b>Profit for the year</b>		0.2	323.9

## Group statement of comprehensive income

For the year ended 31 March 2023

£m	Note(s)	2023	2022
<b>Profit for the year</b>		0.2	323.9
<b>Other comprehensive (expense)/income from discontinued operations:</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
Net actuarial gain on defined benefit pension scheme	30	–	63.9
Tax effect of net gain not recognised in the Group income statement	8,30	–	(12.2)
Effect of change in UK tax rate not recognised in the Group income statement	8,30	–	(2.5)
<b>Items that may be reclassified to profit or loss:</b>			
Exchange loss arising on translation of foreign discontinued operations	17,27	–	(0.5)
Cumulative exchange (losses)/gains recycled to profit or loss	27	(1.2)	2.7
<b>Total other comprehensive (expense)/income from discontinued operations</b>		(1.2)	51.4
<b>Total comprehensive (expense)/income for the year</b>		(1.0)	375.3

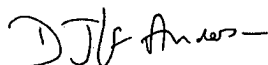
# Yell Group Limited

## Group statement of financial position at 31 March 2023

£m	Note(s)	2023	2022
<b>Non-current assets</b>			
Investments	12	1.2	1.2
Trade and other receivables	15	–	0.5
<b>Total non-current assets</b>		<b>1.2</b>	<b>1.7</b>
<b>Current assets</b>			
Cash and cash equivalents	16	4.4	30.9
<b>Total current assets</b>		<b>4.4</b>	<b>30.9</b>
<b>Total assets</b>		<b>5.6</b>	<b>32.6</b>
<b>Current liabilities</b>			
Trade and other payables	20	(0.1)	(0.3)
<b>Total current liabilities</b>		<b>(0.1)</b>	<b>(0.3)</b>
<b>Net current assets</b>		<b>4.3</b>	<b>30.6</b>
<b>Non-current liabilities</b>			
Deferred tax liabilities	14	–	(0.1)
<b>Total non-current liabilities</b>		<b>–</b>	<b>(0.1)</b>
<b>Total liabilities</b>		<b>(0.1)</b>	<b>(0.4)</b>
<b>Net assets</b>		<b>5.5</b>	<b>32.2</b>
<b>Equity attributable to owners</b>			
Called up share capital	25	–	–
Other reserves	27	(0.2)	1.0
Retained earnings		5.7	31.2
<b>Total equity</b>		<b>5.5</b>	<b>32.2</b>

Company registered in England and Wales No. 08815102. The notes on pages 13 to 36 are an integral part of these financial statements.

The financial statements on pages 9 to 36 were approved by the Board of directors on 15 June 2023 and were signed on its behalf by:



David Anderson  
Director

# Yell Group Limited

## Group statement of changes in equity

For the year ended 31 March 2023

£m	Note	Called up share capital	Other reserves	(Accumulated losses)/ retained earnings	Total equity
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	26	–	0.4	–	0.4
Repurchase of equity instruments	26	–	(7.0)	–	(7.0)
Share-based payments reclassification	26	–	(3.2)	3.2	–
Purchase of own shares	25	–	–	(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	27	–	(51.9)	51.9	–
Balance at 31 March 2022		–	1.0	31.2	32.2
Balance at 1 April 2022		–	1.0	31.2	32.2
Profit for the year		–	–	0.2	0.2
Total other comprehensive expense for the year		–	(1.2)	–	(1.2)
Total comprehensive (expense)/income for the year		–	(1.2)	0.2	(1.0)
Dividends	9	–	–	(24.3)	(24.3)
Repurchase of equity instruments	26	–	–	(1.4)	(1.4)
Total transactions with owners, recognised directly in equity		–	–	(25.7)	(25.7)
Balance at 31 March 2023		–	(0.2)	5.7	5.5

See notes 25 and 27 to the consolidated financial statements for a further analysis of share capital and other reserves.

# Yell Group Limited

## Group cash flow statement

For the year ended 31 March 2023

£m	Note	2023	2022
<b>Net cash flows from operating activities</b>			
Cash utilised by operating activities		(1.0)	(17.9)
Interest and financing fees paid	7	–	(0.1)
Interest received	7	0.2	–
<b>Net cash outflow from operating activities</b>		<b>(0.8)</b>	<b>(18.0)</b>
<b>Net cash inflow from operating activities of discontinued operations</b>	17	<b>–</b>	<b>4.9</b>
<b>Cash flows from investing activities</b>			
Net cash received on disposal of assets held for sale <sup>(a)</sup>	17	–	224.8
Repurchase of equity instruments		(1.4)	(7.0)
<b>Net cash (outflow)/inflow from investing activities</b>		<b>(1.4)</b>	<b>217.8</b>
<b>Net cash outflow from investing activities of discontinued operations</b>	17	<b>–</b>	<b>(7.8)</b>
<b>Free cash flow</b>		<b>(2.2)</b>	<b>196.9</b>
<b>Cash flow from financing activities</b>			
Purchase of own shares		–	(0.1)
External dividends paid	9	(24.3)	(260.6)
Dividend received from discontinued operations	17	–	54.1
Net intercompany loan repayment received from discontinued operations	17	–	1.6
<b>Net cash outflow from financing activities</b>		<b>(24.3)</b>	<b>(205.0)</b>
<b>Net cash outflow from financing activities of discontinued operations</b>	17	<b>–</b>	<b>(58.1)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(26.5)</b>	<b>(66.2)</b>
Cash and cash equivalents at the beginning of the year – continuing operations		30.9	0.6
Cash and cash equivalents at the beginning of the year – discontinued operations		–	97.0
Exchange losses on cash and cash equivalents of discontinued operations	17	–	(0.5)
Cash and cash equivalents – discontinued operations	17	–	–
<b>Cash and cash equivalents at year end</b>		<b>4.4</b>	<b>30.9</b>

### Cash generated from operating activities – continuing operations

For the year ended 31 March 2023

£m	Note	2023	2022
Profit/(loss) for the year		0.2	(13.1)
Adjustments for:			
Gain on disposal of investments	13	(1.2)	–
Tax credit	8	(0.1)	(0.5)
Finance (income)/costs	7	(0.2)	0.1
Share-based payments charge	26	–	0.2
Changes in working capital:			
Decrease/(increase) in trade and other receivables		0.5	(0.1)
Decrease in trade and other payables		(0.2)	(1.5)
Net movement in intercompany trading account with discontinued operations		–	(3.0)
<b>Cash utilised by operating activities</b>		<b>(1.0)</b>	<b>(17.9)</b>

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

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023

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

#### Basis of preparation and consolidation

Yell Group Limited 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 2023, 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 12 to the consolidated financial statements.

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 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 28.

#### Going concern

At 31 March 2023 the Group had net assets of £5.5m (2022: £32.2m), and the Company had net assets of £4.3m (2022: £30.9m). 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 2023 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.

#### Material 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. The Group no longer recognises any revenue.

##### 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.

##### d. 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.

##### e. 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.

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

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

#### Material accounting policies (continued)

##### f. 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 British Pounds 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.

##### g. 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.

##### h. Intangible assets

On the acquisition of a business, fair values were 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 were recorded as intangible assets and held at cost less accumulated amortisation. Where an acquisition involves entities under common control, assets and liabilities were recorded at their previous carrying value and no fair value adjustments made. No new goodwill has been recorded and the difference between the cost of investment and the acquiree's equity was presented as a capital reorganisation reserve within equity, on consolidation.

Software, including internally developed software, was amortised on a straight-line basis over its useful economic life, which did not generally exceed 2 years. Brand names were amortised on a straight-line basis over their useful economic lives, which did not exceed 8 years. Asset lives and method of amortisation were reviewed and adjusted, if appropriate, at each statement of financial position date. No asset values were adjusted as a result of these reviews. Internally developed software that was capitalised included the employee costs of developing the software and an appropriate portion of overheads. Assets under construction were depreciated when the assets were available for use.

##### i. Property, plant and equipment

Property, plant and equipment was stated at historical cost less depreciation. Cost comprised the purchase price and other costs of bringing an asset into use. Depreciation was provided on property, plant and equipment on a straight-line basis from the time they were 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 was recognised in the income statement under administrative expenses. Reviews were 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 were:

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



# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

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

#### Material accounting policies (continued)

##### i. Property, plant and equipment (continued)

For right-of-use assets, cost comprised 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 were recognised as a reduction in costs. Depreciation on right-of-use assets was charged on a straight-line basis over the lease term.

##### j. 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 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.

##### k. 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.

##### l. 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) were included in prepayments and spread over the life of that contract.

##### m. 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.

##### n. 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.

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

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

#### Material accounting policies (continued)

##### o. Leases

The lease liability was initially measured at the present value of the lease payments that were not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate could not be readily determined, the applicable incremental borrowing rate. The lease liability was subsequently measured at amortised cost using the effective interest method and was remeasured when there was 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 were categorised as financing activities in the cashflow statement.

##### p. Borrowings

All borrowings were initially stated at the fair value of consideration received after deduction of issue costs. Borrowings were subsequently stated at amortised cost. Issue costs were 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.

##### q. 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.

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 to the income statement as incurred.

##### r. Current and deferred tax

The current tax charge is the amount of income tax payable in respect of the taxable (loss)/profit for the year. Tax is calculated on the basis of tax laws enacted or substantively enacted at the statement of financial position date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate based on amounts expected to be paid to the tax authorities.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are recognised only to the extent it is probable they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

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

#### Material accounting policies (continued)

##### s. Current and deferred tax (continued)

The carrying value of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits to recover the asset. Deferred tax assets and liabilities are not discounted.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax liabilities and when the assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis. No deferred tax liabilities are recorded for temporary differences relating to investments in subsidiaries since these are reflected in the carrying value of the investments.

##### t. 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.

##### u. Dividends

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

##### v. 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.

##### w. Standards that have been adopted during the current year

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 March 2023 that have a material impact on the company's financial statements. The Group and Company have chosen to early adopt the 2021 amendments to IAS 1 'Presentation of Financial Statements', which are mandatory for accounting periods beginning on or after 1 January 2023, for the financial year ended 31 March 2023. Therefore, the Group and Company no longer discloses their significant accounting policies, and only discloses their material accounting policies.

Certain new accounting standards and interpretations have been published that are not mandatory for 31 March 2023 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.

#### 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; all of which are materially relevant to the discontinued operations disposed of in the prior year.

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

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

#### Critical accounting estimates and judgements (continued)

##### 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. 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 30). The Group's defined contribution scheme was managed by a master trust separately from the assets and liabilities of the Group.

##### 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 24).

*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 the deferred tax asset / liability as appropriate in the year such determination was made.

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 2. Revenue – continuing operations

All revenue recognised in the prior year related to discontinued operations.

### 3. Operating loss – continuing operations

Operating loss is stated after charging/(crediting) the following:

£m	Note	2023	2022
Staff costs (excluding exceptional severance costs)		–	5.5
Exceptional items	6	–	9.6
Recharge income from related parties		–	(1.6)
Legal and professional costs		0.9	–
Impairment of amounts owed by related parties	15	0.5	–
Gain on disposal of investments	13	(1.2)	–

During the year the Group disposed of its investment in hibu (Philippines) Private Limited following completion of its liquidation and recognised foreign exchange gains of £1.2m recycled from the translation reserve.

The following fees were paid or are payable to the Group's auditors:

£m	2023	2022
Fees payable to the auditors for the audit of the Group and Company annual financial statements:		
- in respect of the current year	–	0.2
Audit of the Company's subsidiaries (including those relating to discontinued operations)	–	0.6
<b>Total fees payable for audit services</b>	<b>–</b>	<b>0.8</b>
Fees payable to the Group's auditors and its associates for other services:		
Tax advisory services	–	0.2
Restructuring / accounting services	–	0.2
<b>Total fees payable for non-audit services</b>	<b>–</b>	<b>0.4</b>
<b>Total auditors' remuneration</b>	<b>–</b>	<b>1.2</b>

The fee payable to the Group's auditors for the statutory audit of the Group and Company annual financial statements totalled £19,000 (2022: £229,000). The fee payable to the Group's auditors for the statutory audit of the Company's subsidiaries (including those relating to discontinued operations) totalled £10,000 (2022: £604,000). The fee payable to the Group's auditors in the current year for non-audit services totalled £nil (2022: £4,000).

### 4. Other income – continuing operations

Other income of £0.4m (2022: £nil) was received from additional consideration arising from the sale of a former indirect subsidiary undertaking.

### 5. Employees

In the current year, the Group had an average monthly number of employees of less than one. Average monthly number of employees in the Group (including executive directors and including discontinued operations) for the prior year:

	2023	2022
US	–	101
UK	–	1,065
<b>Total employees</b>	<b>–</b>	<b>1,166</b>
Sales and marketing	–	871
Other	–	295
<b>Total employees</b>	<b>–</b>	<b>1,166</b>

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 5. Employees (continued)

£m	2023	2022
Staff costs for the Group during the year (including executive directors and including discontinued operations):		
Wages and salaries	–	60.4
Social security costs	–	5.7
Other pension costs	–	2.2
Severance costs	–	3.7
Share-based payments charge	–	0.4
Amount capitalised	–	(2.9)
<b>Total staff costs expensed to the income statement</b>	<b>–</b>	<b>69.5</b>

### 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:

£m	2023	2022
Severance costs	–	3.3
Settlement of incentive arrangements relating to prior periods	–	4.8
Other exceptional costs	–	1.5
<b>Net exceptional expense in Group profit before tax</b>	<b>–</b>	<b>9.6</b>

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 income/(costs) – continuing operations

£m	2023	2022
<b>Finance income</b>		
Interest income on bank deposits	0.2	–
<b>Finance cost</b>		
Other interest payable	–	(0.1)
<b>Net finance income/(costs)</b>	<b>0.2</b>	<b>(0.1)</b>

### 8. Tax credit

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

£m	2023	2022
<b>Current tax</b>		
UK corporation tax charge for the year	–	–
Adjustments in respect of prior periods	–	5.8
<b>Total current tax credit</b>	<b>–</b>	<b>5.8</b>
<b>Deferred tax (see note 14)</b>		
UK deferred tax credit for the year	0.1	1.6
Foreign deferred tax credit for the year	–	2.7
Adjustments in respect of prior periods	–	0.1
Effect of changes in tax rates	–	(4.2)
<b>Total deferred tax credit</b>	<b>0.1</b>	<b>0.2</b>
<b>Total tax credit</b>	<b>0.1</b>	<b>6.0</b>

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 8. Tax credit (continued)

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

£m	2023	2022
<b>Current tax</b>		
Continuing operations	–	0.5
UK discontinued operations	–	5.3
<b>Total current tax credit/(charge)</b>	<b>–</b>	<b>5.8</b>
<b>Deferred tax</b>		
Continuing operations	0.1	–
US discontinued operations	–	2.7
UK discontinued operations (see note 14)	–	(2.5)
<b>Total deferred tax credit</b>	<b>0.1</b>	<b>0.2</b>
<b>Total tax</b>		
Continuing operations	0.1	0.5
US discontinued operations (see note 17)	–	2.7
UK discontinued operations (see note 17)	–	2.8
<b>Total tax credit</b>	<b>0.1</b>	<b>6.0</b>

The tax credit for the year is higher than (2022: higher than) the standard rate of corporation tax in the United Kingdom of 19% (2022: 19%). The differences are explained below:

£m	2023	2022
Profit/(loss) before tax	0.1	(19.4)
Profit/(loss) before tax multiplied by the standard rate of corporation tax in the UK	–	3.7
<b>Effects of:</b>		
Adjustments in respect of prior periods <sup>(a)</sup>	–	5.9
Deferred tax assets (derecognised)/re-recognised on tax losses	(0.1)	1.4
Non-taxable items	0.1	1.5
Differing tax rates on foreign profits	–	0.6
Deferred tax assets not recognised on restricted interest expenses	–	(2.9)
Remeasurement of deferred tax – change in tax rates	–	(4.2)
Unremitted earnings deferred tax provision release	0.1	–
<b>Total tax credit</b>	<b>0.1</b>	<b>6.0</b>

(a) Included within adjustments in respect of prior periods is £nil (2022: £4.8m) in respect of the release of provisions for uncertain tax positions in respect of discontinued operations.

Tax charged directly to equity is as follows:

£m	2023	2022
Deferred tax charge on actuarial gain	–	12.2
Remeasurement of deferred tax – change in tax rates (see below)	–	2.5
<b>Tax charged directly to equity (see note 30)</b>	<b>–</b>	<b>14.7</b>

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 2023, the deferred tax assets and liabilities included in these financial statements were based on this increased rate having regard to their reversal profiles.

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 9. Dividends

During November 2022, the Company paid a total of £24,308,000 ordinary dividends to its shareholders. During the prior year, the Company paid a total of £260,618,000 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.

### 10. Intangible assets

£m	Brand names	Software costs	Total
<b>Cost</b>			
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 (see note 17)	(3.6)	(43.9)	(47.5)
Cost at 31 March 2022	–	–	–
<b>Accumulated amortisation</b>			
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 (see note 17)	3.6	38.1	41.7
Accumulated amortisation at 31 March 2022	–	–	–
<b>Net book value at 31 March 2022</b>	–	–	–
<b>Cost</b>			
Balance at 1 April 2022 and 31 March 2023	–	–	–
<b>Accumulated amortisation</b>			
Balance at 1 April 2022 and 31 March 2023	–	–	–
<b>Net book value at 31 March 2023</b>	–	–	–

There is no goodwill included in intangible assets. All amortisation charged in the year is within administrative expenses in the income statement.



# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (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
<b>Cost</b>					
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 17)	(0.8)	(9.7)	(6.3)	(1.9)	(18.7)
Cost at 31 March 2022	–	–	–	–	–
<b>Accumulated depreciation</b>					
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 17)	0.3	8.6	2.8	1.4	13.1
Accumulated depreciation at 31 March 2022	–	–	–	–	–
<b>Net book value at 31 March 2022</b>	–	–	–	–	–
<b>Cost</b>					
Balance at 1 April 2022 and 31 March 2023	–	–	–	–	–
<b>Accumulated amortisation</b>					
Balance at 1 April 2022 and 31 March 2023	–	–	–	–	–
<b>Net book value at 31 March 2023</b>	–	–	–	–	–

During the year ended 31 March 2022, the impairment provision relating to the previous closure of the Birmingham office was reversed and the property depreciated.

### 12. Investments

£m	2023	2022
<b>Cost</b>		
Balance at 1 April	1.2	–
Additions	–	1.2
<b>Balance at 31 March</b>	<b>1.2</b>	<b>1.2</b>
<b>Carrying value at 31 March</b>	<b>1.2</b>	<b>1.2</b>

In the prior year, Yell Bidco Limited, an indirect subsidiary of the Company, lost control of Yell Holdco Limited, an indirect subsidiary undertaking, and its subsidiaries (see note 17) but retained a 5% interest in the share capital of Yell Holdco Limited.

Details of the investments held as non-controlling interests at 31 March 2023 were as follows:

Name of undertaking	Countries of incorporation	Nature of business	Ownership Interest (%)
Yell Holdco Limited (and subsidiaries)	United Kingdom	Digital marketing services	5

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 13. Subsidiary undertakings

With the exception of Yell Midco Limited, in which the Company holds 100% of the ordinary share capital, all companies listed below are held indirectly. All subsidiary undertakings have been consolidated on a coterminous year-end basis. During the year the Group disposed of its investment in hibu (Philippines) Private Limited following completion of its liquidation and recognised foreign exchange gains of £1.2m recycled from the translation reserve. Details of subsidiary undertakings at 31 March 2023, all of which are unlisted, are as follows:

Name of undertaking	Countries of incorporation	Nature of business	Ownership interest (%)
Yell Midco Limited	United Kingdom	Holding company	100
Yell Bidco Limited	United Kingdom	Holding company	100
Yell Asia Pacific Holdings Limited	United Kingdom	Holding company	100
Yell Spain Holdco Limited	United Kingdom	Investment company	100
Yell SIP Limited	United Kingdom	Dormant	100
Yell Finance (FX) Limited	United Kingdom	Dormant	100
Yell Finance (USD) Limited	United Kingdom	Dormant	100
hibu India Private Limited	India	In liquidation	100

The registered office of all subsidiaries at 31 March 2023, 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.

### 14. Deferred tax

#### Deferred tax assets

£m	2023	2022
Balance at 1 April	–	6.6
Credited to Group income statement - discontinued operations	–	4.2
Transferred to assets of disposal group on loss of control (see note 17)	–	(10.8)
<b>Balance at 31 March</b>	<b>–</b>	<b>–</b>

At 31 March 2023, the Group did not recognise deferred tax assets on non-trading losses carried forward of £0.5m (2022: £nil), and capital loss carry forwards of £0.2m (2022: £0.2m) as it is probable based on the projected financial performance of the Group that these assets will not be recovered in the foreseeable future. These tax attributes may be carried forward indefinitely.

#### Deferred tax liabilities

£m	2023	2022
Balance at 1 April	(0.1)	(16.1)
Charged to Group income statement - continuing operations	0.1	–
Charged to Group income statement - discontinued operations	–	(6.7)
Charged directly to equity – discontinued operations	–	(14.7)
Transferred to liabilities of disposal group on loss of control (see note 17)	–	37.4
<b>Balance at 31 March</b>	<b>–</b>	<b>(0.1)</b>

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

£m	2023	2022
<b>Tax effect of timing differences due to:</b>		
Unremitted earnings	–	(0.1)
<b>Recognised deferred tax liabilities</b>	<b>–</b>	<b>(0.1)</b>

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 15. Trade and other receivables

£m	2023	2022
<b>Amounts falling due after more than one year</b>		
Amounts owed by related parties (see note 28)	–	0.5
<b>Total trade and other receivables</b>	<b>–</b>	<b>0.5</b>

Amounts owed by related parties falling due after more than one year at 31 March 2023 include £0.5m (2022: £0.5m) of funds held in a discretionary trust, to facilitate the settlement of any liability that may arise after the liquidation of an overseas subsidiary, hibu (Philippines) Private Limited, Inc, which was liquidated during the year. During the year, the Group recognised an impairment provision of £0.5m (2022: £nil) against amounts owed by related parties.

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 Group does not have any trade receivables, and the other classes of receivables do not contain impaired assets. The carrying amounts of the Group's trade receivables are stated after deducting a provision of £nil at 31 March 2023 (2022: £nil) for expected credit loss. The movement in the provision for expected credit loss was as follows:

£m	2023	2022
Balance at 1 April	–	(3.8)
Charged to Group income statement – discontinued operations	–	(2.1)
Utilised	–	4.1
Transferred to assets of discontinued operations (see note 17)	–	1.8
<b>Balance at 31 March</b>	<b>–</b>	<b>–</b>

### 16. Cash and cash equivalents

£m	2023	2022
Cash at bank and in hand	0.4	30.9
Short-term deposits	4.0	–
<b>Total cash and cash equivalents</b>	<b>4.4</b>	<b>30.9</b>

Credit quality of cash and cash equivalents based on external credit ratings at 31 March 2023 was:

£m	A	BBB	Total
GB Pounds	4.3	–	4.3
Others	–	0.1	0.1
<b>Total</b>	<b>4.3</b>	<b>0.1</b>	<b>4.4</b>

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 17. Discontinued operations

During the year ended 31 March 2022, the US business (the "US discontinued operations") was sold for net proceeds after transaction costs of \$361.5m (£260.3m) and is reported in the comparative period as a discontinued operation. Financial information relating to the discontinued operation for the period to the date of disposal is set out below.

During the year ended 31 March 2022, Yell Holdco Limited, an indirect subsidiary undertaking, issued shares as part of a debt for equity swap arrangement (see note 19). 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).

£m	UK Discontinued Operations		US Discontinued Operations		Total Discontinued Operations	
	2023	2022	2023	2022	2023	2022
Profit / (loss) for the year from discontinued operations	–	2.9	–	(3.2)	–	(0.3)
Profit on disposal of subsidiaries	–	75.8	–	261.5	–	337.3
<b>Total profit for the year from discontinued operations</b>	–	78.7	–	258.3	–	337.0

£m	Note	UK Discontinued Operations		US Discontinued Operations		Total Discontinued Operations	
		2023	2022	2023	2022	2023	2022
Revenue		–	117.6	–	23.7	–	141.3
Operating expenses (including exceptional items)		–	(103.6)	–	(29.5)	–	(133.1)
<b>Operating profit / (loss)</b>		–	14.0	–	(5.8)	–	8.2
Net finance expense		–	(13.9)	–	(0.1)	–	(14.0)
<b>Profit / (loss) before tax</b>		–	0.1	–	(5.9)	–	(5.8)
Tax credit	8	–	2.8	–	2.7	–	5.5
<b>Profit / (loss) for the year from discontinued operations</b>		–	2.9	–	(3.2)	–	(0.3)

#### US discontinued operations:

Operating expenses of the US discontinued operations include prior year amounts totalling £10.1m that were payable as a result of the crystallisation of long-term incentive schemes triggered by the change of ownership of the US business.

#### UK discontinued operations:

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

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

£m	Note	UK Discontinued Operations		US Discontinued Operations		Total Discontinued Operations	
		2023	2022	2023	2022	2023	2022
Net proceeds on disposal <sup>(a)</sup>		–	–	–	260.3	–	260.3
Net liabilities of the disposal group		–	74.6	–	3.9	–	78.5
Exchange losses recycled from the translation reserve	27	–	–	–	(2.7)	–	(2.7)
Fair value of residual investment on loss of control	12	–	1.2	–	–	–	1.2
<b>Profit for the year from disposal of subsidiaries</b>		–	75.8	–	261.5	–	337.3

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

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 17. Discontinued operations (continued)

£m	UK Discontinued Operations		US Discontinued Operations		Total Discontinued Operations	
	2023	2022	2023	2022	2023	2022
Exchange loss arising on translation of foreign operations	–	–	–	(0.5)	–	(0.5)
<b>Other comprehensive expense for the year from discontinued operations</b>	–	–	–	(0.5)	–	(0.5)

### Cash flows of discontinued operations

		UK Discontinued Operations	US Discontinued Operations	Total Discontinued Operations	
£m	Note	2023	2022	2023	2022
Net cash flows from operating activities of discontinued operations					
Cash generated from operating activities		–	12.8	–	3.7
Interest and financing fees paid		–	(10.9)	–	–
Lease interest paid		–	(0.9)	–	–
Corporate income tax refunded		–	0.2	–	–
Net cash inflow from operating activities		–	1.2	–	3.7
Cash flows from investing activities					
Net payments for purchase of intangible assets and software		–	(6.7)	–	(0.7)
Net payments for purchase of property, plant and equipment (“PPE”)		–	(0.4)	–	–
Net cash outflow from investing activities		–	(7.1)	–	(0.7)
Free cash flow		–	(5.9)	–	3.0
Cash flow from financing activities					
Repayment of lease liabilities		–	(2.3)	–	(0.1)
Net intercompany loan repayment (paid to) / received from continuing operations		–	(1.7)	–	0.1
Dividend paid to continuing operations		–	–	–	(54.1)
Net cash outflow from financing activities		–	(4.0)	–	(54.1)
Net decrease in cash and cash equivalents		–	(9.9)	–	(51.1)
Cash and cash equivalents at the beginning of the year		–	30.4	–	66.6
Cash retained by the discontinued operations on disposal		–	(20.5)	–	(15.0)
Exchange losses on cash / cash equivalents		–	–	–	(0.5)
Total cash and cash equivalents of the discontinued operations at year end		–	–	–	–

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 17. Discontinued operations (continued)

		UK Discontinued Operations		US Discontinued Operations		Total Discontinued Operations	
£m	Note	2023	2022	2023	2022	2023	2022
<b>Cash generated from operating activities of discontinued operations</b>							
Profit / (loss) for the year		–	2.9	–	(3.2)	–	(0.3)
Adjustments for:							
Tax credit	8	–	(2.8)	–	(2.7)	–	(5.5)
Net finance expense		–	13.9	–	0.1	–	14.0
Depreciation and impairment of PPE		–	2.3	–	0.3	–	2.6
Amortisation of intangible assets	10	–	7.2	–	0.6	–	7.8
Profit on disposal of PPE		–	(0.2)	–	–	–	(0.2)
Share-based payments charge		–	0.2	–	–	–	0.2
Other non-cash movements		–	0.2	–	–	–	0.2
Changes in working capital:							
Decrease in trade and other receivables		–	(3.0)	–	(1.6)	–	(4.6)
(Decrease) / increase in trade and other payables		–	(10.9)	–	10.2	–	(0.7)
Net movement in interco trading account		–	3.0	–	–	–	3.0
<b>Cash generated from operating activities of discontinued operations</b>		–	12.8	–	3.7	–	16.5

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. There were no assets and liabilities identified as held for sale at 31 March 2023.

£m	UK Discontinued Operations		US Discontinued Operations	
	2023	2022	2023	2022
<b>Assets:</b>				
Intangible assets	–	5.8	–	8.5
Property, plant and equipment	–	5.6	–	10.2
Retirement benefit surplus	–	149.4	–	–
Inventories	–	–	–	0.5
Trade and other receivables	–	15.5	–	27.0
Corporate income tax receivables	–	1.0	–	0.6
Cash	–	20.5	–	15.0
Net deferred tax asset	–	–	–	1.8
<b>Total assets</b>	–	197.8	–	63.6
<b>Liabilities:</b>				
Borrowings	–	(210.3)	–	–
Corporate income tax liabilities	–	(1.0)	–	(2.6)
Trade and other payables	–	(27.4)	–	(54.5)
Lease liabilities	–	(5.9)	–	(7.8)
Provisions for liabilities	–	(1.2)	–	(2.6)
Net deferred tax liabilities	–	(26.6)	–	–
<b>Total liabilities</b>	–	(272.4)	–	(67.5)
<b>Net liabilities</b>	–	(74.6)	–	(3.9)

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 17. Discontinued operations (continued)

The above presentation of net deferred tax liabilities of the disposal group in the prior year 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 and deferred tax liabilities of £6.2m and the UK disposal group had deferred tax assets of £10.8m and deferred tax liabilities of £37.4m.

### 18. Risk management

#### Treasury and capital management

The primary role of the Group's treasury function 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.

#### Market risk and financial instruments

Financial instruments affected by market risk include deposits. There were no borrowings or outstanding long-term debt at 31 March 2023 (2022: £nil).

#### Financial instruments analysis

See note 19 for details of the currency profile and interest rate risk and note 15 for details of credit risk.

### 19. 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 carrying values, is as follows:

£m	2023	2022
<b>Financial assets</b>		
Trade and other receivables	-	0.5
Cash and cash equivalents	4.4	30.9
<b>Financial assets at amortised cost</b>	<b>4.4</b>	<b>31.4</b>
<b>Financial liabilities</b>		
Trade and other payables	(0.1)	(0.3)
<b>Financial liabilities at amortised cost</b>	<b>(0.1)</b>	<b>(0.3)</b>

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.

#### Currency profile and interest rate risk

The currency profile of the Group's material financial assets are as follows:

£m	2023	2022
<b>Currency</b>		
Sterling	4.3	31.1
Other	0.1	0.3
<b>Financial assets at amortised cost</b>	<b>4.4</b>	<b>31.4</b>

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 19. Financial instruments (continued)

At 31 March 2023, the Group has £4.0m (2022: £nil) of fixed rate financial assets and does not have any floating rate or fixed rate financial liabilities (2022: £nil). Details regarding the credit quality of financial assets are given in notes 15 and 16. There are no derivative financial instruments in place at 31 March 2023 (2022: £nil), and there are no borrowings at 31 March 2023 (2022: £nil) representing either level 1 or level 2 of the fair value hierarchy as defined by IFRS 13. The Group had no contractual cash flows at 31 March 2023 (2022: £nil).

### 20. Trade and other payables

£m	2023	2022
<b>Amounts falling due within one year</b>		
Accrued expenses	0.1	0.3
<b>Total trade and other payables</b>	<b>0.1</b>	<b>0.3</b>

Due to their short maturities, the fair value of trade and other payables approximates their book value. The carrying amounts of trade and other payables are denominated in pounds sterling which is the functional currency of its UK subsidiaries. The Group does not have any other significant exposure to currency risk on these amounts.

### 21. Provisions for liabilities

Prior to the Group's loss of control of the UK discontinued operations and the sale of the US discontinued operations (see note 17), the Group recognised provision balances representing the differences between the timing of paying contractual amounts and the recognition of the contractual payments as a charge against income. All provisions at 31 March 2022 were included within the disposal group classified as discontinued operations. The Group does not recognise any further provisions for liabilities in relation to continuing operations at 31 March 2023.

### 22. Leases

Prior to the Group's loss of control of the UK discontinued operations and the sale of the US discontinued operations (see note 17), 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:

£m	2023	2022
Depreciation charge for the right-of-use assets - Property	–	(1.2)
Depreciation charge for the right-of-use assets - Other	–	(0.7)
Additions to the right-of-use assets	–	0.7
Interest expense on lease liabilities	–	(0.9)
Cash outflow for leases – interest payments	–	(0.9)
Cash outflow for leases – capital payments	–	(2.3)

Amounts expensed relating to short-term leases and low value assets, included within operating costs, relate to discontinued operations. The Group does not recognise any lease liabilities in relation to continuing operations at 31 March 2023.

### 23. 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. 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.

The Group has no loans and other borrowings at 31 March 2023 (2022: £nil), therefore total net debt of the Group was equal to its £4.4m cash and cash equivalents balance at 31 March 2023 (2022: £30.9m).



# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 23. Borrowings (continued)

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

£m	2023	2022
At 1 April	(30.9)	190.3
Cash utilised by operating activities	1.0	5.1
Purchase of intangible assets and software	–	6.7
Purchase of property, plant and equipment	–	0.4
Repurchase of equity instruments	1.4	7.0
Repurchase of own shares	–	0.1
Lease liabilities entered into during the year	–	0.7
Net interest (income)/expense	(0.2)	18.1
Amortisation of deferred financing fees	–	1.5
Corporate income tax received	–	(0.2)
Net proceeds on disposal (see note 17)	–	(260.3)
Dividend received from discontinued operations (see note 17)	–	(54.1)
Dividends paid (see note 9)	24.3	260.6
Modification of Senior Secured Notes	–	(3.8)
Transferred to assets and liabilities of disposal group on loss of control / held for sale (see note 17)	–	(203.0)
<b>At 31 March</b>	<b>(4.4)</b>	<b>(30.9)</b>

### 24. Financial commitments, contingent liabilities and litigation

There are no contingent liabilities, capital or other commitments or guarantees other than 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.

### 25. Called up share capital

Allotted and fully paid	2023 No. of shares of £0.00000001	2022 No. of shares of £0.00000001	2023 £	2022 £
<b>Ordinary shares</b>				
At 1 April	1,519,241,561	1,526,713,578	15	15
Ordinary shares repurchased and cancelled	–	(7,472,017)	–	–
<b>At 31 March</b>	<b>1,519,241,561</b>	<b>1,519,241,561</b>	<b>15</b>	<b>15</b>

In the prior year 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 in the prior year. All shares rank pari passu in all respects.

### 26. Share-based payments

Restricted shares in Yell 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 and at 31 March 2021 the Hurdle was £140.9m.

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 26. Share-based payments (continued)

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 (2022: £nil) against income in respect of these awards.

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 a mix of £7.0m cash and contingent deferred payments. The remaining credit on the share-based payment reserve of £3.2m was reclassified to retained earnings in the prior year. During the year, further payments of £1.4m were distributed to the holders of the restricted shares. Further contingent consideration at 31 March 2023 was estimated at £0.1m.

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 £nil (2022: £0.1m) against income in the year ended 31 March 2023 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 directors and selected employees (the "participants") of the Yell Holdco Group's subsidiaries for £nil consideration in the period ended 31 March 2021. Eligible joiners since that date have also been issued shares on the same basis. Rights to future settlements crystallise on 31 March 2025, or earlier if there is a change in control.

The value of future settlements 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 Yell Holdco Group may call the shares at a price based on 25% of their fair value for each of the four successive years between 31 March 2021 and the final complete year they remained employed. 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 £nil (2022: £0.3m) against income for the share-based payments in the year ended 31 March 2023 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.

### 27. 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 pounds sterling (GBP).
<i>Retained earnings</i>	All other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere.

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 27. Other reserves (continued)

Total other reserves are analysed as follows:

£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 30)	63.9	–	–	63.9
Tax charge (see note 8)	(14.7)	–	–	(14.7)
Share-based payments (see note 26)	–	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 (see note 17)	–	–	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)
<b>At 31 March 2022</b>	–	–	1.0	1.0
At 1 April 2022	–	–	1.0	1.0
Cumulative exchange losses recycled to profit or loss (see note 13)	–	–	(1.2)	(1.2)
<b>At 31 March 2023</b>	–	–	(0.2)	(0.2)

### 28. Related party transactions

The Group has a 5% non-controlling interest in Yell Holdco Limited, through the Company's indirect subsidiary Yell Bidco Limited. Details of transactions with Yell Holdco Limited and its subsidiaries during the years ended 31 March 2023 and 31 March 2022 are as follows:

£m	2023	2022
<b>Group recharges – amounts charged to:</b>		
Owl Finance Limited	–	0.8
Yell Limited	–	1.4
<b>Total Group amounts recharged to related parties</b>	–	2.2
<b>Group recharges – amounts charged by:</b>		
Yell Limited	–	(1.6)
Yell Holdco Limited	(0.3)	–
Payments on behalf of related parties	–	(4.6)
<b>Total Group amounts recharged by related parties</b>	(0.3)	(6.2)

All amounts relating to recharges to and from Yell Holdco Limited and its subsidiaries and inter-company balances at 31 March 2023 and 2022 have been eliminated on consolidation prior to the loss of control on 30 March 2022.

Amounts due from related parties falling due after more than one year at 31 March 2023 include £0.5m (2022: £0.5m) 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. The Group had no other amounts owed by or owed to related parties as at 31 March 2023 (2022: £nil).

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 28. Related party transactions (continued)

#### 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 page 44.

#### Directors' remuneration

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

£m	2023	2022
Salaries and other short-term benefits <sup>(a)</sup>	0.2	5.7
<b>Total remuneration</b>	<b>0.2</b>	<b>5.7</b>

(a) Salaries and other short-term benefits include amounts totalling £nil (2022: £3.9m) that were payable as a result of the crystallisation of long-term incentive schemes triggered by the change of ownership of the US business.

In the prior year, the highest paid director received £2.2m, excluding employer's pension contributions £nil, in respect of services to the Group. This included amounts totalling £2.1m that were payable as a result of the crystallisation of long-term incentive schemes triggered by the change of ownership of the US business. In the current year, the highest paid director received less than £0.2m and therefore has not been disclosed in accordance with the Companies Act.

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 prior year, the Company purchased the restricted shares from the holders and paid £5.2m cash, as well as some contingent deferred payments. During the year, contingent deferred payments of £0.5m were distributed to three (2022: six) of the current and former Board members in relation to the purchase of restricted shares.

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 (2022: 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.

£m	2023	2022
Salaries and other short-term employee benefits <sup>(a)</sup>	0.1	6.9
Contractual and in lieu of contractual loss of office payments	–	1.0
Share-based payments (non-cash)	–	0.2
<b>Total key management compensation</b>	<b>0.1</b>	<b>8.1</b>

(a) Salaries and other short-term employee benefits includes amounts totalling £nil (2022: £4.9m) 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 prior year, the Company purchased the restricted shares from these holders for £2.9m cash, as well as some contingent deferred payments. 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. During the year, contingent deferred payments of £0.2m were distributed to three members of key management in relation to the purchase of restricted shares.

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 (2022: less than £0.1m) during the periods presented.

### 29. Ultimate parent company and controlling party

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

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 30. 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 17), 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 and its subsidiaries also operate a defined contribution scheme for the remaining UK employees. They are the only material schemes in Yell Limited and its subsidiaries. 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 year ended 31 March 2022 included the following charges within the Profit from Discontinued Operations. Subsequent to the loss of control of the Yell Holdco Group, the Group does not recognise any amounts in relation to pensions in the income statement and statement of comprehensive income for the year ended 31 March 2023.

#### Amounts charged to operating profit of discontinued operations

£m	2023	2022
Termination benefits	–	(0.1)
<b>Amounts credited for defined benefit schemes</b>	–	(0.1)
Amounts expensed for defined contribution schemes	–	2.0
<b>Total operating charge</b>	–	1.9

#### Net finance income of discontinued operations from defined benefit scheme

£m	2023	2022
Interest income on Plan assets	–	14.2
Interest cost on Plan liabilities	–	(12.4)
<b>Net finance income from defined benefit scheme</b>	–	1.8

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

£m	2023	2022
Actual return less interest on Plan assets	–	(25.0)
Experience gains arising on Plan liabilities	–	15.9
Changes in financial assumptions underlying the value of Plan liabilities	–	75.9
Changes in demographic assumptions underlying the present value of Plan liabilities	–	(2.9)
<b>Actuarial gain</b>	–	63.9
Tax on actuarial gain recognised in equity	–	(14.7)
<b>Actuarial gain net of tax</b>	–	49.2

The cumulative actuarial gain net of tax recognised at 31 March 2023 amounts to £nil (2022: £51.4m).

#### 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:

£m	2023	2022
Fair value of scheme assets	–	653.4
Present value of scheme liabilities	–	(504.0)
Transferred to assets of disposal group on loss of control	–	(149.4)
<b>Net surplus</b>	–	–

# Yell Group Limited

## Notes to the consolidated financial statements for the year ended 31 March 2023 (continued)

### 30. Pensions (continued)

The following amounts explain the movement in the pension provision:

£m	2023	2022
Net surplus at the beginning of year	–	83.8
<b>Movement in year:</b>		
Termination benefits	–	(0.1)
Net finance income	–	1.8
Actuarial gain	–	63.9
Transferred to assets of disposal group on loss of control	–	(149.4)
<b>Net surplus at end of year</b>	–	–

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

Yell Limited and its subsidiaries also operate a defined contribution scheme for the remaining UK employees. The pension cost in respect of this scheme, included within the Profit from Discontinued Operations, represents contributions payable to the funds and amounted to £nil (2022: £2.0m).

### 31. 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

## Income statement (Company only) for the year ended 31 March 2023

For the year ended 31 March 2023

£'000	Note	2023	2022
Other operating income	3	–	2,472
Impairment of investment	10	(1,525)	(125,519)
Reversal of impairment of amounts due from group undertakings	11	–	182
Administrative expenses	4	(1,033)	(15,378)
<b>Operating loss</b>		<b>(2,558)</b>	<b>(138,243)</b>
Income from shares in related parties	6	–	305,363
<b>(Loss)/profit before interest and tax</b>		<b>(2,558)</b>	<b>167,120</b>
Net finance income	7	<b>232</b>	<b>235</b>
<b>(Loss)/profit before tax</b>		<b>(2,326)</b>	<b>167,355</b>
Tax credit	8	<b>3</b>	<b>387</b>
<b>(Loss)/profit for the year</b>		<b>(2,323)</b>	<b>167,742</b>

There is no other comprehensive income for the year (2022: £nil).

# Yell Group Limited

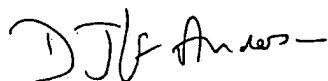
## Statement of financial position (Company only) at 31 March 2023

At 31 March 2023

£'000	Note	2023	2022
<b>Non-current assets</b>			
Investments in subsidiaries	10	22,628	22,733
Trade and other receivables	11	20	513
<b>Total non-current assets</b>		<b>22,648</b>	<b>23,246</b>
<b>Current assets</b>			
Trade and other receivables	11	2	33
Cash and cash equivalents		4,313	30,626
<b>Total current assets</b>		<b>4,315</b>	<b>30,659</b>
<b>Total assets</b>		<b>26,963</b>	<b>53,905</b>
<b>Current liabilities</b>			
Trade and other payables	12	(22,688)	(22,999)
<b>Total current liabilities</b>		<b>(22,688)</b>	<b>(22,999)</b>
<b>Net current (liabilities)/assets</b>		<b>(18,373)</b>	<b>7,660</b>
<b>Total liabilities</b>		<b>(22,688)</b>	<b>(22,999)</b>
<b>Net assets</b>		<b>4,275</b>	<b>30,906</b>
<b>Equity</b>			
Called up share capital	15	–	–
Retained earnings		4,275	30,906
<b>Total equity</b>		<b>4,275</b>	<b>30,906</b>

The notes on pages 40 to 46 are an integral part of these financial statements.

The financial statements on pages 37 to 46 were approved by the Board of directors on 15 June 2023 and were signed on its behalf by:



David Anderson  
Director

Registration no 08815102



# Yell Group Limited

## Statement of changes in equity (Company only) for the year ended 31 March 2023

	Note	Called up share capital £'000	Retained earnings £'000	Total equity £'000
<b>2022</b>				
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	15	–	(87)	(87)
Dividends	9	–	(260,618)	(260,618)
Total transactions with owners, recognised in equity		–	(260,705)	(260,705)
Balance at 31 March 2022		–	30,906	30,906
<b>2023</b>				
Balance at 1 April 2022		–	30,906	30,906
Loss for the year		–	(2,323)	(2,323)
Total comprehensive expense for the year		–	(2,323)	(2,323)
Dividends	9	–	(24,308)	(24,308)
Total transactions with owners, recognised in equity		–	(24,308)	(24,308)
Balance at 31 March 2023		–	4,275	4,275

# Yell Group Limited

## Notes to the financial statements (Company only) for the year ended 31 March 2023

### 1. Basis of preparation and accounting policies

#### Entity information

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. The financial statements are prepared in sterling, which is the functional currency of the Company.

The Company is a private company, limited by shares and registered in England and Wales under registration number 08815102. Its registered office is at 3 Forbury Place, Forbury Road, Reading, Berkshire, RG1 3YL. The Company is included in the consolidated financial statements of the Group, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see below).

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements in accordance with FRS 101:

- the requirements of IFRS 7 "Financial Instruments: Disclosures";
- the requirements of paragraphs 91-99 of IFRS 13 "Fair Value Measurement";
- the requirements of paragraph 38 of IAS 1 "Presentation of Financial Statements" to present comparative information in respect of: paragraph 79 (a)(iv) of IAS 1 "Share Capital";
- the requirements of paragraphs 10(d), 10(f), 16, 38A to 38D, 40A to 40D, 111 and 134 to 136 of IAS 1 "Presentation of Financial Statements";
- the requirements of IAS 7 "Statement of Cash Flows";
- the requirements of paragraphs 30 and 31 of IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors"; 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 2023 the Group had net assets of £5.5m (2022: £32.2m), and the Company had net assets of £4.3m (2022: £30.9m). 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 2023 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.

#### Material accounting policies

A summary of the material 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 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

## Notes to the financial statements (Company only) for the year ended 31 March 2023 (continued)

### 1. Basis of preparation and 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 current tax charge is the amount of income tax payable in respect of the taxable profit for the year. Tax is calculated on the basis of tax laws enacted or substantively enacted at the statement of financial position date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate based on amounts expected to be paid to the tax authorities.

Deferred tax is recognised on temporary difference arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are recognised only to the extent it is probably they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

The carrying value of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits to recover the asset. Deferred tax assets and liabilities are not discounted.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax liabilities and when the assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis. No deferred tax liabilities are recorded for temporary differences relating to investments in subsidiaries since these are reflected in the carrying value of the investments.

#### e. Dividends

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

#### f. Standards that have been adopted during the current year

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 March 2023 that have a material impact on the company's financial statements. The Company has chosen to early adopt the 2021 amendments to IAS 1 'Presentation of Financial Statements', which are mandatory for accounting periods beginning on or after 1 January 2023, for the financial year ended 31 March 2023. Therefore, the Company no longer discloses its significant accounting policies, and only discloses its material accounting policies.

Certain new accounting standards and interpretations have been published that are not mandatory for 31 March 2023 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.

# Yell Group Limited

## Notes to the financial statements (Company only) for the year ended 31 March 2023 (continued)

### 2. 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.

#### Carrying value of investments

The Company reviews the carrying value of investments annually for impairment or whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. The Company compares the carrying value with the estimated recoverable value of the investment. The recoverable value is estimated using the net assets of the relevant subsidiaries, adjusted for any outstanding amounts owed to or from the relevant subsidiaries.

Details of other critical accounting estimates and management judgements are set out on pages 17 to 18. The only estimates and judgements that are relevant to the Company are share-based payments and judgements made in assessing the effect of the tax on the financial statements.

### 3. Other operating income

£'000	2023	2022
Recharges to group undertakings	–	355
Recharges to related parties	–	2,117
<b>Total other operating income</b>	<b>–</b>	<b>2,472</b>

### 4. Administrative expenses and auditors' remuneration

£'000	Note	2023	2022
Recharges from group undertakings		–	(260)
Recharges from related parties		(269)	(1,602)
Impairment provision on amounts owed by related parties	11	(500)	–
Other administrative expenses		(205)	(8,019)
Staff costs	5	(59)	(5,497)
<b>Total administrative expenses</b>		<b>(1,033)</b>	<b>(15,378)</b>

The audit fee for the Company is included within the fee for the audit of the Group and is disclosed in note 3 of the consolidated financial statements. £nil was paid to PricewaterhouseCoopers LLP for non-audit services to the Company in the year (2022: £32,000).

### 5. Employees and directors' remuneration

	2023	2022
Average monthly number of employees:		
Administrative	–	8
<b>Total employees</b>	<b>–</b>	<b>8</b>

£'000	2023	2022
Staff costs for the Group during the year (including executive directors):		
Wages and salaries	(49)	(4,439)
Social security costs	(10)	(673)
Other pension costs	–	(152)
Share-based payments	–	(233)
<b>Total staff costs expensed to the income statement</b>	<b>(59)</b>	<b>(5,497)</b>

Further amounts relating to share-based payments are included in note 4 within the recharges from related parties. Directors' remuneration is disclosed in note 28 to the consolidated financial statements.

# Yell Group Limited

## Notes to the financial statements (Company only) for the year ended 31 March 2023 (continued)

### 6. Income from shares in group undertakings

£'000	2023	2022
Ordinary dividends received	–	305,363
Share-based payment distributions received	–	233
Recharge of share-based payment from subsidiaries	–	(233)
<b>Total income from shares in related parties</b>	<b>–</b>	<b>305,363</b>

The Company received dividends during the year totalling the Sterling equivalent of £nil (2022: £305,363,000) from its subsidiary, Yell Midco Limited. During the year, the Company received a share-based payment distribution from Yell Holdco Limited of £nil (2022: £233,000) in respect of its portion of share-based payments. The Company was later recharged the relevant costs and recorded the £nil (2022: £233,000) as intercompany liabilities, with a compensating decrease to the share-based payment distribution (see note 16).

### 7. Net finance income

£'000	2023	2022
<b>Finance income</b>		
Interest income on bank deposits	228	–
Net foreign exchange gain on financing activities	4	244
Recharges to group undertakings	–	66
<b>Total finance income</b>	<b>232</b>	<b>310</b>
<b>Finance expense</b>		
Recharges from group undertakings	–	(2)
Other finance costs	–	(73)
<b>Total finance expense</b>	<b>–</b>	<b>(75)</b>
<b>Net finance income</b>	<b>232</b>	<b>235</b>

### 8. Tax credit

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

£'000	2023	2022
<b>Current tax:</b>		
Corporation tax credit for the year	–	428
Adjustments in respect of prior periods	3	(41)
<b>Total current tax credit</b>	<b>3</b>	<b>387</b>
<b>Deferred tax:</b>		
Deferred tax charge for the year	–	(21)
Adjustments in respect of prior periods	–	21
<b>Total deferred tax credit</b>	<b>–</b>	<b>–</b>
<b>Total tax credit</b>	<b>3</b>	<b>387</b>

# Yell Group Limited

## Notes to the financial statements (Company only) for the year ended 31 March 2023 (continued)

### 8. Tax credit (continued)

The tax credit is lower than (2022: lower than) the standard rate of corporation tax in the UK of 19% (2022: 19%). The differences are explained below:

£'000	2023	2022
(Loss)/profit before tax	(2,326)	167,355
(Loss)/profit before tax multiplied by the standard rate of corporation tax in the UK of 19% (2022: 19%)	442	(31,797)
<b>Effects of:</b>		
Non-deductible impairment of investments	(290)	(23,850)
Non-deductible items	(95)	–
Unrecognised tax losses	(57)	–
Group relief surrendered for nominal consideration	–	(2,046)
Non-taxable ordinary dividends received	–	58,019
Other	–	46
Non-taxable reversal of provision against intercompany receivables	–	35
Adjustments in respect of prior periods	3	(20)
<b>Total tax credit</b>	<b>3</b>	<b>387</b>

The Finance Act 2021, enacted on 10 June 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 2023, there is no effect of the future tax rate change on the tax charge for the year.

At 31 March 2023, the Company did not recognise a deferred tax asset on surplus management expenses of £301,000 (2022:£nil) as it is probable that this asset will not be recovered in the foreseeable future.

### 9. Dividends

During November 2022, the Company paid a total of £24,308,000 ordinary dividends to its shareholders. During the prior year, the Company paid a total of £260,618,000 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.

### 10. Investments in subsidiaries

The movement in investments during the year is as follows:

£'000	2023	2022
<b>Cost</b>		
At 1 April	148,252	141,248
Additions	1,420	7,004
<b>At 31 March</b>	<b>149,672</b>	<b>148,252</b>
<b>Impairment</b>		
At 1 April	(125,519)	–
Charge for the year	(1,525)	(125,519)
<b>At 31 March</b>	<b>(127,044)</b>	<b>(125,519)</b>
<b>Carrying value at 31 March</b>	<b>22,628</b>	<b>22,733</b>

The Company paid £1,420,000 (2022: £7,004,000) to acquire "B" ordinary shares in its subsidiary, Yell Midco Limited relating to the contingent deferred payments to equity holders of the restricted shares (see note 26 of the consolidated financial statements).

Name of undertaking	Country of incorporation	Nature of business	Ownership interest (%)
Yell Midco Limited	United Kingdom	Holding company	100

The registered address of Yell 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.

# Yell Group Limited

## Notes to the financial statements (Company only) for the year ended 31 March 2023 (continued)

### 11. Trade and other receivables

£'000	2023	2022
<b>Amounts falling due within one year</b>		
Accrued income on bank deposits	2	–
Other debtors	–	33
<b>Total amounts falling due within one year</b>	<b>2</b>	<b>33</b>
<b>Amounts falling due after one year</b>		
Amounts owed by related parties	–	500
Amounts owed by group undertakings	20	13
<b>Total amounts falling due after one year</b>	<b>20</b>	<b>513</b>
<b>Total trade and other receivables</b>	<b>22</b>	<b>546</b>

Amounts owed by from related parties falling due after more than one year at 31 March 2023 include £500,000 (2022: £500,000) of funds held in a discretionary trust, to facilitate the settlement of any liability that may arise after the liquidation of an overseas subsidiary, hibu (Philippines) Private Limited, Inc, which was liquidated during the year. During the year, the Company recognised an impairment provision of £500,000 (2022: £nil) against amounts owed by related parties.

Amounts owed by group undertakings falling due after more than one year have a maturity date of 31 March 2027, interest is charged from 31 March 2023 at the quarterly SONIA rate on the first day of each quarter, and the amounts payable are unsecured. During the prior year, the Company reversed an impairment provision of £182,000, on settlement of an intercompany balance, against these amounts giving a total provision against the amounts due from group undertakings at 31 March 2022 of £nil. No impairment provisions have been provided or reversed during the current year.

### 12. Trade and other payables

£'000	2023	2022
<b>Amounts falling due within one year</b>		
Accrued expenses	59	273
Amounts owed to group undertakings	22,629	22,726
<b>Total trade and other payables</b>	<b>22,688</b>	<b>22,999</b>

Amounts owed to group undertakings falling due within one year are non-interest bearing and repayable at the discretion of the Company.

### 13. Contingent liabilities

There are no contingent liabilities other than that disclosed in note 24 of the consolidated financial statements.

### 14. Related party transactions

The Company has a 5% non-controlling interest in Yell Holdco Limited, through its indirect subsidiary Yell Bidco Limited. Details of transactions with Yell Holdco Limited and its subsidiaries during the years ended 31 March 2023 and 31 March 2022 are as follows:

£'000	2023	2022
<b>Group recharges – amounts charged to:</b>		
Owl Finance Limited	–	758
Yell Limited	–	1,359
<b>Total amounts recharged to related parties</b>	<b>–</b>	<b>2,117</b>

# Yell Group Limited

## Notes to the financial statements (Company only) for the year ended 31 March 2023 (continued)

### 14. Related party transactions (continued)

£'000	2023	2022
<b>Group recharges – amounts charged by:</b>		
Yell Limited	–	(1,602)
Yell Holdco Limited	(340)	–
Payments on behalf of related parties	–	(4,630)
<b>Total amounts recharged by related parties</b>	<b>(340)</b>	<b>(6,232)</b>

Amounts owed by related parties falling due after more than one year at 31 March 2023 include £500,000 (2022: £500,000) of funds held in a discretionary trust, to facilitate the settlement of any liability that may arise after the liquidation of an overseas subsidiary, hibu (Philippines) Private Limited, Inc, which was liquidated during the year. The trust is a related party by virtue of a trustee also being a Director of the Company. The Company had no other amounts owed by or owed to related parties as at 31 March 2023 (2022: £nil).

In the prior year, the Company received distributions during the year totalling £233,000 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.

### 15. Called up share capital

Allotted and fully paid	2023 No. of shares of £0.00000001	2022 No. of shares of £0.00000001	2023 £	2022 £
<b>Ordinary shares</b>				
At 1 April	1,519,241,561	1,526,713,578	15	15
Ordinary shares repurchased and cancelled	–	(7,472,017)	–	–
<b>At 31 March</b>	<b>1,519,241,561</b>	<b>1,519,241,561</b>	<b>15</b>	<b>15</b>

In the prior year 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 in the prior year. All shares rank pari passu in all respects.

### 16. Share-based payments

The Company charged £nil (2022: £233,000) against income for share-based payments (see note 26 of the consolidated financial statements) in the year ended 31 March 2023. £nil (2022: £233,000) was settled through share-based payment distributions from the Company's direct subsidiary, Yell Midco Limited and its indirect subsidiary Yell Holdco Limited (see note 6). The Company was later recharged the relevant costs and recorded £nil (2022: £233,000) as intercompany liabilities, with a compensating decrease to the share-based payment distributions.

### 17. Events after the reporting period

There are no material events after the reporting period at the time of signing these financial statements.