Yell Holdco Limited financial report for the year ended 31 March 2025[1]

Profit margin growth and improved cash flow driven by scaling solutions and simplifying the business

The trading update in the following paragraphs is a summary of the Group's financial condition and results of operations. More detailed analysis is provided in the annual report and audited consolidated financial statements of the Group for the year ended 31 March 2025 appended to this document.

Financial and operational highlights for the year ended 31 March 2025

- Solution revenue has grown from virtually nothing to £13m in the year. This helped improve the rate of revenue decline over the twelve months to 6.3% and improve the contribution margin to 73.4%.
- Adjusted EBITDA of £12.6m grew 2.4% on the prior year, benefitting from the improved contribution margin and continued cost control. Adjusted EBITDA margin for the year was 13.1% compared to 12.0% in the prior year
- A combination of lower capital and restructuring expenditure and improved EBITDA resulted in an improvement in trading operating cash flow for the year of £5.2m compared to £3.4m in the prior year.
- Average monthly visits to the Yell platform in the last 12 months were 3.8m, 29.6% lower than in the 12 months to 31 March 2024.
- The Group's cash balance reduced from £12.5m to £9.9m during the year after paying interest of £6.2m.

Summary Operating Results	**Quarter ended**					**Year to date**		
Non-GAAP[2], £m	Mar-24	Jun-24	Sep-24	Dec-24	Mar-25	Mar-25	Mar-24	Change
Revenue	24.9	24.4	24.4	23.9	23.3	96.0	102.5	(6.3%)
Product contribution	18.1	17.6	17.9	17.8	17.2	70.5	74.5	(5.4%)
Product contribution margin (%)	72.7%	72.1%	73.4%	74.5%	73.8%	73.4%	72.7%	
Adjusted EBITDA	3.1	2.6	3.1	3.7	3.2	12.6	12.3	2.4%
Trading operating cash flow	0.7	0.1	1.1	1.3	2.7	5.2	3.4	52.9%

(1) All figures, including comparatives, are the audited consolidated results of Yell Holdco Limited and its subsidiaries (the "Group").
(2) Non-GAAP Key Performance Indicators ("KPIs") are defined in Appendix 1.

Luke Taylor and Mark Clisby, Co-Chief Executive Officers, said:

"Our Solutions-first strategy is now firmly embedded and delivering tangible results. Growing from virtually zero to £13 million in just one year, Solutions have become the primary engine of value creation for our customers and for Yell.

This shift has not only strengthened our product mix and increased average revenue per customer, but also enabled us to improve margins and grow EBITDA despite continued pressure on legacy product revenues. We have taken disciplined action to reshape our operations around this model, reducing costs while investing in automation and customer experience. In the coming period, this reshaping will also involve proactively reducing costs in parts of the business that are no longer aligned to our future direction.

While overall visits to the Yell platform declined, this reflects broader changes in search behaviour. We are focused on protecting and improving the value we deliver to our paying customers by investing in targeted SEO and ensuring traffic quality remains high in our core advertiser categories.

We enter the new year with confidence in our strategy, momentum in our Solutions business, and a clear focus on long-term, sustainable growth."

For any enquiries, or to schedule a call, please email investors@yell.com

Yell Holdco Limited

Operating and financial discussion

Financial condition and results of operations

£m	**Year ended 31 March 2025**	Year ended 31 March 2024	**Change**
Yell platform revenue	**41.3**	51.8	**(20.3%)**
Digital Marketing Services revenue	**41.7**	50.2	**(16.9%)**
Solutions revenue	**13.0**	0.5	**n/a**
Revenue	**96.0**	102.5	**(6.3%)**
Product contribution	**70.5**	74.5	**(5.4%)**
Product contribution margin (%) (1)	**73.4%**	72.7%	
Adjusted EBITDA	**12.6**	12.3	**2.4%**
Adjusted EBITDA margin (%)	**13.1%**	12.0%	
Operating Metrics			
Customers at beginning of period (thousands)	**61.2**	69.7	**(12.2%)**
Customers acquired (thousands) (2)	**9.3**	11.8	**(21.2%)**
Customers lost (thousands) (2)	**(17.5)**	(20.3)	**13.8%**
Customers at end of period (thousands)	**53.0**	61.2	**(13.4%)**
Average revenue per customer (last 12 months, £) (3)	**1,683**	1,576	**6.8%**
Average monthly visits to the Yell Platform (last 12 months, m)	**3.8**	5.4	**(29.6%)**

Non-GAAP KPIs are defined in Appendix 1. Revenue and adjusted EBITDA are equivalent to Digital Revenue and Digital EBITDA as defined in the Indenture.

Revenue & product contribution

Revenue was down 6.3% on the prior year. We expect Yell platform and digital marketing services revenue to continue to decline as the majority of new, and some existing, customers purchase Solutions products. The move to Solutions has helped improve product contribution margin from 72.7% to 73.4%, although this is not yet sufficient to offset the decline in revenue and so product contribution in total is lower than the prior period.

Adjusted EBITDA

Adjusted EBITDA of £12.6m is an improvement on the prior year with a reduction in indirect costs offsetting the decline in contribution.

Customers

Customers numbers have declined compared to the prior year. We continue to focus on acquiring fewer, more profitable customers, at a higher average revenue (up 6.8% on prior year), that meet our ideal customer profiles whilst protecting and retaining those profitable customers in our existing base.

Yell platform visits

Average monthly visits to the Yell platform in the last 12 months decreased by 29.6% compared to the twelve months to 31 March 2023. Yell continues to address this challenge by investing in search engine optimisation.

(1) Product contribution: Yell platform 99.1% (prior year: 99.3%), Digital Marketing Services 46.0% (prior year: 45.2%), Solutions 79.4% (prior year: 76.0%).

(2) Customers acquired and lost are an aggregation of monthly changes in the customer base. Individual customers who take advantage of the ability to switch in and out of digital products from month to month could be counted as both an addition and a loss more than once during a quarter.

(3) Monthly average in the last twelve months (LTM). LTM average digital customers 31 March 2025: 56.9k and 31 March 2024: 64.9k.

Yell Holdco Limited

Liquidity and capital resources

£m	**Year ended 31 March 2025**	Year ended 31 March 2024	**Change**
Adjusted EBITDA	**12.6**	12.3	**2.4%**
Capital expenditure	**(5.3)**	(5.9)	**10.2%**
Restructuring and other payments	**(1.6)**	(2.0)	**20.0%**
Working capital outflow	**(0.5)**	(1.0)	**50.0%**
Trading operating cash flow	**5.2**	3.4	**52.9%**
Cash and cash equivalents (1)	**9.9**	12.5	**(20.8%)**
Senior Secured Notes	**70.8**	70.8	**-**

(1) 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.

Trading operating cash inflow was £5.2m compared to £3.4m in the prior year. This is due to an improvement in working capital and adjusted EBITDA as well as lower capital expenditure and restructuring costs. The working capital outflow in the current year has primarily arisen from a reduction in accrued costs due to a overall reduction in indirect costs expenditure, this is partially offset by a decrease in trade receivables.

The Group has a £5.0m uncommitted overdraft facility with Barclays Bank plc. The facility ranks pari passu with the Senior Secured Notes, does not include any financial covenants, and was undrawn at 31 March 2025.

Other required disclosures

There were no material changes in the debt instruments of the Group since the most recent report was issued on 27 February 2025 in accordance with the Indenture.

Decrease in cash and cash equivalents

£m	**Year ended 31 March 2025**	Year ended 31 March 2024	**Change**
Trading operating cash flow	**5.2**	3.4	**52.9%**
Lease payments	**(2.0)**	(2.4)	**16.7%**
Tax paid	**-**	(0.8)	**n/a**
Interest payments on Senior Secured Notes	**(6.2)**	(6.2)	**-**
Net interest receivable	**0.4**	0.7	**(42.9%)**
Decrease in cash and cash equivalents	**(2.6)**	(5.3)	**50.9%**

Yell Holdco Limited

Audited financial statements

The annual report and audited consolidated financial statements of the Group for the year ended 31 March 2025 are appended to this document and include:

- further discussion of financial condition and results of operations ('Strategic report');
- further discussion of liquidity and capital resources (note 17 'Risk management');
- a discussion of material commitments and contingencies (note 26 'Financial commitments, contingent liabilities and litigation');
- a discussion of material accounting policies (note 1 'Basis of preparation and consolidation and material accounting policies');
- a description of material affiliate transactions (note 28 'Related parties');
- a description of material debt instruments (note 18 'Financial instruments' and note 22 'Borrowings');
- a description of material operational risk factors ('Strategic report'); and
- a description of material subsequent events (note 29 'Events after the reporting period').

Senior Management

The Executive Deputy Chairman of Yell Limited is Robert Hall, the Chief Executive Officers are Mark Clisby and Luke Taylor and the Finance Director is Helen Brown. There is no separate senior management of Yell Holdco Limited. A list of the directors of Yell Holdco Limited is included under 'Company Information' in the Group annual report for the year ended 31 March 2025 appended to this document.

Principal shareholders

The ultimate parent company of the Group is Yell Holdco Limited. The following table provides details of shareholders of Yell Holdco Limited holding more than 5% of share capital at 31 March 2025.

Shareholder(1)	**Percentage of Share Capital**
Empyrean Investments, LLC(2)	63.13
GoldenTree Asset Management LP(3)	22.19
Soros Fund Management LLC(4)	11.93

(1) Each group of entities and/or affiliated funds is treated as one shareholder for the purposes of this table, and the names set out in certain cases reflect the name of the relevant parent entity or investment advisor (as applicable). The listed percentages do not include investment funds where a shareholder serves as an investment manager, but over which there is not common control with the funds controlled by the shareholder.
(2) The shares are directly held by entities who we believe are part of a fund ultimately controlled by Empyrean Investments, LLC or its affiliate(s).
(3) The shares are directly held by entities who we believe are part of a fund ultimately controlled by GoldenTree Asset Management LP or its affiliate(s).
(4) The shares are directly held by entities who we believe are part of a fund ultimately controlled by Soros Fund Management LLC or its affiliate(s).

Yell Holdco Limited

DISCLAIMER

This report is for information purposes only and does not constitute a prospectus or any offer to sell or the solicitation of an offer to buy any security in the United States of America, the United Kingdom or in any other jurisdiction. Securities may not be offered, sold or transferred within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act of 1933, as amended.

The information contained in this report does not comprise statutory accounts within the meaning of Section 434 of the Companies Act 2006. Statutory accounts for Yell Holdco Limited for the year ended 31 March 2025 have been posted to our website and will be filed with the Registrar of Companies in due course.

Presented in this report are certain non-GAAP financial measures of the Group ("Non-GAAP Financial Measures") that are not required by or presented in accordance with IFRS, FRS 101 or FRS 104, including EBITDA among others. The Non-GAAP Financial Measures are not measurements of financial performance under IFRS, FRS 101 or FRS 104 and have not been audited or reviewed. Accordingly, they should not be considered as alternatives to other indicators of operating performance, cash flows or any other measure of performance derived in accordance with IFRS, FRS 101 or FRS 104. The Non-GAAP Financial Measures as presented in this report may differ from and may not be comparable to similarly titled measures used by other companies. The calculations for the Non-GAAP Financial Measures are based on various assumptions. There can be no assurance that the items identified for adjustment as non-recurring will not recur in the future or that similar items will not be incurred in the future. Such measures are inherently subject to risks and uncertainties. It may not give an accurate or complete picture of the financial condition or results of operations for the periods presented and should not be relied upon when making an investment decision.

This report may include forward-looking statements within the meaning of the securities laws of certain applicable jurisdictions. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts, including, without limitation, those regarding our intentions, beliefs or current expectations concerning, among other things, our future financial conditions and performance, results of operations and liquidity, our strategy, plans, objectives, prospects, growth, goals and targets, future developments in the markets in which we participate or are seeking to participate, and anticipated regulatory changes in the industry in which we operate. These forward-looking statements can be identified by the use of forward-looking terminology, including, but not limited to, terms such as "aim", "anticipate", "assume", "believe", "continue", "could", "estimate", "expect", "forecast", "guidance", "intend", "may", "outlook", "plan", "predict", "project", "should", "will" or "would" or, in each case, their negative, or other variations or comparable terminology.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward-looking statements are not guarantees of future performance and are based on numerous assumptions. Our actual financial condition, results of operations and cash flows, and the development of the industry in which we operate, may differ materially from (and be more negative than) those made in, or suggested by, the forward-looking statements contained in this report. In addition, even if our financial condition, results of operations and cash flows, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this report, those results or developments may not be indicative of results or developments in subsequent periods. We undertake no obligation publicly to update or revise any forward-looking statements, except as may be required by law.

Appendix 1. Key Performance Measures (“KPIs”)

Management use KPIs to better understand the underlying financial performance of the Group and to provide comparability of information between reporting periods and business units. Given that KPIs are not defined by International Reporting Standards they may not be directly comparable with other companies who use similar measures. KPIs used in these financial statements are:

KPI	Description
Adjusted EBITDA	Operating profit adjusted to add back amortisation, depreciation, restructuring costs, non-cash valuation adjustments, share-based payments, one-off configuration and customisation costs on major projects for cloud computing and costs incurred by the Company relating to the purchase of the bulk annuity insurance policy for the Yell pension plan and subsequent costs to Buy-out.
Average revenue per customer	Revenue in the last twelve months divided by the average number of customers in the same period.
Customers	Customers with a live product on the last day of the reporting period. Excludes a small number of customers receiving free promotional products and former customers of Sitemaker Software Limited (SSL).
Customers acquired	Customers with no live product on the first day of the reporting period and a live product on the last day of the reporting period.
Customers lost	Customers with a live product on the first day of the reporting period and no live product on the last day of the reporting period.
EBITDA	Operating profit adjusted to add back amortisation and depreciation.
Product contribution	Revenue less the direct costs associated with service delivery of products.
Trading operating cash flow	Adjusted EBITDA less capital expenditure, exceptional costs, pension contributions and changes in working capital.
Visits to the Yell platform	Calculated as the average over the last twelve months. Usage, which is sourced from Adobe Analytics and subject to periodic system audits, includes desktop and mobile visits but excludes any third party syndicated usage.

Registered number: 12315720

Yell Holdco Limited

Annual report and financial statements for the year ended 31 March 2025

Yell Holdco Limited

Annual report for the year ended 31 March 2025

	Page(s)
Company information	1
Strategic report	2 – 10
Report of the directors	11 – 12
Independent auditors' report	13 – 21
Group income statement	22
Group statement of comprehensive income	22
Group statement of financial position	23
Group statement of changes in equity	24
Group cash flow statement	25
Notes to the consolidated financial statements	26 – 55
Income statement (Company only)	56
Statement of financial position (Company only)	57
Statement of changes in equity (Company only)	58
Notes to the financial statements (Company only)	59 – 65

Yell Holdco Limited

Company information

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Robert Hall
Parminder Sandhu

Company secretary

Paul Manwaring

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RG1 3EU

Registered number

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Forbury Road
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All references to the Company in this document are references to Yell Holdco Limited.

All references to the Group are references to the Company and its consolidated subsidiaries.

All references to Yell in this document are reference to the trading subsidiaries of the Company.

All references to Yell Group in this document are references to the previous ultimate parent company Yell Group Limited and its consolidated subsidiaries.

Yell Holdco Limited

Strategic report for the year ended 31 March 2025

The directors present their strategic report for Yell Holdco Limited ("the Company") and its subsidiaries (together "the Group"), for the year ended 31 March 2025.

Principal activities

The Company heads a group of companies who provide managed digital marketing services to small and medium sized enterprises ("SME's") in the UK. These financial statements are the largest group in which the Company is consolidated at 31 March 2025.

Review of the business

The financial statements reflect the trading results of the Group for the year ended 31 March 2025. The Company is the owner and indirect parent of a group of companies with operations in the UK trading under the brand name "Yell".

Yell began life as the Yellow Pages in 1966 with the singular mission of helping businesses get found. Though the business landscape has evolved significantly since then, our core purpose remains unchanged: empowering businesses to be found, trusted, and chosen by their customers.

Today, we fulfil that purpose by managing the entire digital marketing lifecycle for our customers in an increasingly complex, AI-driven world. Our strategy is clear and customer-focused: to deliver comprehensive, end-to-end digital marketing Solutions to businesses that require integrated, sophisticated support.

In recent years, we have deliberately repositioned from offering discrete, standalone products to a fully integrated suite of Solutions. These combine our proprietary Yell.com platform with partner services spanning web presence, performance marketing, social media, reputation management and more — all supported by dedicated account management, AI-powered analytics, and real-time call tracking.

This model is designed to serve the needs of our most valuable customer segment: established, service-led businesses that are large enough to require professional marketing support but not at enterprise scale. These customers are best placed to benefit from a managed service that delivers measurable growth.

As we've simplified and aligned the business around this Solutions-first model, we've also improved how we operate: reducing complexity, accelerating innovation, and improving the efficiency with which we sell, deliver and support our services.

The Key Performance Indicators (KPI's) of the business are revenue, contribution, adjusted earnings before interest, tax, depreciation and amortisation ("Adjusted EBITDA" – see page 3), trading operating cash flow, customers, average revenue per customer, and Yell platform visits. The KPI's for the year ended 31 March 2025, with prior year comparatives, are summarised in the table below.

	Year ended 31 March 2025	Year ended 31 March 2024	**2025 year on year movement %**
Yell platform revenue (£m)	**41.3**	51.8	**(20.3%)**
Digital marketing services revenue (£m)	**41.7**	50.2	**(16.9%)**
Solutions revenue (£m)	**13.0**	0.5	**2,500.0%**
Total revenue (£m)	**96.0**	102.5	**(6.3%)**
Product contribution (£m)	**70.5**	74.5	**(5.4%)**
Product contribution margin (%)	**73.4%**	72.7%	
Adjusted EBITDA (£m)	**12.6**	12.3	**2.4%**
Trading operating cashflow (£m)	**5.2**	3.4	**52.9%**
Customers - monthly average over last twelve months ('000)	**56.9**	64.9	**(12.3%)**
Customers at year end ('000)	**53.0**	61.2	**(13.4%)**
Average revenue per customer (£)	**1,683**	1,576	**6.8%**
Yell platform visits – monthly average over last twelve months (m)	**3.8**	5.4	**(29.6%)**

Review of the business (continued)

Revenue declined by 6.3% year-on-year, driven by continued contraction in our legacy Digital Marketing Services and Yell platform products. However, we are seeing strong early returns from our shift to Solutions, which generated £13.0 million in revenue this year, up from a near-zero base in FY24. This robust growth demonstrates clear validation of our strategy, and we expect Solutions to become the dominant share of new sales going forward.

Customer numbers declined by 12.3%, reflecting expected churn among lower-value, legacy accounts. At the same time, average revenue per customer increased by 6.8%, as we successfully transitioned to serving fewer, higher-value customers in line with our strategy. This improvement in mix quality supports stronger margins than solus digital marketing products, and better long-term value.

Our proprietary Yell.com platform continues to offer valuable leads to our Yell platform customers and is a competitive advantage within our Solutions, though usage declined by 29.6% to a monthly average of 3.8 million visits. This trend reflects broader changes in consumer search behaviour, including the impact of generative AI. To mitigate this, we have invested significantly in search engine optimisation (SEO) to preserve visibility and support our paying customers, prioritising quality traffic over raw volume.

Financially, we grew Adjusted EBITDA to £12.6 million, up from £12.3 million in FY24, despite the revenue decline. This reflects both improved product contribution margin (up 70bps to 73.4%) and operational efficiency gains enabled by our simplified Solutions model. Trading operating cash flow increased by 52.9% to £5.2 million, supported by stronger profitability, tight working capital management, and reduced capital and exceptional expenditure.

Looking ahead, we expect continued growth in Solutions revenue to progressively outweigh further declines in legacy products. Our strategy remains long-term and focused: to deliver proven, insight-led digital marketing services to high-value customers who want a trusted partner to manage their digital presence.

With a leaner, more agile organisation, a growing Solutions customer base, and a scalable model powered by AI, Yell is positioned for sustainable growth in a rapidly evolving market.

The table below reconciles Adjusted EBITDA to operating profit:

£m	2025	2024
Adjusted EBITDA	**12.6**	12.3
Restructuring costs and other one-off items (a)	**(1.6)**	(1.7)
Share-based payments (b)	**(0.3)**	(0.3)
Depreciation and amortisation (c)	**(8.0)**	(8.8)
Operating profit	**2.7**	1.5

(a) Restructuring and other one-off items are amounts excluded from Adjusted and Digital EBITDA as defined by the Indenture for the Senior Secured Notes. These include £0.8m (2024: £0.7m) in respect of one-off configuration and customisation costs on major projects for cloud computing where intangible assets are not recognised under IAS38; £0.6m (2024: £0.4m) of severance costs; £0.6m (2024: £0.6m) in respect of costs relating to the pension scheme and £0.2m (2024: less than £0.1m) of legal advice relating to the pension buy-out. Property dilapidations provision releases of £0.6m are also included in the current year.
(b) Share-based payments are excluded from Adjusted EBITDA in accordance with the Indenture.
(c) Depreciation and amortisation include adjustments to carrying values for impairments and gains or losses on disposal.

Trading operating cash flow is reconciled to cash generated from operating activities in the table below:

£m	2025	2024
Trading operating cash flow	**5.2**	3.4
Add back: Purchase of property, plant, equipment and intangibles	**5.3**	5.9
Cash generated from operating activities	**10.5**	9.3

The Group had net liabilities at 31 March 2025 of £37.1m (2024: net liabilities £31.5m).

Review of the business (continued)

In line with our operational efficiency goals, the Company signed a new office lease in Reading during the year, recognising a corresponding lease liability and right-of-use asset. We completed the move in April 2025. The new premises are more appropriately sized and configured to support our hybrid working model, and we expect them to materially reduce our annual lease costs from FY26 onwards.

Future developments

In May 2025, at the request of the Trustees, the Group exercised its power under the UKPP's trust deed and rules to provide formal notice to terminate the plan. This marks a key milestone in progressing the UKPP towards full buy-out and wind-up. We expect the process to complete during the year ending 31 March 2026, with any resulting surplus anticipated to be repaid to the Group during 2026. This represents a further simplification of our balance sheet and legacy obligations, supporting our focus on future growth and operational agility.

Environmental reporting

The Group's greenhouse gas emissions for the years ended 31 March 2025 and 2024 are set out in the table below:

Emission source	**2025 (kg CO_2e)**	2024 (kg CO_2e)
Combustion of fuel and operation of facilities:		
Gas	**106,950**	78,171
Scope 1 greenhouse gas emissions	**106,950**	78,171
Energy purchased for own use:		
Electricity	**33,548**	34,535
Business miles	**34,602**	29,137
Scope 2 greenhouse gas emissions	**68,150**	63,672
Emissions created as an indirect consequence of the organisation's actions:		
Business miles	**62,044**	75,330
Scope 3 greenhouse gas emissions	**62,044**	75,330
Total	**237,144**	217,173
Intensity ratio: (kg CO_2e / £100,000 UK Revenue)	**247.0**	212.0
Annual quantity of energy consumed: (kWh)	**1.1m**	1.0m

The information given above has been prepared internally, using the Government's Environmental Reporting Guidelines and the emission factors taken from the UK Government GHG Conversion Factors 2024 (2024: Government's Environmental Reporting Guidelines and UK Government GHG Conversion Factors 2023). The information provided is for the Group's greenhouse gas emissions within the United Kingdom. The Group, by the nature of its business, is a relatively low consumer of energy and, with the added limitations imposed by landlords' terms and conditions, there are relatively limited opportunities to significantly reduce its carbon footprint. There has been an increase in gas usage due to less solar gains and poorer weather conditions.

Business mileage remains broadly stable as the combination of telephony and video complementing onsite visits has become embedded as the new normal and as such remains considerably lower than pre-pandemic levels. In FY25 Yell introduced an electric and hybrid salary sacrifice car scheme. Yell has reviewed its office capacity requirements and in early FY26 moved to a more appropriately sized office in Reading. As of 31 March 2025 we had 74% of employees in either permanent homeworking or field based roles, with most office workers having the option to utilise hybrid working. Yell management continue to look at ways of reducing or removing single-use products.

Yell acknowledges that Environmental and Social Governance ("ESG") can facilitate long-term top-line growth, helps attract and retain talent, reduces costs, and forges a sense of trust amongst customers and consumers alike, as a result Yell is continuing to develop its ESG strategy.

Risk management and principal risks

The directors are responsible for the Group's system of internal control and for reviewing its effectiveness whilst the role of management is to implement Board policies on risk management and control. It should be recognised that the Group's system of internal control is designed to manage, rather than eliminate, the risk of failure to achieve the Group's business objectives and can only provide reasonable, and not absolute, assurance against material misstatement or loss.

The Group operates a series of controls to meet its needs. These controls include, but are not limited to, a clearly defined organisation structure, written policies, financial controls, delegated authority limits, an annual strategic planning and budgeting process, and detailed monthly reporting. The Board approves the annual budget, as part of its normal responsibilities, and monitors performance against it regularly throughout the year.

The Group's Audit & Risk Committee, which meets at least three times per year, is responsible for assisting the Board in discharging these responsibilities as well as monitoring the integrity of the Company's annual report and financial statements and the effectiveness, performance and objectivity of the external auditors.

The Committee receives reports from management and the external auditors concerning the system of internal control and any material control weaknesses. Any significant risk issues are referred to the Board for consideration.

The duties of the committee include:

- Monitoring the integrity of the financial statements of the Company and any other formal announcement relating to its financial performance;
- Review of the Company's internal financial controls and risk management systems, oversight of risk management activities, and monitoring of management's policies and procedures;
- Review of the adequacy and security of the Company's arrangements for its employees and contractors to raise concerns in confidence about possible wrongdoing in financial reporting or other matters, procedures for detecting fraud, systems and controls for the prevention of bribery, and the adequacy and effectiveness of the Company's compliance function;
- To monitor and review the effectiveness of third party consultants who carry out internal control reviews in the context of the Company's overall risk management system; and
- To oversee and monitor management's co-ordinated cyber risk initiatives, controls and policies.

Risk governance is the responsibility of the Risk Committee comprising all members of the Senior Leadership Team which meets no less than three times per year. The Committee maintains and keeps up to date a risk register that documents and monitors the potential likelihood and impact of strategic, operational and financial risks and develops mitigation plans.

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

Risk from: Complex and fragmented digital market and increase in competition

The digital marketplace is complicated and ever changing, particularly with the rapid growth in AI, and as such the effectiveness of digital marketing services and Yell can be outside of the organisations direct control. The Group faces increased competition in its digital markets and could be affected by the actions of other competing companies, some of which have significant resources. The Group is monitoring potential impacts of changes to legislation resulting from the Digital Markets, Competition and Consumers Act 2024.

Potential effect: Changes in legislation or the digital landscape (sometimes with little or no warning) and increased competitive threats could emerge to impact our existing and future digital strategy.

Risk management and principal risks (continued)

Risk from: Complex and fragmented digital market and increase in competition (continued)

Mitigation: The Group has repositioned from offering discrete standalone products to fully integrated and managed digital marketing services that optimise the benefits of the collective features to provide greater value to our customers and mitigate the risk of changes in the digital market. The Group continues to invest in improvements in SEO (Search Engine Optimisation), thereby improving the Yell platform proposition and user experience and promoting the brand to drive direct usage.

Risk from: Economic environment uncertainty

Macroeconomic conditions remain uncertain which could lead to financial volatility.

Potential effect: If economic uncertainty continues it could lead to revenue impacts from increased bad debt, cancellations and reduced customer spend, which would adversely impact trading and execution of strategy. The Group monitors our supply chain for potential impacts.

Mitigation: The Group continues to review and adapt its credit policy, product proposition, lead sources for prospects and assessment of lead indicators to proactively assist and retain customers.

Risk from: IT systems and cyber security

The Group is dependent on effective and secure IT systems to maintain efficient and effective operations, cyber security and threats are an increasing concern.

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

Mitigation: The Group proactively manages its IT systems using essential patching, tactical hardware upgrades and strategic investments for replacement. Yell's business continuity and cyber plan is a pro-active risk-based approach to help ensure protection against all known attack methodologies.

Risk from: Failure to attract or retain key talent

People are a key component in achieving the strategy and therefore attracting and retaining high calibre individuals in key leadership roles as well as in frontline customer facing sales and service roles is important. Changes within the organisation, market challenges and a competitive industry mean the risk of losing people remains and recruiting suitable replacements can be challenging.

Potential effect: Internal loss of market, industry, technical or financial expertise could impact revenue or brand reputation as well as the operational impact of attrition in sales and service roles.

Mitigation: The Group operates a values-led culture which is at the core of recruitment, induction, training, appraisals and talent identification, with regular employee engagement surveys and monitoring of external ratings. There is continued focus on development, career paths and manager capability programmes as well as the use of targeted pay awards where appropriate.

Financial risk management

The Group's overall risk management programme focuses on the strategic and operational risks of its operations and the markets in which it operates and seeks to manage potential adverse effects on financial performance. The Group's activities expose it primarily to credit and liquidity risks.

Default and credit risk

The maximum exposure to credit risk at the reporting date is the carrying value of receivables, cash and cash equivalents held by financial institutions. All cash and cash equivalents, and financial assets at amortised cost, were held by institutions with credit ratings of 'Aa3' or higher at 31 March 2025. Concentrations of credit risk with respect to trade receivables, along with aggregation risk, are limited due to the Group's customer base being large and unrelated. Furthermore, customers are subject to credit assessment at the point of sale. Those customers that do not meet the credit requirements are required to pay in advance for their services. The Group does not hold any collateral as security.

Risk management and principal risks (continued)

Financial risk management (continued)

Liquidity risk

The primary role of the treasury function is to ensure that adequate liquidity is available to meet funding requirements as they arise and that financial risk arising from the business' underlying operations is effectively identified and managed by or on behalf of the directors. The treasury function is not a profit centre, and its objective is to manage risk at optimum cost. The treasury function conducts its operations as directed by the Board. Transactions that would be speculative in nature are expressly forbidden.

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.

The directors are reminded of their s.172 duties at the start of each Board meeting and whilst the Group falls outside of the requirements to adopt and formally report on its principles of corporate governance, the Group has an established governance framework, which it reviews periodically. The Board receives regular and ongoing regulatory updates that relate to the Group and the business tabled at its meetings.

Principal decisions

We define principal decisions as both those that are material to the Company and the Group, but also those that are significant to our stakeholders. In making the following principal decisions the Group Board considered the outcome of its stakeholder engagement below as well as the need to maintain a high standard of business conduct and the need to act fairly between members of the Group.

During the year, the principal decisions taken were:

- Approval of budgets;
- Agreement to lease a new Reading office; and
- To expand Solutions and other service offerings.

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

Investors

The Group relies on the support of our shareholders and their opinions are important to us. The Company is 95% owned by a set of institutional investors and funds. Through our engagement activities, we strive to obtain stakeholder buy-in to our strategic objectives and update on progress against them.

There is regular engagement with shareholders and bondholders throughout the year, to keep them informed on how the business works, trends in performance and opportunities and risks. These have taken the form of meetings between individual major investors and the Chairman, Executive Deputy Chairman, and members of senior management in order to seek views on various topical matters.

Our people

Yell Limited is the main operating company within the Group and delivers the strategy on behalf of the Board. We define our people as employees who are paid through the Yell payroll. An engaged and motivated workforce is critical to the delivery of Group objectives. Engagement levels also affect voluntary staff churn.

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

Yell operates a whistleblowing service, and all incidents are investigated and reported to the Group Audit & Risk Committee and ultimately the Group Board. Yell Sales Limited is the primary employer of the Group. Its Gender Pay Gap report can be found on the Group website: https://about.yell.com/legal.

S.172 statement (continued)

Information provision to employees

The Group seeks feedback from its people on a wide range of topics through day-to-day contact and team meetings. Regular live, interactive, all hands, business update webinars are held by the Senior Leadership Team with open question and answer sessions. These updates include information on the financial and economic factors affecting the business.

A detailed employee survey is carried out each year to provide insight into how employees view working at Yell, the strategy, engagement and culture. A shorter pulse survey is also carried out during the year. The latest detailed survey in January 2025 had a response rate of 88% and showed a positive swing in Employee Net Promoter Score from +10 to +17.

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

Employees

Yell's aim is to recruit, train and promote the best person for the job, to make full use of the talents and resources of all its people and to create a working environment free from unlawful discrimination, victimisation, and harassment in which all individuals are treated with dignity and respect.

All employees are made aware of the requirements of the Yell Equality and Diversity Code of Practice and are obliged to co-operate to ensure that it is adhered to. Yell is committed to supporting the principle of equality, diversity and inclusion and opposes all forms of unlawful or unfair discrimination on the grounds of colour, race, nationality, ethnic or national origins, gender, gender reassignment, marital/civil partnership status, disability, part-time or fixed-term status, parental responsibilities, age, sexual orientation, religion or belief, or political opinion.

The Group, inclusive of the Company, has a Recruitment and Selection Policy that states that we are committed to the employment of people with disabilities. Moreover, we guarantee an interview to people with disabilities who meet the minimum selection criteria for any vacancy and have signed up to the Government's Disability Confident scheme.

Our Equal Opportunities Policy contains a code of good practice on disability that states that an individual who becomes disabled whilst in employment will receive support to ensure, wherever possible, they are able to continue in their role. This will involve whatever reasonable adjustments can be made on consultation with the individual. Alternatively, in consultation with the individual, other positions will be considered where the individual's skills and abilities match the requirements of the role, making reasonable adjustments where appropriate. We will ensure that training and career development is equally available to people with disabilities, tailored where practicable for their specific needs.

Customers

Customer obsession is one of the five core values of the Group, our customers and the service we provide to them is a constant focus of our business. We conduct regular customer research to create a two-way communication channel between the business and our customers on customer-facing initiatives including new propositions and services. We run customer satisfaction measures across our operation, including Brand Net Promoter Score and the Customer Effort Score, a metric used to denote the ease of service experience with an organisation. We use this direct customer feedback to shape our future strategic propositions.

Suppliers

It is important to us that we have a strong relationship with our suppliers. Our suppliers are crucial to the business services we provide and are fundamental to the quality of our products and services, our brand and reputation. We strive to ensure that our suppliers are aligned to our strategic objectives and we maintain and develop these relationships through senior management engagement where appropriate for key suppliers.

S.172 statement (continued)

Suppliers (continued)

We comply with regulations made under section 3 of the Small Business, Enterprise and Employment Act 2015 to report our supplier payment practices data, enabling our suppliers to be confident of our payment culture. Each supplier commits to adhere to the Yell Code of Ethics for Suppliers and the Modern Slavery regulations, which can be found on the Group website – https://about.yell.com/legal.

Pension

The Group has invested a considerable amount of company resource in funding and has close engagement with the governance of our pension schemes for our employees. We want all our employees to have appropriate tools to review their personal plans for and throughout their retirement. Yell senior management regularly attend the meetings of the Pension Trustee Board ("PTB") for our legacy defined benefit ("DB") scheme and the governance meetings for the current defined contributions ("DC") scheme. A main focus for the Group is to ensure adequate ongoing funding for the DB scheme and there is regular communication between the PTB and the Yell representatives to review and feedback on investment strategy. The funding position is communicated annually to the DB members in addition to regular newsletters from the PTB.

The £370m bulk annuity buy-in with Pension Insurance Corporation plc ("PIC") in September 2022 meant that the DB scheme's total liabilities are now matched by insurance policies, delivering security for the DB scheme's 1,800 members whilst also minimising future risk for the Group. In May 2025 the Trustees requested from the Group written notice to terminate the DB scheme and move towards buy-out and wind-up of the Plan. This is expected to be concluded within the year ended 31 March 2026 with any surplus funds being passed back to the Group.

Community

The Group understands the importance for brand reputation and employee engagement of being a responsible business within our communities. Yell provides an internal social media channel for all employees to increase inclusiveness awareness alongside providing a platform to discuss other non-political issues that are important to employees.

Environmental reporting

The Group recognises its responsibility to act in the interests of the environment and to reduce its carbon footprint wherever possible. Remote and hybrid working has a positive effect on the environment with reduced spend on consumables and work-related travel. An ESG committee considers Yell's ESG Framework and Policy for ultimate approval by the Group Board. Further details on how the Group has regard for the environment are reported on page 4.

Government and regulators

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

Going concern

The Group has £70.8m of Senior Secured Notes at 31 March 2025. The Senior Secured Notes are not subject to any financial ratio maintenance covenants and are secured on the assets of Owl Finance Limited and its subsidiaries. Owl Finance Limited and its subsidiaries are guarantors of the Senior Secured Notes. The Senior Secured Notes are due to mature in March 2027, conversations with respect to re-financing the loan structure of the Group are expected to commence later in the year.

Management have modelled a severe but plausible downside scenario in which business performance fails to improve and revenue growth is not achieved. In this scenario, the Group would not default on interest payments on the Senior Secured Notes and would retain sufficient liquidity to meet all its financial obligations for at least eighteen months from the statement of financial position date.

Going concern (continued)

The directors of the Group have considered the risks set out above and, in particular, whether it is appropriate to prepare the financial statements of the Group and the Company on a going concern basis and the adequacy of the going concern disclosures made within the financial statements.

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

Events after the reporting period

Subsequent to the balance sheet date, the Group commenced a review of its operations which may result in severance costs; however, no final decisions have been made and the financial impact remains uncertain at the date of approval of these financial statements.

On behalf of the Board:

David Anderson
Director Date: 25 June 2025

Yell Holdco Limited

Report of the directors for the year ended 31 March 2025

The directors present their annual report and the audited consolidated financial statements of the Company for the year ended 31 March 2025. The financial statements comprise the audited consolidated financial statements of the Company and its subsidiaries on pages 22 to 55 and the audited financial statements of the Company on pages 56 to 65.

Dividends

The directors do not recommend the payment of a dividend (2024: £nil).

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 financial year ended 31 March 2025, the position of the Group at the end of the year, 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, 17 and 18 to the consolidated financial statements. By reference to the strategic report, which can be found on pages 2 to 10, the following information is given:

- Principal activities;
- Review of the business and future developments;
- Environmental reporting;
- Risk management and principal risks;
- Employee engagement and policies;
- Customer and supplier engagement;
- Going concern considerations; and
- Events after the reporting period.

Directors and their interests

The directors who held office during the year and up to the date of approval of the financial statements are as follows:

- David Anderson
- Robert Hall
- Parminder Sandhu

Details of directors' remuneration can be found in note 28 to the consolidated financial statements.

Qualifying third party indemnity provisions

Article 96 of the Articles of Association of Yell Holdco Limited, the Group's ultimate holding company, permit the Company, subject to the Companies Act 2006 and other applicable legislation, to indemnify any of the directors, former directors or secretary of the Company 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 Company or any of its subsidiaries. The indemnity was in place during the financial year ended 31 March 2025 and at the date of approval of these financial statements.

Forward looking statements

The financial information in the strategic report should be read in conjunction with the audited financial statements. Readers are cautioned that forward-looking statements are not guarantees of future performance and involve risks and uncertainties. The discussion of estimated amounts generated from the sensitivity analyses is forward-looking and also involves risks and uncertainties. Caution should be exercised in relying on these analyses. Actual results may differ materially from those in forward-looking statements.

Yell Holdco Limited

Report of the directors for the year ended 31 March 2025

Statement of directors' responsibilities in respect of the financial statements

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.

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 Group's and 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 Group's and Company's auditors are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office. In accordance with section 485 of the Companies Act 2006, a resolution proposing that it be reappointed will be put forward at a General Meeting.

On behalf of the Board:

David Anderson
Director

Date: 25 June 2025

Independent auditors’ report to the members of Yell Holdco Limited

Report on the audit of the financial statements

Opinion

In our opinion:

- Yell Holdco 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 2025 and of the Group’s 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 2025; the Group and Company only income statements, the Group statement of comprehensive income, the Group and Company only statements of changes in equity and the Group cash flow statement for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

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, as applicable to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our audit approach

Overview

Audit scope

- Yell Holdco Limited is a private company incorporated under the laws of England and Wales.
- The Group’s headquarters are in the United Kingdom, which is where Group management resides.
- We identified one reporting unit which, in our view, required a full scope audit based on its size and risk. In addition, we determined that audit procedures over certain accounts or balances were required over one further reporting unit to provide sufficient overall Group coverage of particular financial statement line items.
- In addition to the work performed over the in-scope reporting entities, additional procedures were performed by the audit engagement team over the Group consolidation, financial statement disclosures and a number of other complex items. These included external borrowings, impairment assessments, share-based payments, taxation, going concern and central adjustments recorded as part of the consolidation process.
- Reporting units where audit procedures were performed accounted for 100% of Group revenue and 100% of Group loss before tax; and 100% of Group total assets.

Independent auditors’ report to the members of Yell Holdco Limited

Report on the audit of the financial statements (continued)

Our audit approach (continued)

Overview (continued)

Key audit matters

- Provisions for impairment of trade receivables (Group)
- Valuation of defined benefit pension scheme liabilities (Group)
- Impairment of investments in subsidiaries (parent)
- Deferred tax asset valuation (Group)

Materiality

- Overall Group materiality: £960,000 (2024: £1,024,000) based on 1% of Total Revenues.
- Overall Company materiality: £709,000 (2024: £710,000) based on 3% of Total Assets.
- Performance materiality: £720,000 (2024: £768,000) (Group) and £531,750 (2024: £532,500) (Company).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

Key audit matters are those matters that, in the auditors’ professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit. Valuation of defined benefit pension scheme assets and liabilities, which was a key audit matter last year, has been updated to the liabilities portion only reflecting the progression of the pension buy out. Otherwise, the key audit matters below are consistent with last year.

Independent auditors’ report to the members of Yell Holdco Limited

Report on the audit of the financial statements (continued)

Our audit approach (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Provisions for impairment of trade receivables (Group) Refer to notes 1, 2 and 15 to the Group consolidated financial statements for the directors’ disclosure of the related accounting policies, judgements and estimates. As at 31 March 2025 the Group’s trade receivables gross balance amounted to £6.2 million (2024: £7.2 million). A provision is recorded to adjust the balance to its expected recoverable amount. The Group has a provision for impairment of trade receivables of £1.6 million (2024: £1.6 million) held at the balance sheet date. The valuation of this provision requires management to make significant assumptions when assessing the future cash flows expected to be recovered from these receivables using an expected credit loss model; including considering historical experience of customer payment behaviour, new market information and other current information available. Our audit procedures focused on the risk that the assumptions used by management could result in a material misstatement of the provision. This is a key audit matter relevant to the Group.	We focused on assessing the appropriateness of the judgements and estimates used in the Group’s calculation of the provision for impairment of trade receivables. We have: • assessed the methodology used to estimate the recoverability of trade receivables and the assumptions used by management and recalculated the valuation of the provisioning required; • tested a sample of trade receivable balances through agreement to pre year-end invoicing and post year-end cash receipt, as appropriate; • tested the accuracy of the data used in the estimation process; • reviewed the Company's sensitivity analysis and assessed the reasonableness of the results; • challenged management regarding the appropriateness of receivable provisioning by assessing recoverability with reference to subsequent cash received and the Group’s historical experience of actual trade receivable write offs; and • assessed the overall adequacy of provisions for impairment of trade receivables. Based on the evidence obtained, we concluded that management’s approach to the expected credit loss is in line with IFRS standards and that the provision for impairment of trade receivables recorded is adequate and appropriate.
Valuation of defined benefit pension scheme liabilities (Group) Refer to notes 1, 2 and 27 to the Group consolidated financial statements for the directors’ disclosures of the related accounting policies, judgements and estimates. The Group has a defined pension benefit plan in the UK with a net retirement benefit surplus of £14.1 million (2024: £13.5 million) which is significant in the context of the balance sheet of the Group. In particular, the valuation of the pension liabilities included within the net retirement benefit surplus requires significant levels of judgement and technical expertise in choosing appropriate assumptions. The assumptions used to value the pension liabilities can be found on page 52 within note 27 to the consolidated financial statements. The directors employ actuarial experts to assist them in identifying appropriate assumptions and valuing the liabilities in the scheme. We have focused on this area because changes in a number of key assumptions (particularly discount rates, mortality and inflation) can have a material impact on the calculation of the net retirement benefit surplus. This is a key audit matter relevant to the Group.	In respect of the defined benefit pension plan, we received and read the report issued to the directors by the actuary. With the assistance of our own actuarial experts, we evaluated the assumptions made in relation to the valuation of the pension liabilities. In particular, we tested the assumptions around discount rates, mortality and inflation by comparing them to our independently developed benchmarks. We noted the assumptions are at the midpoint to optimistic end of the range of assumptions that we would consider acceptable at the reporting date for schemes with similar duration. Overall, we consider the judgements taken and assumptions made by the directors to be supportable and appropriate.

Independent auditors’ report to the members of Yell Holdco Limited

Report on the audit of the financial statements (continued)

Our audit approach (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter

Impairment of investments in subsidiaries (parent)
 	
Refer to notes 1, 2 and 8 to the Company financial statements for the directors’ disclosure of the related Accounting policies, judgements and estimates.
 	
As at 31 March 2025, the Company holds investments in subsidiaries of £23.5 million (2024: £23.5 million). Management has considered the declining performance of the underlying UK trading business as a potential impairment trigger. Management has not recorded a provision for impairment in the year.
 	
Judgement is required in the impairment assessment, particularly around the methodology applied and the assumptions used within the inputs to the calculation.
 	
Management has utilised a value in use model, in testing for possible impairment of the investment in subsidiaries and amounts receivable from subsidiary undertakings, with a discounted cash flow model being used to determine the value in use of the trading subsidiary. This is a key audit matter relevant to the Company.
	We have performed the following procedures to address this key audit matter:
	
	• critically assessed management’s assessment of whether an indication of impairment exists;
	• evaluated the methodology applied by management for impairment review and assessed whether this is in line with the accounting standard;
	• assessed and challenged the key assumptions made to the inputs of the discounted cash flow model, including:
	    o Future revenue streams: we assessed the forecasted growth and compared it to historic performance as well as considering the historical accuracy of the forecasts;
	    o Expenses and capital expenditure: we considered the expenses in line with the revenue forecasts and considered the capital expenditure projections, challenging the capital investment levels included within the model in the context of the wider growth in the business;
	    o Discount rate and long term growth rate: We assessed the appropriateness of the discount rate and long term growth rate in reference to the rates applied in the prior year and the market overall. Based upon our review we concluded that management’s rate represents a prudent discount rate to discount their cash flow forecast.
	• We performed sensitivities on the key assumptions used to determine the sensitivity of any headroom; and
	• assessed the appropriateness of management’s disclosures of the valuation of the investments in the financial statements.
	
	Based on the procedures performed, we noted no material issues arising from our work.

Independent auditors' report to the members of Yell Holdco Limited

Report on the audit of the financial statements (continued)

Our audit approach (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Deferred Tax Asset valuation (Group) Refer to notes 2 and 13 to the Group consolidated financial statements for the directors' disclosure of the related Accounting policies, judgements and estimates. As at 31 March 2025, the Group has recognised deferred tax assets of £11.8 million (2024: £14.8 million) and has reported further unrecognised deferred tax assets of £99.2 million (in relation to gross temporary differences of £396.9 million). Management has assessed the recoverability of deferred tax assets, considering (i) the existence of deferred tax liabilities and (ii) the existence of forecast taxable profits, using the same forecasts and assumptions as was utilised for the purposes of testing investments in subsidiaries for impairment. Management has also considered the application of UK tax law and whether this will restrict the Group's ability to use its tax attributes. Judgement is required to determine assumptions used to model the existence of forecast taxable profits against which deferred tax assets can be utilised. This is a key audit matter relevant to the Group.	In conjunction with our tax specialists, we have performed the following procedures to address this key audit matter: • assessed management's application of relevant tax laws to the Group and how they impact the Group's ability to utilise its tax attributes; • confirmed the existence of deferred tax liabilities at 31 March 2025 against which deferred tax assets can partially be recovered; • evaluated the methodology applied and assumptions made by management in their deferred tax asset recovery model and whether this is in line with the accounting standard. In particular, we ensured consistency with underlying cash flows and assumptions used for impairment modelling (see above); • assessed the appropriateness of management's disclosures of the recoverability of deferred tax assets, including sensitivity analyses, as well as amounts not recognised in the financial statements. We concluded that management's assessment and disclosure of deferred tax asset recoverability is in line with the accounting standard.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

The Group has one centralised finance and accounting function in Reading, in the United Kingdom, which maintains and oversees all the accounting records and controls.

In establishing the overall Group audit strategy and plan, we determined the type of work that needed to be performed for each reporting units. For each reporting entity we determined whether we required an audit of their reported financial information ("full scope"). There was one reporting entity (based in the United Kingdom, which was audited by the Group Engagement Team) where a full scope audit was required as it was determined to be significant due to risk or size. In addition, we determined that audit procedures over certain accounts or balances were required over one further reporting unit to provide sufficient overall Group coverage of particular financial statement line items.

In addition to the work performed over the in-scope reporting entities, there is work performed by the Group audit engagement team. The Group consolidation, financial statement disclosures and a number of complex items, prepared by the Group finance function, were audited by the Group engagement team. These included external borrowings, impairment assessments, share-based payments, taxation, going concern and central adjustments recorded as part of the consolidation process.

Reporting units where audit procedures were performed accounted for 100% of Group revenue and 100% of Group loss before tax; and 100% of Group total assets. Our audit scope provided sufficient appropriate audit evidence as a basis for our opinion on the Group financial statements as a whole.

Independent auditors' report to the members of Yell Holdco Limited

Report on the audit of the financial statements (continued)

Our audit approach (continued)

How we tailored the audit scope (continued)

In addition to the scope of work performed on the Group, we have also performed a full scope audit on the parent company. This gave us the evidence we needed for our opinion on the financial statements as a whole.

The Company's accounting processes are performed by the head office finance team, who maintain the Company's own accounting records and controls.

All of our audit work is performed at the head office by the Group engagement team.

The impact of climate risk on our audit

As part of our audit we made enquiries of management to understand the extent of the potential impact of climate risk on the Group's and Company's financial statements, and we remained alert when performing our audit procedures for any indicators of the impact of climate risk. Our procedures did not identify any material impact as a result of climate risk on the Group's and Company's financial statements.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements - Group	**Financial statements - Company**
Overall materiality	£960,000 (2024: £1,024,000).	£709,000 (2024: £710,000).
How we determined it	1% of Total revenues	3% of Total assets
Rationale for benchmark applied	Based on the benchmarks used in the annual report, total revenue is the primary measure used by the shareholders in assessing the performance of the Group, and is a generally accepted auditing benchmark	We believe that total assets is deemed the most appropriate basis for materiality as the Company is a holding company. It does not trade and only recognises intercompany interest amounts and recharges in the income statement. The key financial performance indicator of the Company is therefore the value of its investments in the UK business, hence total asset is the appropriate benchmark

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was £708,000 - £912,000. Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2024: 75%) of overall materiality, amounting to £720,000 (2024: £768,000) for the Group financial statements and £531,750 (2024: £532,500) for the Company financial statements.

Independent auditors' report to the members of Yell Holdco Limited

Report on the audit of the financial statements (continued)

Our audit approach (continued)

Materiality (continued)

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount in the middle of our normal range was appropriate.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above £48,000 (Group audit) (2024: £51,200) and £35,450 (Company audit) (2024: £35,500) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

Our evaluation of the directors' assessment of the Group's and the Company's ability to continue to adopt the going concern basis of accounting included:

- Reviewing the disclosures within the financial statements to confirm that the going concern key assumptions are adequately disclosed by the directors;
- Holding discussions with management to understand, in qualitative terms, the expected performance of the business through to at least 30 September 2026;
- Challenging the key assumptions included in the models and cash flow forecasts, including considering mitigating factors that may be taken by management if the performance of the business is not as expected;
- Assessing the performance of the business in FY26 to the end of May 2025 in comparison to management's forecasts; and
- Performing a 'break-case' scenario that suggests that a reduction to revenue of 17% on management's base case, in the absence of further mitigating actions, would result in a lack of liquidity by September 2026. This scenario would represent a decline in revenues in both FY26 and FY27 against FY25 revenues.

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.

Independent auditors’ report to the members of Yell Holdco Limited

Report on the audit of the financial statements (continued)

Reporting on other information (continued)

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 report of the directors, 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.

Strategic report and Report of the directors

In our opinion, based on the work undertaken in the course of the audit, the information given in the strategic report and Report of the directors for the year ended 31 March 2025 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 report of the directors.

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 tax legislation and the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. 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 to enhance the financial performance and management bias in accounting estimates or judgements to manipulate results.

Independent auditors’ report to the members of Yell Holdco Limited

Report on the audit of the financial statements (continued)

Responsibilities for the financial statements and the audit (continued)

Auditors’ responsibilities for the audit of the financial statements (continued)

Audit procedures performed by the engagement team included:

- Discussions with management and internal legal counsel including consideration of known or suspected non-compliance with laws and regulations and fraud;
- Review of minutes of meetings of those charged with governance;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations and journals posted by senior management;
- Incorporating elements of unpredictability in the audit procedures performed;
- Challenging assumptions made by management in their significant accounting estimates; and
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.

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.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

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

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.

Claire Turner

Claire Turner (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Reading

25 June 2025

Yell Holdco Limited

Group income statement for the year ended 31 March 2025

£m	Note	2025	2024
Revenue	3	**96.0**	102.5
Net impairment losses on financial assets – trade receivables	15	**(2.1)**	(1.3)
Cost of sales		**(54.6)**	(57.6)
Gross profit		**39.3**	43.6
Administrative expenses		**(36.6)**	(42.1)
Operating profit	4	**2.7**	1.5
Finance income	8	**1.4**	1.9
Finance costs	8	**(6.8)**	(6.9)
Net finance costs	8	**(5.4)**	(5.0)
Loss before tax		**(2.7)**	(3.5)
Tax (charge)/credit on loss	9	**(3.3)**	3.4
Loss for the year		**(6.0)**	(0.1)

Group statement of comprehensive income for the year ended 31 March 2025

£m	Note	2025	2024
Loss for the year		**(6.0)**	(0.1)
Other comprehensive income:			
Items that will not be reclassified to profit or loss			
Net actuarial gain on defined benefit pension scheme	27	**0.4**	0.1
Tax effect of net gain not recognised in the Group income statement	9,27	**(0.1)**	-
Other comprehensive income for the year, net of tax		**0.3**	0.1
Total comprehensive expense for the year		**(5.7)**	-

The income statement and statement of comprehensive income have been prepared on the basis that all operations are continuing operations.

Yell Holdco Limited

Group statement of financial position at 31 March 2025

£m	Note	2025	2024
Non-current assets			
Intangible assets	10	**4.7**	5.7
Property, plant and equipment	11	**0.7**	0.9
Right-of-use assets	12	**3.2**	2.8
Deferred tax assets	13	**10.9**	11.4
Retirement benefit surplus	27	**14.1**	13.5
Trade and other receivables	15	**1.2**	1.3
Total non-current assets		**34.8**	35.6
Current assets			
Trade and other receivables	15	**12.2**	13.4
Cash and cash equivalents	16	**9.9**	12.5
Total current assets		**22.1**	25.9
Total assets		**56.9**	61.5
Current liabilities			
Trade and other payables	19	**(15.8)**	(16.9)
Lease liabilities	20	**(0.6)**	(1.5)
Provision for liabilities	21	**(0.7)**	(0.6)
Total current liabilities		**(17.1)**	(19.0)
Net current assets		**5.0**	6.9
Non-current liabilities			
Borrowings	18,22	**(70.8)**	(70.8)
Trade and other payables	19	**(0.4)**	(0.2)
Deferred tax liabilities	13	**(2.7)**	-
Lease liabilities	20	**(2.0)**	(1.2)
Provision for liabilities	21	**(1.0)**	(1.8)
Total non-current liabilities		**(76.9)**	(74.0)
Total liabilities		**(94.0)**	(93.0)
Net liabilities		**(37.1)**	(31.5)
Equity			
Called up share capital	23	**-**	-
Other reserves	24	**(52.4)**	(52.8)
Retained earnings		**15.3**	21.3
Total shareholders' deficit		**(37.1)**	(31.5)

The notes on pages 26 to 55 are an integral part of these financial statements. The financial statements on pages 22 to 55 were approved by the Board of Directors on 25 June 2025 and were signed on its behalf by:

Robert Hall
Director

Registered number: 12315720

Yell Holdco Limited

Group statement of changes in equity for the year ended 31 March 2025

2024	Note	Called up share capital £m	Other reserves £m	Retained earnings £m	Total shareholders' deficit £m
Balance at 1 April 2023		-	(52.8)	21.2	(31.6)
Loss for the year		-	-	(0.1)	(0.1)
Other comprehensive income for the year		-	0.1	-	0.1
Total comprehensive expense for the year		-	0.1	(0.1)	-
Share-based payments	25	-	0.1	-	0.1
Transfer to retained earnings		-	(0.2)	0.2	-
Total transactions with owners recognised directly in equity		-	(0.1)	0.2	0.1
Balance at 31 March 2024		-	(52.8)	21.3	(31.5)

2025	Note	Called up share capital £m	Other reserves £m	Retained earnings £m	Total shareholders' deficit £m
Balance at 1 April 2024		**-**	**(52.8)**	**21.3**	**(31.5)**
Loss for the year		-	-	(6.0)	(6.0)
Other comprehensive income for the year		-	0.3	-	0.3
Total comprehensive expense for the year		**-**	**0.3**	**(6.0)**	**(5.7)**
Share-based payments	25	-	0.1	-	0.1
Total transactions with owners recognised directly in equity		**-**	**0.1**	**-**	**0.1**
Balance at 31 March 2025		**-**	**(52.4)**	**15.3**	**(37.1)**

Yell Holdco Limited

Group cash flow statement for the year ended 31 March 2025

£m	Note	2025	2024
Cash flows from operating activities			
Cash generated from operating activities		**10.5**	9.3
Interest and financing fees paid		**(6.5)**	(6.5)
Interest received on bank deposits		**0.7**	1.0
Lease interest paid	20	**(0.3)**	(0.4)
Corporate income tax paid	9	**-**	(0.8)
Net cash generated from operating activities		**4.4**	2.6
Cash flows from investing activities			
Net payments for purchase of intangible assets and software		**(5.1)**	(5.7)
Net payments for purchase of property, plant and equipment		**(0.2)**	(0.2)
Redemption of financial assets at amortised cost		**-**	5.0
Net cash used by investing activities		**(5.3)**	(0.9)
Free cash flow		**(0.9)**	1.7
Cash flow from financing activities			
Repayment of lease liabilities	20	**(1.7)**	(2.0)
Net cash used by financing activities		**(1.7)**	(2.0)
Net decrease in cash and cash equivalents		**(2.6)**	(0.3)
Cash and cash equivalents at the beginning of the year		**12.5**	12.8
Cash and cash equivalents at the end of the year	16	**9.9**	12.5

£m	Note	2025	2024
Loss for the year		**(6.0)**	(0.1)
Adjustments for:			
Tax charge/(credit)	9	**3.3**	(3.4)
Finance income	8	**(1.4)**	(1.9)
Finance costs	8	**6.8**	6.9
Depreciation of property, plant and equipment	4,11	**0.3**	0.8
Depreciation of right-of-use assets	4,12	**1.7**	1.4
Profit on release of dilapidations provision		**(0.3)**	-
Amortisation of intangible assets	4,10	**6.0**	6.6
Share-based payments charge	6,25	**0.3**	0.3
Changes in working capital:			
Decrease/(increase) in trade and other receivables		**1.2**	(0.1)
Decrease in trade and other payables		**(1.4)**	(1.2)
Cash generated from operating activities		**10.5**	9.3

Yell Holdco Limited

Notes to the consolidated financial statements for the year ended 31 March 2025

1. Basis of preparation and consolidation and material accounting policies

Entity information

The Company is a private company, limited by shares and registered in England and Wales under registration number 12315720. Its registered office is Davidson House, The Forbury, Reading, RG1 3EU.

Basis of preparation of financial statements

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 and in accordance with the Companies Act 2006 as applicable to companies using IFRS.

In preparing these financial statements, the Group 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. The financial statements are prepared in British Pounds Sterling, which is the functional currency of the Group.

The Group financial statements consolidate the financial statements of the Company and all subsidiaries for the year ended 31 March 2025. Details of subsidiary undertakings at the year-end, all of which are unlisted, are shown in note 14 to the consolidated financial statements. The Senior Secured Notes issued by the Company's subsidiary undertaking, Yell Bondco plc, are listed on The International Stock Exchange.

In accordance with IFRS 1, the Group has measured its assets and liabilities at the same amounts in both its consolidated and separate financial statements, and the financial statements of its subsidiaries, after adjusting for consolidation and equity accounting adjustments and for the effects of any business combination in which the entity acquired its subsidiary undertakings. All 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.

Going concern

The Group has £70.8m of Senior Secured Notes at 31 March 2025. The Senior Secured Notes are not subject to any financial ratio maintenance covenants and are secured on the assets of Owl Finance Limited and its subsidiaries. Owl Finance Limited and its subsidiaries are guarantors of the Senior Secured Notes. The Company is excluded as a guarantor of the Senior Secured Notes, and the Senior Secured Notes are not secured on the assets of the Company.

Management have modelled a severe but plausible downside scenario in which business performance fails to improve and revenue growth is not achieved. In this scenario, the Group would not default on interest payments on the Senior Secured Notes and would retain sufficient liquidity to meet all its financial obligations for at least eighteen months from the statement of financial position date.

The directors of the Group have considered the risks set out above 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. The directors have concluded that the Group and Company expects to have sufficient liquidity to meet its liabilities as they fall due for at least twelve months.

Consequently, the directors have concluded that the going concern basis of accounting remains appropriate and that the financial statements do not require the adjustments that would result if the Company were unable to continue as a going concern.

Material accounting policies

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

1. Basis of preparation and consolidation and material accounting policies (continued)

a. Revenue

Revenue is measured based on the consideration specified in a contract with a customer and is recognised net of discounts, rebates, refunds and VAT. Revenue is recognised either at the point in time a performance obligation has been satisfied, or over time as control of the product or service associated with the performance obligation is transferred to the customer.

Contracts are typically short-term in nature and do not include any significant financing components. The Group is paid in advance and in arrears for its services and invoices are typically payable within 10 to 90 days. The Group has applied the practical expedient permitted by IFRS 15 “Revenue from Contracts with Customers” to not disclose the transaction price allocated to performance obligations unsatisfied or partially unsatisfied as of the end of the reporting period as contracts typically have an original expected duration of a year or less.

Where performance obligations have been satisfied and the recorded turnover exceeds amounts invoiced to customers, the excess amounts are classified as accrued income and are considered contract assets. Accrued income is transferred to trade receivables when the right to consideration is unconditional and billed per the terms of the contractual agreement. Where amounts invoiced to customers exceed recorded turnover, because performance obligations have not yet been satisfied, the excess amounts are classified as deferred income and are considered contract liabilities.

Revenue principally represents the amounts receivable from customers for advertising on the Yell platform, from the provision of other digital marketing services and Solutions. The different types of services offered to customers along with the nature and timing of satisfaction of performance obligations are set out as follows:

Yell platform revenue

Customers pay a subscription fee to have their business included on Yell’s online platform. Revenue is recognised in accordance with the performance obligations which are recognised over time for Yell platform revenue, as long as the customer continues to be listed on the platform. Revenue is principally billed as a monthly subscription package and customers have the option to enhance their presence on the Yell platform through purchasing additional services, which are recognised as distinct performance obligations. These obligations are recognised over time as long as the customer continues to benefit from the enhanced exposure on the platform.

Digital marketing services revenue

Websites

The Group recognises revenue from customers for designing and building websites including e-commerce sites under fixed price contracts, and revenue is recognised at the point in time of delivery. The associated performance obligation is satisfied when the site is successfully delivered to the customer. Any hosting or maintenance of the websites along with other after-sales support services are recognised as distinct performance obligations to the initial design, and these performance obligations are consumed and recognised over time.

Other digital marketing services

The Group recognises revenue from customers for other digital marketing services such as Paid Media and SEO. Revenue typically comprises of fixed priced contracts, which have performance obligations that are consumed and recognised over time.

Solutions

Solutions is a unique fully managed digital advertising and marketing service tailored to customers’ specific business needs, each Solution contains multiple features which work together to deliver the maximum value for customers. The Group recognises revenue for Solutions over time as the associated performance obligations are consumed and recognised over time.

1. Basis of preparation and consolidation and material accounting policies (continued)

b. Cost of sales

Cost of sales comprises the costs in developing the products and services for sale which are recognised as the costs are incurred. Provisions for impairment of trade receivables are 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.

An effective interest rate basis is used for the amortisation of issue costs, the interest rate, and the fair value discount on the consideration. These are charged to the income as finance costs, either over the term of the borrowings, over a shorter period where the lender can require earlier repayment, or immediately upon extinguishment of the debt to which they relate. Any issue costs or fair value discounts related to a substantial modification of the debt are recognised immediately within finance costs.

e. Intangible assets

On the acquisition of a business, fair values are attributed to the assets and liabilities acquired, except where the acquisition involves the combination of entities under common control (see below). These net assets may include software development costs, brand names, non-compete agreements, contracts, customer commitments and customer lists, all of which are recorded as intangible assets and held at cost less accumulated amortisation. Where an acquisition involves entities under common control, assets and liabilities are recorded at their previous carrying value and no fair value adjustments made. No new goodwill is recorded and the difference between the cost of investment and the acquiree's equity is presented within retained earnings, on consolidation.

Software, including internally developed software, is amortised on a straight-line basis over its useful economic life, which does not generally exceed two years. The amortisation period and method are reviewed and adjusted, if appropriate, at each reporting date. Amortisation is charged to administrative expenses in the income statement.

Internally developed software, that is capitalised, includes the software development employee costs and an appropriate portion of overheads, where the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Assets under construction are amortised when the assets are available for use.

f. Property, plant and equipment

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

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

1. Basis of preparation and consolidation and material accounting policies (continued)

f. Property, plant and equipment (continued)

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

Leasehold improvements	5 years or life of lease if less than 5 years
Office equipment	2 to 6 years

g. Right-of-use assets

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

h. Impairment of non-financial assets

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 net discounted cash flows 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:

- first, to reduce the carrying amount of any goodwill allocated to the “CGU”;
- then, to reduce the carrying amount of any intangible assets allocated to the CGU; and
- 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.

i. Leases

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

j. 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.

1. Basis of preparation and consolidation and material accounting policies (continued)

j. Trade and other receivables (continued)

The loss is recognised in cost of sales or against revenue, depending on the nature of the loss. Variable costs incurred in acquiring and retaining a customer contract (primarily sales commissions and associated employer taxes) are included in prepayments and spread over the life of that contract.

k. Financial assets and liabilities

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.

l. 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.

m. 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.

n. 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”. The Group operated a defined benefit pension scheme for its employees employed before 1 October 2001 (“UKPP”), but that was closed to future accrual from 31 March 2011. The Group also offers membership to a defined contribution scheme to its employees.

All pension schemes are independent of the Group’s finances. Actuarial valuations of the UKPP are 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 review the continuing appropriateness of the contribution rates. See note 27 for a description of the associated risks.

The Group statement of financial position includes 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 reports a surplus as an asset if the requirements of IFRIC 14 “The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction” and any statutory requirements are satisfied. The terms of the trust specify 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 will be paid to the employers.

The cost of benefits accruing during the year in respect of current and past service is charged against operating profit. The expected return on the scheme’s assets and the increase in the present value of the scheme’s liabilities arising from the passage of time are included in other finance costs or income. Actuarial gains and losses on the pension scheme are recognised immediately in the Group statement of comprehensive income. Payments to the Group’s defined contribution scheme are charged to the income statement as incurred.

o. 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 and cash rights transferring to the individuals. Where the beneficiaries of the awards issued by the Group are employees of a parent company, a share-based payment distribution is recorded for accounting purposes.

1. Basis of preparation and consolidation and material accounting policies (continued)

p. Current and deferred tax

The current tax charge is the amount of income tax payable in respect of the taxable result 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 on the basis of 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 reporting 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.

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. In assessing the availability of future profits the Group uses forecasts consistent with those used for asset impairment testing and going concern purposes.

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.

q. Exceptionals

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.

r. Borrowings

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

s. 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 2025 that have a material impact on the Group’s financial statements.

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

2. Critical accounting estimates and judgements

In preparing the consolidated financial statements, management has made its 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 above. The Group considers the following to be a description of the most significant estimates, which require management to make subjective and complex judgements or matters that are inherently uncertain.

2. 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. A receivable is written off against the provision when it is believed to be 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. See note 15 for further details and sensitivity analysis.

Pension assets

The Group maintains the UKPP for UK employees employed before 1 October 2001. The trustees of the UKPP are required to act in the best interest of its beneficiaries. The appointment of trustees to the UKPP is determined by Yell Limited in accordance with the UKPP's trust documentation, as modified by UK statute. An independent professional trustee and two other trustees are appointed by Yell Limited. Two further trustees are nominated by the UKPP membership.

In September 2022, the UKPP trustees completed a transaction to secure the remaining uninsured pension liabilities by way of a bulk annuity with PIC.

The value of the bulk annuity contract as at the reporting date has been determined with reference to the value of the underlying IAS 19 liabilities. The asset value has been adjusted down by £0.9m for some small items where the bulk annuity policy does not yet precisely match the UKPP benefits.

In terms agreed between Yell Limited and the UKPP trustees prior to the transaction, it was specified that any surplus would be returned to Yell Limited should the UKPP buy-in contract be converted into a buyout and the UKPP subsequently wound up. Therefore, a surplus has been recognised at the reporting date. This surplus is comprised of a small amount of residual assets in the liquidity fund and cash held in the trustee bank account. See note 27.

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 is dependent on the selection of assumptions that its actuaries use in calculating such amounts. These assumptions include, amongst others, expected mortality rates of scheme members, the rate at which future pension payments are discounted to the statement of financial position date, and inflation expectations.

Differences in the Group's actual experience or changes in its assumptions can materially affect the amount of reported future pension obligations and future valuation adjustments in the statement of comprehensive income. The Group seeks expert actuarial advice in setting its assumptions. Sensitivity analysis may be found in note 27.

As the vast majority of the UKPP liabilities are now covered with a matching bulk annuity policy, any changes in corporate bond yields, longevity and inflation expectations in respect of those liabilities are offset by changes to the value of the bulk annuity contract. The Group's defined contribution scheme is 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.

The Group recognises deferred tax assets and liabilities arising from timing differences where it has a taxable benefit or obligation in the future as a result of past events. 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 recorded, then the Group would increase or decrease the deferred tax asset / liability as appropriate in the period such determination was made.

2. Critical accounting estimates and judgements (continued)

Tax (continued)

Deferred tax assets are recognised to the extent that the realisation of the related tax benefit is probable through the reversal of deferred tax liabilities and forecast future taxable profits, see note 13. The Group evaluates its deferred tax recognition annually and the amounts recognised have been determined based on probable future forecast profits. The Group has updated its assumptions as at 31 March 2025, reflecting the latest forecast profits. The forecast includes the same inputs as used in the assessment of going concern and the calculation of the impairment of investments in subsidiary undertakings as described in note 2 of the Company only financial statements.

In the current year, £5.6m (2024: £nil) of trading losses were deemed not recoverable, see note 13. Management have performed a sensitivity analysis reflecting a 0% cumulative annual growth rate in revenue which would result in an additional deferred tax derecognition of £5.4m, reducing net deferred tax assets from £8.2m to £2.8m.

3. Revenue

£m	**2025**	2024
Analysis of revenue by category:		
Yell platform	**41.3**	51.8
Digital marketing services	**41.7**	50.2
Solutions	**13.0**	0.5
Total revenue	**96.0**	102.5

All revenue is generated from sales to customers based in the United Kingdom and is predominantly recognised over time. The Group's contracts with customers are of one year or less and accordingly performance obligations are expected to be satisfied within twelve months.

4. Operating profit

Operating profit is stated after (charging)/crediting:

£m	Note	**2025**	2024
Staff costs (excluding exceptional severance costs)		**(43.8)**	(45.0)
Exceptional items	7	**(1.9)**	(1.7)
Third party direct costs		**(23.0)**	(25.2)
Amortisation of intangible assets	10	**(6.0)**	(6.6)
Depreciation of property, plant and equipment	11	**(0.3)**	(0.8)
Depreciation of right-of-use assets	12	**(1.7)**	(1.4)
Profit on release of dilapidations provision		**0.3**	-
Expected credit loss charge	15	**(2.1)**	(1.3)
R&D tax credit		**0.6**	0.6

Variable costs incurred in acquiring and retaining a customer contract (primarily sales commissions and associated employer taxes) are spread over the life of that contract. The movement in relation to the deferral of such costs, included within prepayments (see note 15), and the amounts expensed during the year are as follows:

Deferred variable costs	**2025**	**2025**	**2025**	2024	2024	2024
£m	**Less than one year**	**Greater than one year**	**Total**	Less than one year	Greater than one year	Total
At 1 April	**3.2**	**0.9**	**4.1**	3.3	1.2	4.5
Amounts deferred during the year	**3.1**	**1.9**	**5.0**	2.5	1.6	4.1
Amounts amortised during the year	**(2.8)**	**(1.8)**	**(4.6)**	(2.6)	(1.9)	(4.5)
At 31 March	**3.5**	**1.0**	**4.5**	3.2	0.9	4.1

Notes to the consolidated financial statements for the year ended 31 March 2025 (continued)

5. Auditors' remuneration

£m	2025	2024
Fees payable for the audit of the financial statements of the Group and Company (a)	**0.2**	0.2
Audits of the financial statements of the Company's subsidiaries	**0.2**	0.2
Total auditors' remuneration	**0.4**	0.4

(a) The fee payable to the Group's auditors for the statutory audit of the Group and Company annual financial statements totalled £224,000 (2024: £228,000).

The fee payable to the Group's auditors for non-audit services totalled £nil (2024: £6,000).

6. Employees

All employees in the Group are employed in the UK. The average monthly number of persons (including executive directors) employed by the Group during the year was:

	2025	2024
By activity:		
Marketing and sales	**656**	670
Production	**3**	3
Administrative	**192**	221
Total	**851**	894

Staff costs for the Group during the year (including executive directors):

£m	2025	2024
Wages and salaries	**39.6**	40.9
Social security costs	**4.4**	4.4
Other pension costs	**1.9**	1.9
Redundancy costs	**0.5**	0.4
Share-based payments	**0.3**	0.3
	46.7	47.9
Amounts capitalised to intangible assets	**(2.4)**	(2.5)
Total staff costs	**44.3**	45.4

7. Exceptional items

£m	2025	2024
Redundancy costs	**0.6**	0.4
Cloud computing configuration and customisation costs	**0.8**	0.7
Pension administrative costs	**0.5**	0.6
Pension consultancy costs	**0.3**	-
Release of dilapidations provision	**(0.3)**	-
Total exceptional expense	**1.9**	1.7

Notes to the consolidated financial statements for the year ended 31 March 2025 (continued)

8. Net finance costs

£m	Note	2025	2024
Interest income on bank deposits		**0.7**	1.3
Net finance income on retirement benefit obligations	27	**0.7**	0.6
Total finance income		**1.4**	1.9
Interest expense on 8.75% Senior Secured Notes		**(6.2)**	(6.2)
Interest on lease liabilities		**(0.3)**	(0.5)
Other bank charges		**(0.3)**	(0.2)
Total finance costs		**(6.8)**	(6.9)
Net finance costs		**(5.4)**	(5.0)

9. Tax (charge)/credit on loss

Tax (charge)/credit included in the income statement:

£m	2025	2024
Deferred tax:		
Current year (charge)/credit	**(1.0)**	0.3
Deferred tax assets (not recognised)/re-recognised on net operating losses	**(2.1)**	3.1
Adjustments in respect of prior years	**(0.2)**	-
Total deferred tax (charge)/credit	**(3.3)**	3.4
Tax (charge)/credit on loss	**(3.3)**	3.4

Tax charged directly to other comprehensive income (“OCI”) is as follows:

£m	Note	2025	2024
Deferred tax charge on actuarial gain		**(0.1)**	-
Tax charged directly to OCI	27	**(0.1)**	-

The tax charge (2024: credit) for the year is lower (2024: higher) than the standard rate of corporation tax in the UK of 25% (2024: 25%). The differences are explained below:

£m	2025	2024
Loss before tax	**(2.7)**	(3.5)
Loss before tax multiplied by the standard rate of corporation tax in the UK of 25% (2024: 25%)	**0.7**	0.9
Effects of:		
Deferred tax assets (not recognised)/re-recognised on net operating losses	**(3.2)**	3.1
Deferred tax assets not recognised on restricted interest expenses	**(0.8)**	(0.7)
Other non-taxable items	**0.2**	0.1
Adjustments in respect of prior years	**(0.2)**	-
Tax (charge)/credit on loss	**(3.3)**	3.4

The calculation of the Group’s total tax (charge)/credit involves consideration of certain items whose tax treatment cannot be ultimately determined until final resolution has been reached through negotiation with the relevant tax authorities. In the prior year the Group settled a long-standing dispute with HM Revenue & Customs in respect of open tax years that had not been agreed with UK tax authorities and made a payment of £0.8m in full and final settlement for all open tax years.

Notes to the consolidated financial statements for the year ended 31 March 2025 (continued)

10. Intangible assets

£m	Brand names	Software costs	Total
Cost			
Balance at 1 April 2023	3.6	49.5	53.1
Additions	-	6.0	6.0
Disposals	-	(1.4)	(1.4)
Total cost at 31 March 2024	3.6	54.1	57.7
Accumulated amortisation			
Balance at 1 April 2023	(3.6)	(43.2)	(46.8)
Charge for the year	-	(6.6)	(6.6)
Disposals	-	1.4	1.4
Total amortisation at 31 March 2024	(3.6)	(48.4)	(52.0)
Net book value at 31 March 2024	-	5.7	5.7
Cost			
Balance at 1 April 2024	3.6	54.1	57.7
Additions	-	5.0	5.0
Disposals	-	(2.0)	(2.0)
Total cost at 31 March 2025	**3.6**	**57.1**	**60.7**
Accumulated amortisation			
Balance at 1 April 2024	(3.6)	(48.4)	(52.0)
Charge for the year	-	(6.0)	(6.0)
Disposals	-	2.0	2.0
Total amortisation at 31 March 2025	**(3.6)**	**(52.4)**	**(56.0)**
Net book value at 31 March 2025	**-**	**4.7**	**4.7**

Assets under construction with a net book value of £0.6m (2024: £0.8m) are included within software costs.

Notes to the consolidated financial statements for the year ended 31 March 2025 (continued)

11. Property, plant and equipment

£m	Leasehold improvements	Office equipment	Total
Cost			
Balance at 1 April 2023	2.8	3.4	6.2
Additions	-	0.3	0.3
Transfers to right-of-use assets*	(0.8)	-	(0.8)
Disposals	-	(1.7)	(1.7)
Total cost at 31 March 2024	2.0	2.0	4.0
Accumulated depreciation			
Balance at 1 April 2023	(2.6)	(2.0)	(4.6)
Depreciation charge for the year	-	(0.8)	(0.8)
Transfers to right-of-use assets*	0.6	-	0.6
Disposals	-	1.7	1.7
Total depreciation at 31 March 2024	(2.0)	(1.1)	(3.1)
Net book value at 31 March 2024	-	0.9	0.9
Cost			
Balance at 1 April 2024	2.0	2.0	4.0
Additions	-	0.1	0.1
Disposals	(0.5)	(1.0)	(1.5)
Total cost at 31 March 2025	**1.5**	**1.1**	**2.6**
Accumulated depreciation			
Balance at 1 April 2024	(2.0)	(1.1)	(3.1)
Depreciation charge for the year	-	(0.3)	(0.3)
Disposals	0.5	1.0	1.5
Total depreciation at 31 March 2025	**(1.5)**	**(0.4)**	**(1.9)**
Net book value at 31 March 2025	**-**	**0.7**	**0.7**

*Transfers to right-of-use assets relate to office dilapidations previously classified within leasehold improvements.

12. Right-of-use assets

£m	Right-of-use assets: property	Right-of-use assets: motor vehicles	Right-of-use assets: other	Total
Cost				
Balance at 1 April 2023	6.3	0.4	0.8	7.5
Additions	0.8	-	0.5	1.3
Transfers from property, plant and equipment*	0.8	-	-	0.8
Disposals	-	-	(0.8)	(0.8)
Total cost at 31 March 2024	7.9	0.4	0.5	8.8
Accumulated depreciation				
Balance at 1 April 2023	(4.0)	(0.3)	(0.5)	(4.8)
Depreciation charge for the year	(0.9)	-	(0.5)	(1.4)
Transfers from property, plant and equipment*	(0.6)	-	-	(0.6)
Disposals	-	-	0.8	0.8
Total depreciation at 31 March 2024	(5.5)	(0.3)	(0.2)	(6.0)
Net book value at 31 March 2024	2.4	0.1	0.3	2.8
Cost				
Balance at 1 April 2024	7.9	0.4	0.5	8.8
Additions	0.9	0.1	1.1	2.1
Disposals	(1.5)	-	(0.5)	(2.0)
Total cost at 31 March 2025	**7.3**	**0.5**	**1.1**	**8.9**
Accumulated depreciation				
Balance at 1 April 2024	(5.5)	(0.3)	(0.2)	(6.0)
Depreciation charge for the year	(1.1)	(0.1)	(0.5)	(1.7)
Disposals	1.5	-	0.5	2.0
Total depreciation at 31 March 2025	**(5.1)**	**(0.4)**	**(0.2)**	**(5.7)**
Net book value at 31 March 2025	**2.2**	**0.1**	**0.9**	**3.2**

* Transfers from property, plant and equipment relate to office dilapidations previously classified within leasehold improvements.

13. Deferred tax

The presentation of deferred tax assets and deferred tax liabilities in the statement of financial position sets off deferred tax liabilities against deferred tax assets where they relate to the same taxable entity, and to income taxes levied by the same tax authority for which the Group has a legally enforceable right to set off current tax liabilities against current tax assets.

This note presents the deferred tax asset of £10.9m and the deferred tax liability of £2.7m on the statement of financial position offset, resulting in a net deferred tax asset of £8.2m as detailed below.

Notes to the consolidated financial statements for the year ended 31 March 2025 (continued)

13. Deferred tax (continued)

£m	**At 1 April 2024**	**Charge to income statement**	**Charge to OCI**	**Transfer from corporate income tax receivable**	**At 31 March 2025**
Tax losses	11.8	(2.9)	-	-	8.9
Accelerated tax depreciation	1.8	(0.2)	-	-	1.6
Provisions	0.5	-	-	-	0.5
R&D tax credits	0.2	-	-	0.2	0.4
Goodwill	0.5	(0.1)	-	-	0.4
Defined benefit pensions	(3.4)	(0.1)	(0.1)	-	(3.6)
Total	**11.4**	**(3.3)**	**(0.1)**	**0.2**	**8.2**

£m	At 1 April 2023	Credit/ (charge) to income statement	Charge to OCI	Transfer from corporate income tax receivable	At 31 March 2024
Tax losses	7.9	3.9	-	-	11.8
Accelerated tax depreciation	2.1	(0.3)	-	-	1.8
Provisions	0.6	(0.1)	-	-	0.5
R&D tax credits	0.1	-	-	0.1	0.2
Goodwill	0.5	-	-	-	0.5
Defined benefit pensions	(3.3)	(0.1)	-	-	(3.4)
Total	7.9	3.4	-	0.1	11.4

The Group did not recognise a deferred tax asset on the following tax attributes as it is probable that these assets will not be recovered within the foreseeable future.

£m	**At 31 March 2025**	At 31 March 2024
Non-trading losses carried forward	**299.6**	293.1
Restricted interest expense	**90.5**	86.3
Trading losses carried forward	**5.6**	-
Capital losses carried forward	**1.2**	1.2

The tax attributes may be carried forward indefinitely but cannot be accessed by the reversal of deferred tax liabilities or current financial forecasts. Restricted interest expense includes £79.0m (2024: £79.0m) relating to the period when the Group formed part of the Corporate Interest Restriction group headed by Yell Group Limited. As a result of the restructuring on 30 March 2022 the Group will no longer be able to benefit from this amount of the restricted interest expense tax attribute.

Notes to the consolidated financial statements for the year ended 31 March 2025 (continued)

14. Subsidiary undertakings

With the exception of Owl Finance Limited, in which the Company holds 100% of the ordinary share capital, all companies listed below are held indirectly. Details of subsidiary undertakings at 31 March 2025, all of which are unlisted, are as follows:

Name of undertaking	Countries of incorporation	Nature of business	Ownership interest (%)
Owl Finance Limited	United Kingdom	Finance and holding company	100
YH Limited	United Kingdom	Finance and holding company	100
Yell Bondco plc	United Kingdom	Finance company	100
Yell Limited	United Kingdom	Digital marketing services	100
Yell Sales Limited	United Kingdom	Sale of digital marketing and support services	100
Yell Studio Limited	United Kingdom	Graphic design	100
Yell Mediaworks Limited	United Kingdom	Dormant	100

All subsidiary undertakings have been consolidated on a coterminous year end basis. The registered office of all subsidiaries incorporated in the United Kingdom is Davidson House, The Forbury, Reading, RG1 3EU.

For the financial year ended 31 March 2025 the Company provided a parental guarantee, whereby the following wholly-owned indirect subsidiaries of the Company were entitled to exemption from audit under section 479A of the Companies Act 2006.

Name of undertaking	Registered number
Owl Finance Limited	10277047
YH Limited	04193755

15. Trade and other receivables

£m	Note	2025	2024
Amounts falling due within one year			
Gross trade receivables		**6.2**	7.2
Less: provision for expected credit loss		**(1.6)**	(1.6)
Net trade receivables		**4.6**	5.6
Other receivables		**0.6**	0.5
Accrued income		**0.6**	0.7
Amounts owed by related parties	28	**0.1**	0.1
Total financial assets other than cash and cash equivalents classified as loans and receivables:		**5.9**	6.9
Prepayments		**6.3**	6.5
Total amounts falling due within one year		**12.2**	13.4
Amounts falling due after more than one year			
Other receivables		**0.2**	0.4
Total financial assets other than cash and cash equivalents classified as loans and receivables:		**0.2**	0.4
Prepayments		**1.0**	0.9
Total amounts falling due after more than one year		**1.2**	1.3
Total trade and other receivables		**13.4**	14.7

Trade receivables are non-interest bearing and generally have terms between 10 days and 90 days. Due to their short maturities and the non-interest bearing nature of these financial assets, the fair value of trade receivables approximates book value.

Notes to the consolidated financial statements for the year ended 31 March 2025 (continued)

15. Trade and other receivables (continued)

Concentrations of credit risk with respect to trade receivables are limited due to the Group's customer base being large and unrelated. Furthermore, all customers are subject to credit assessment at the point of sale. Those customers that do not meet the credit requirements are required to pay in advance for their services. The Group does not hold any collateral as security. If the expected credit loss increases or decreases by 10%, the incremental change to the profit and loss is £0.2m (2024: £0.1m).

Prepayments falling due within and after more than one year include amounts in respect of prepaid commissions. Other receivables falling due after more than one year comprise deposits made to financial institutions to facilitate the collection of payments made by customers using credit or debit cards. The carrying amounts of trade and other receivables are all denominated in British Pounds Sterling.

The carrying amounts of the Group's trade receivables are stated after deducting a provision for expected credit loss. The movement in the provision for expected credit loss was as follows:

£m	**2025**	2024
Balance at 1 April	**(1.6)**	(2.3)
Charged to income statement - revenue	**(0.7)**	(0.7)
Charged to income statement - expenses	**(2.1)**	(1.3)
Utilised	**2.8**	2.7
Balance at 31 March	**(1.6)**	(1.6)

Expected credit loss recognised against revenue relates to an allowance for subsequent credits to customers against existing revenue that has been previously invoiced.

Expected credit loss recognised against expenses relates to the 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.

The Group considers that default has occurred when receivables are more than 90 days past due and recognise a provision of 100%. Trade receivables are written off when there is no reasonable expectation of recovery and completion of collection processes designed locally to collect monies from slow payers.

The ageing analysis of trade receivables at 31 March 2025 is as follows:

£m	**Gross**	**Provision**	**Net**
Not past due	**4.6**	**(0.2)**	**4.4**
Up to one month past due	**0.3**	**(0.2)**	**0.1**
One to three months past due	**0.4**	**(0.3)**	**0.1**
Over three months past due	**0.9**	**(0.9)**	**-**
Total	**6.2**	**(1.6)**	**4.6**

The ageing analysis of trade receivables at 31 March 2024 was as follows:

£m	**Gross**	**Provision**	**Net**
Not past due	5.7	(0.3)	5.4
Up to one month past due	0.3	(0.2)	0.1
One to three months past due	0.5	(0.4)	0.1
Over three months past due	0.7	(0.7)	-
Total	7.2	(1.6)	5.6

16. Cash and cash equivalents

Cash and cash equivalents:

£m	**2025**	2024
Cash at bank and in hand	**0.3**	-
Short-term deposits	**9.6**	12.5
Total	**9.9**	12.5

16. Cash and cash equivalents (continued)

Credit quality of cash and cash equivalents based on external credit ratings at 31 March 2025 was:

£m	Aa3	A+	Total
British Pounds Sterling	**9.6**	**0.3**	**9.9**
Total	**9.6**	**0.3**	**9.9**

Credit quality of cash and cash equivalents based on external credit ratings at 31 March 2024 was:

£m	Aa3	A+	Total
British Pounds Sterling	-	12.5	12.5
Total	-	12.5	12.5

17. 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 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 borrowings and deposits.

Financial instruments analysis

At 31 March 2025, the Group's outstanding long-term debt was £70.8m (2024: £70.8m) of sterling denominated Senior Secured Notes with a fixed interest rate of 8.75% (2024: 8.75%).

There were no hedging arrangements at 31 March 2025 or 31 March 2024.

See note 18, financial instruments for details of the currency profile, interest rate risk and liquidity risk and note 15, trade and other receivables, for details of credit risk.

Liquidity and funding

The Group is contractually obliged to use between 25% and 75% of net cash flow, depending on leverage, to repay the Senior Secured Notes subject to a minimum threshold below which no repayment is required. Net cash flow in the year ended 31 March 2025 and 31 March 2024 was below this minimum threshold and therefore no mandatory repayment of the notes was required.

The Group has a £5m uncommitted overdraft facility with Barclays Bank plc. The facility ranks pari passu with the Senior Secured Notes, it does not include any financial covenants and was undrawn at 31 March 2025.

17. Risk management (continued)

UK defined benefit pension plan

The Group is required to agree its contributions to the UK defined benefit pension plan with the trustees based on actuarial advice. Such agreement must be reached in a way that complies with the UK Pensions Regulator's "Scheme Specific Funding" guidance. Any failure to agree would result in the intervention of the Pensions Regulator and, possibly, an imposed settlement. Following agreement of the full actuarial valuation of the scheme at 5 April 2021 the trustees, directors and management have agreed that no further funding is necessary to satisfy pension obligations at this time. Further information on the risks associated with the UK defined benefit pension plan can be found in note 27.

18. Financial instruments

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

2025 **£m**	**Loans and receivables**	**Amortised cost loans and other liabilities**	**Total book value**	**Total fair value**
Assets				
Cash and cash equivalents	9.9	-	9.9	9.9
Trade and other receivables	6.1	-	6.1	6.1
Total financial assets	**16.0**	**-**	**16.0**	**16.0**
Liabilities				
Trade and other payables	-	(13.8)	(13.8)	(13.8)
Long-term borrowings	-	(70.8)	(70.8)	(68.7)
Total financial liabilities	**-**	**(84.6)**	**(84.6)**	**(82.5)**

2024 £m	Loans and receivables	Amortised cost loans and other liabilities	Total book value	Total fair value
Assets				
Cash and cash equivalents	12.5	-	12.5	12.5
Trade and other receivables	7.3	-	7.3	7.3
Total financial assets	19.8	-	19.8	19.8
Liabilities				
Trade and other payables	-	(14.6)	(14.6)	(14.6)
Long-term borrowings	-	(70.8)	(70.8)	(69.4)
Total financial liabilities	-	(85.4)	(85.4)	(84.0)

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.

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

There are no derivative financial instruments in place at 31 March 2025 (2024: none). Detail on the Group's accounting for financial instruments is included in material accounting policies on pages 26 to 31.

Notes to the consolidated financial statements for the year ended 31 March 2025 (continued)

18. Financial instruments (continued)

Currency profile and interest rate risk

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

2025 **£m**	**Financial assets floating rate**	**Financial liabilities fixed or capped rate**	**Net financial liabilities**
Sterling	9.9	(70.8)	(60.9)
Total	**9.9**	**(70.8)**	**(60.9)**

2024 £m	Financial assets floating rate	Financial liabilities fixed or capped rate	Net financial liabilities
Sterling	12.5	(70.8)	(58.3)
Total	12.5	(70.8)	(58.3)

Details regarding the credit quality of financial assets are given in notes 15 and 16.

The following table analyses the contractual undiscounted cash flows payable as well as the face value, carrying value and fair value of Group borrowings, excluding lease liabilities at the date of the statement of financial position. All contractual payments are in British Pounds Sterling and have a fixed rate of interest. An analysis of the commitments relating to lease liabilities is given in note 20.

Contractual flows in respect of interest payments are calculated using interest rates applicable at the date of the statement of financial position. The Senior Secured Notes are secured on the Group's UK business (see note 22). The Group also has short-term receivables and payables that arise in the normal course of business and these are not included in the following table. Any cash flows based on floating rate interest are based on interest rates prevailing at 31 March in the relevant year.

2025 **£m**	**Due within one year**	**Due between one and four years**	**Total amounts owed**	**Nominal value of net debt**	**Carrying value**	**Fair value (b)**
8.75% Senior Secured Notes	-	70.8	70.8	70.8	70.8	68.7
Total loans and other borrowings	**-**	**70.8**	**70.8**	**70.8**	**70.8**	**68.7**
Fixed rate interest (a)	6.2	6.2	12.4			
Total Payments	**6.2**	**77.0**	**83.2**			

(a) Interest payments are calculated based upon the outstanding face value of the debt at 31 March 2025.

(b) The fair value of the Senior Secured Notes, which are listed on The International Stock Exchange, is based on quoted market prices at the end of the reporting period in accordance with level 1 of the fair value hierarchy. The carrying value of the notes is based on the par value at the point of modification in March 2022 (see note 22).

2024 £m	Due within one year	Due between one and four years	Total amounts owed	Nominal value of net debt	Carrying value	Fair value
8.75% Senior Secured Notes	-	70.8	70.8	70.8	70.8	69.4
Total loans and other borrowings	-	70.8	70.8	70.8	70.8	69.4
Fixed rate interest	6.2	12.4	18.6			
Total Payments	6.2	83.2	89.4			

Notes to the consolidated financial statements for the year ended 31 March 2025 (continued)

19. Trade and other payables

£m	Note	2025	2024
Amounts falling due within one year			
Trade payables		**1.5**	1.1
Other tax and social security		**3.4**	3.7
Accruals		**8.5**	9.6
Total financial liabilities excluding loans and borrowings classified as financial liabilities measured at amortised cost		**13.4**	14.4
Deferred income		**2.4**	2.5
Total amounts falling due within one year		**15.8**	16.9
Amounts falling due after more than one year			
Share-based payment liability	25	**0.4**	0.2
Total financial liabilities excluding loans and borrowings classified as financial liabilities measured at amortised cost		**0.4**	0.2
Total amounts falling due after more than one year		**0.4**	0.2
Total trade and other payables		**16.2**	17.1

Deferred income at 31 March 2024 was materially recognised during the current year.

Due to their short maturities, the fair value of trade and other payables approximates their book value. The effect of discounting has been considered for payables falling due after more than one year, and the difference between fair value and book value is not material, therefore the fair value approximates book value.

The carrying amounts of trade and other payables are materially denominated in British Pounds Sterling, which is the functional currency of the respective subsidiaries. The Group does not have any significant exposure to currency risk on these amounts.

20. Lease liabilities

The Group leases various offices, motor vehicles and office equipment. The following amounts are included in the Group's financial statements in respect of its leases:

£m	Note	2025	2024
Additions to the right-of-use assets	12	**2.1**	1.3
Net book value of right-of-use assets	12	**3.2**	2.8
Depreciation charge for the right-of-use assets	12	**1.7**	1.4
Interest expense on lease liabilities	8	**0.3**	0.5
Cash outflow for leases – interest payments		**(0.3)**	(0.4)
Cash outflow for leases – capital payments		**(1.7)**	(2.0)

Analysis of lease liabilities:

£m	2025	2024
Present value of minimum lease payments due:		
In one year or less	**0.6**	1.5
In more than one year but less than five years	**2.0**	1.0
In more than five years	**-**	0.2
Present value of lease liabilities	**2.6**	2.7
Current portion	**0.6**	1.5
Non-current portion	**2.0**	1.2

Notes to the consolidated financial statements for the year ended 31 March 2025 (continued)

21. Provision for liabilities

£m	Redundancy provisions	Dilapidations provisions	Total provisions
At 1 April 2024	0.1	2.3	2.4
Addition to right-of-use assets	-	0.3	0.3
Unused amounts released	-	(0.9)	(0.9)
Utilised during the year	(0.1)	-	(0.1)
At 31 March 2025	**-**	**1.7**	**1.7**

£m	2025	2024
Non-current	**1.0**	1.8
Current	**0.7**	0.6
Total provisions for liabilities	**1.7**	2.4

Redundancy

Provisions for redundancy comprised of accruals for certain employee benefits that were directly associated with restructuring activities. For all redundancy provisions a detailed formal plan existed, and the implementation of the plan was started and communicated to affected employees before the reporting date. All restructuring plans were completed within one year from the reporting date.

Dilapidations

The leasehold dilapidations provision relates to contractual obligations to reinstate leasehold properties and data centres to their original state of repair at the end of the lease term. The provision has been calculated by appropriately qualified individuals at the inception of the leases and is periodically reviewed and, where necessary, adjusted during the lease life, based upon expected rectification costs adjusted for expected inflation. The transfer of economic benefits is expected to be made at the end of the property leases, the periods of which range between 2025 and 2030.

During the final quarter of the year, the Company prepared to vacate its current Reading premises, as a consequence the dilapidations provision was reviewed and reduced in expectation of the amount payable on expiry of the lease in May 2025.

During the year, the Company signed an agreement to lease a new office in Reading and leases for two data centres. Dilapidations provisions expected to be payable on expiry of the leases in April 2030 and November 2027 respectively were recognised.

22. Borrowings

The Senior Secured Notes were issued by the Company’s subsidiary undertaking, Yell Bondco plc, and are secured on the assets of Owl Finance Limited, a direct subsidiary undertaking, and its subsidiaries. The notes are listed on The International Stock Exchange. The notes were initially recognised at par value, which was equivalent to their fair value, being the cash proceeds from the notes issue in May 2018. The Group had incurred transaction costs, which were being amortised over the term of the bond issue.

In March 2022, the Group agreed with the bondholders to a modification of the terms of the Senior Secured Notes. The existing liability of £214.0m was bifurcated into two tranches of £65.0m and £149.0m. The £149.0m tranche was exchanged for the issue of ordinary shares in the Company and all interest accrued relating to that tranche was waived by the bondholders.

The notes have an interest rate of 8.75% and a maturity date of 31 March 2027. Interest payments of £6.2m were paid during the year (2024: £6.2m).

22. Borrowings (continued)

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

£m	2025	2024
Amounts falling due after more than one year:		
8.75% Senior Secured Notes	**70.8**	70.8
Total loans and other borrowings	**70.8**	70.8
Cash and cash equivalents	**(9.9)**	(12.5)
Net debt (excluding lease obligations)	**60.9**	58.3
Lease liabilities	**2.6**	2.7
Total net debt (including accrued interest and lease liabilities)	**63.5**	61.0

The Senior Secured Notes are denominated in British Pounds Sterling. There are no borrowings denominated in any other currencies. Details of the currency denomination of all the Group's material financial assets and liabilities and the interest and maturity profiles of borrowings are given in note 18.

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

£m	2025	2024
At 1 April	**61.0**	58.0
Cash generated from operating activities	**(10.5)**	(9.3)
Purchase of intangible assets and software	**5.1**	5.7
Purchase of property, plant and equipment	**0.2**	0.2
Lease liabilities entered into during the year	**1.6**	0.6
Interest paid on Senior Secured Notes	**6.2**	6.2
Lease interest paid	**0.3**	0.4
Net other interest income	**(0.4)**	(0.7)
Corporate income tax paid	**-**	0.8
Other non-cash	**-**	(0.9)
At 31 March	**63.5**	61.0

23. Called up share capital

Allotted and fully paid	No. of Class A shares of £0.000001	No. of VCP shares of £0.000001	£
At 1 April 2024 and 31 March 2025	**19,999,983**	**100,000**	**20**

Allotted and fully paid	No. of Class A shares of £0.000001	No. of VCP shares of £0.000001	£
At 1 April 2023	19,999,983	97,000	20
Shares issued	-	100,000	-
Shares cancelled	-	(97,000)	-
At 31 March 2024	19,999,983	100,000	20

At 31 March 2025 the Company held nil VCP shares (2024: 10,000) of the allotted VCP share capital. In the prior year the Company introduced a replacement VCP share scheme, consequently the opening VCP shares were cancelled, and new shares issued to the participants of the scheme.

The Company does not have a limited amount of authorised share capital. All shares rank pari passu in all respects except the VCP shares which are non-voting shares.

Notes to the consolidated financial statements for the year ended 31 March 2025 (continued)

24. Other reserves

The following describes the nature and purpose of each reserve within other reserves.

Pension reserve	Accumulated net actuarial gain/(loss)
Share-based payment reserve	Cumulative amortised fair value of equity-settled share-based payments

£m	**Pension reserve**	**Share-based payment reserve**	**Total other reserves**
Balance at 1 April 2024	**(53.5)**	**0.7**	**(52.8)**
Actuarial gain on defined benefit pension scheme	**0.4**	**-**	**0.4**
Tax effect of net gain not recognised in the Group income statement	**(0.1)**	**-**	**(0.1)**
Net credit in relation to share-based payments	**-**	**0.1**	**0.1**
Net income recognised in equity	**0.3**	**0.1**	**0.4**
Balance at 31 March 2025	**(53.2)**	**0.8**	**(52.4)**

£m	Pension reserve	Share-based payment reserve	Total other reserves
Balance at 1 April 2023	(53.6)	0.8	(52.8)
Actuarial gain on defined benefit pension scheme	0.1	-	0.1
Net credit in relation to share-based payments	-	0.1	0.1
Transfer of share-based payments to retained earnings	-	(0.2)	(0.2)
Net income/(expense) recognised in equity	0.1	(0.1)	-
Balance at 31 March 2024	(53.5)	0.7	(52.8)

25. Share-based payments

VCP Shares issued in 2021

Restricted shares ("VCP shares") in the Company were issued to directors and selected employees (the "participants") of the Group's subsidiaries for £nil consideration in the period 31 March 2021. Eligible joiners since that date have also been issued shares on the same basis. Rights to future settlements crystallised on 31 March 2026, or earlier if there was a change in control.

The value of future settlements was to be determined on an increasing sliding scale, but only to the extent the adjusted enterprise value at the time of payment exceeded a threshold of £100m. Where a participant left employment prior to settlement, the Group could 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 was initially recognised as a cash settled share-based payment under IFRS 2 "Share-based Payment".

The value of grants (to be amortised as a charge against income of the companies receiving the services) to current employees was £0.7m; 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. Relevant costs were charged against the income of the employing company.

The Group recognises the value of the shares as an increase to equity on a straight-line basis over the period to the originally estimated date of an exit event with a corresponding direct investment in employing subsidiaries or a share-based payment distribution to the parent company for accounting purposes where the employing company was the parent.

25. Share-based payments (continued)

VCP Shares issued in 2021 (continued)

Pursuant to the issue of shares by the Company on 30 March 2022, the Company's share capital is now readily tradable and the award of the VCP shares is regarded as an equity settled share-based payment scheme under IFRS 2. Accordingly, the fair value determined at the date of grant of £0.9m is being amortised on a straight-line basis to 31 March 2026.

During the prior year, a total of 12,500 VCP shares were repurchased for nil consideration relating to one participant whose employment ended within the Group. Due to the commencement of a replacement share scheme, the remaining 47,500 VCP shares were returned and cancelled for £nil consideration, but relevant share-based payment expenses continue to be charged against the income of the employing company.

The Group recorded £0.1m in credits to equity (2024: £0.1m) in respect of the VCP Shares issued in 2021 and recorded a charge of £0.1m (2024: £0.1m) against income for the share-based payments in the year ended 31 March 2025 for the relevant costs of its employees. The Group later recharged the relevant costs of the employees and recorded the costs as an intercompany liability with a compensating decrease to the previous increase in equity.

VCP Shares issued in 2023

During the prior year, VCP shares ("New VCP shares") in Yell Holdco Limited were issued to participants for £nil consideration. They were granted as a replacement for the cancelled VCP scheme therefore the Group treats the new VCP share scheme as a modification of the old VCP share scheme under IFRS 2.

Rights to future settlements for the new scheme vest only if there is a change in control ("exit event") and if the participants have not left the Group. Participants will receive cash for selling their VCP shares if there is an exit event. The value of cash payments will be determined on an increasing sliding scale, but only to the extent the adjusted equity value in respect of the exit is greater than £nil. Where a participant becomes a good or compassionate leaver, the Group may call the shares at a price based on 25% of their fair value for each of the four successive years from share issue date and the final complete year they remained employed. The award is recognised as a cash settled share-based payment under IFRS 2.

The fair value of grants to current employees was £1.1m; determined at the date of grant to be the present value of the average returns from a range of simulated potential equity values through the use of an assumed distribution on the most likely date of an exit event.

The Group will remeasure the fair value of the share-based payment liability at each year end and at the date of settlement, with any changes recognised in the income statement. The remeasured fair value of the share-based payment liability at 31 March 2025 was £1.1m. During the year ended 31 March 2025, a total of 10,000 (2024: 95,000) new VCP shares were issued to two (2024: twelve) participants. In the prior year, a total of 5,000 new VCP shares were repurchased relating to one participant whose employment ended with the Group.

The Group recorded a share-based payment liability of £0.4m (2024: £0.2m) in respect of the 100,000 (2024: 90,000) shares issued in the new scheme and recorded a charge of £0.2m (2024: £0.2m) against income for the share-based payments in the year ended 31 March 2025 for the relevant costs of its employees.

26. Financial commitments, contingent liabilities and litigation

There are no contingent liabilities or guarantees other than those mentioned below, and on these no material losses are anticipated. There are no capital or other commitments (2024: £nil).

The Group is party to the security arrangements associated with the Senior Secured Notes, issued by a subsidiary of the Group. The notes do not require specific financial ratio covenants but are secured on the assets of Owl Finance Limited and its subsidiaries.

Notes to the consolidated financial statements for the year ended 31 March 2025 (continued)

27. Pensions

Yell Limited, which is one of the consolidated subsidiaries in these Group financial statements, operates a defined benefit pension scheme ("UKPP") for its employees employed before 1 October 2001, but that was closed to future accrual from March 2011. Yell Limited also operates a defined contribution scheme for the remaining employees. They are the only material schemes in Yell Limited.

The Group's income statement and statement of comprehensive income for the years ended 31 March 2025 and 2024 included the following charges:

£m	Note	2025	2024
Administration expenses		**0.5**	0.5
Amounts charged for defined benefit schemes		**0.5**	0.5
Amounts expensed for defined contribution schemes	6	**1.9**	1.9
Total operating charge		**2.4**	2.4

£m	Note	2025	2024
Interest income on plan assets		**17.3**	17.4
Interest cost on plan liabilities		**(16.6)**	(16.8)
Net finance income from defined benefit schemes	8	**0.7**	0.6

Amounts recognised in statement of comprehensive income:

£m	2025	2024
Actual return less interest on plan assets	**(55.4)**	(12.7)
Experience gains/(losses) arising on plan liabilities	**2.5**	(6.8)
Changes in financial assumptions underlying the value of plan liabilities	**52.7**	15.3
Changes in demographic assumptions underlying the present value of plan liabilities	**0.6**	4.3
Actuarial gain	**0.4**	0.1
Tax on actuarial gain recognised in OCI	**(0.1)**	-
Actuarial gain, net of tax	**0.3**	0.1

The cumulative actuarial loss net of tax recognised at 31 March 2025 is £53.2m (2024: loss £53.5m).

UKPP – Defined benefit sections

There are three defined benefit sections of the UKPP, which have been closed to new entrants since 1 October 2001. The UKPP offers both pensions in retirement and death benefits to members. For the purpose of these financial statements, the full actuarial valuation at 5 April 2021, updated to 31 March 2025, showed a surplus of £14.1m. Pension benefits are based on years of qualifying service and final pensionable salary. With effect from 31 March 2011, the defined benefit sections of the UKPP were closed to future accrual.

Active members at 31 March 2011 were granted leaving service benefits and offered membership in a new section of the defined contribution scheme. Subsequently the defined contribution sections were closed and a master trust with Legal & General was put in place instead. The trustees of the UKPP are required to act in the best interest of the UKPP's beneficiaries. The appointment of trustees to the UKPP is determined by Yell Limited in accordance with the UKPP's trust documentation, as modified by UK statute. An independent professional trustee and two other trustees are appointed by Yell Limited. Two further trustees are nominated by the UKPP membership.

The Group is required to agree its contributions to the UKPP with the trustees based on actuarial advice. Such agreement must be reached in a way that complies with the UK Pensions Regulator's 'Scheme Specific Funding' guidance. Any failure to agree would result in the intervention of the Pensions Regulator and, possibly, an imposed settlement. The full funding valuation that has an effective date of 5 April 2021 was the most recent agreed full funding valuation at 31 March 2025.

27. Pensions (continued)

Net surplus

The UKPP net surplus on the statement of financial position represents the fair value of assets held to fund future benefit payments net of the present value of scheme liabilities, as follows:

£m	2025	2024
Fair value of plan assets	**313.8**	366.9
Present value of plan liabilities	**(299.7)**	(353.4)
Net surplus	**14.1**	13.5

The following amounts explain the movement in the pension surplus**:**

£m	2025	2024
Net surplus at 1 April	**13.5**	13.3
Movement in year:		
Administration expenses	**(0.5)**	(0.5)
Net finance income	**0.7**	0.6
Actuarial gain	**0.4**	0.1
Net surplus at 31 March	**14.1**	13.5

The full funding valuation with an effective date of 5 April 2021 concluded in June 2022 and showed no deficit contributions were required.

Valuation assumptions

The UKPP net surpluses at 31 March 2025 and 31 March 2024 were based on the valuation at 5 April 2021 updated to 31 March 2025 and 31 March 2024 respectively.

The updated valuations were carried out by professionally qualified independent actuaries using the following key assumptions:

All figures in % per annum	2025	2024
Discount rate	**5.8**	4.8
Expected return on assets	**n/a**	n/a
Pension increases linked to RPI	**2.8**	2.9
Pension increases linked to CPI	**2.6**	2.7

Assumptions regarding future mortality experience are set based on published statistics. The average life expectancy (in years) on retirement at age 60 of a member currently aged 45 is as follows:

Years	2025	2024
Male	**28.0**	28.0
Female	**30.8**	30.7

The average life expectancy (in years) on retirement at age 60 of a member currently aged 60 is as follows:

Years	2025	2024
Male	**26.6**	26.6
Female	**29.5**	29.4

Assets

In September 2022, the UKPP trustees completed a transaction to secure its remaining uninsured pension liabilities by way of a bulk annuity with PIC. The residual UKPP assets are held in a liquidity fund administered by the trustee or in a separate trustee-controlled bank account.

The value of the bulk annuity contract as at the reporting date has been determined with reference to the value of the underlying IAS 19 “Employee Benefits” liabilities.

27. Pensions (continued)

Assets (continued)

The asset value has been adjusted down by £0.9m for some small items where the bulk annuity policy does not yet precisely match the UKPP benefits. The value of this asset will increase and decrease with changes in corporate bond yields, longevity and inflation expectations as it is designed to exactly match changes in the UKPP liabilities. The assets were:

£m	**At 31 March 2025**	**Of which not quoted in an active market**	At 31 March 2024	Of which not quoted in an active market
Insurance contracts	**298.8**	**298.8**	352.4	352.4
Cash and cash equivalents	**15.0**	**-**	14.5	-
Total assets at fair value	**313.8**	**298.8**	366.9	352.4

Changes in the present value of the UKPP's assets were as follows:

£m	**2025**	2024
Opening fair value of plan assets	**366.9**	376.2
Interest on assets	**17.3**	17.4
Actuarial loss	**(55.4)**	(12.7)
Administration expenses	**(0.5)**	(0.5)
Benefits paid	**(14.5)**	(13.5)
Closing fair value of plan assets	**313.8**	366.9

The actuarial loss in the years ended 31 March 2025 and 2024 represents the difference between expected return on plan assets and the actual return on plan assets.

£m	**2025**	2024
Interest on plan assets	**17.3**	17.4
Actuarial loss	**(55.4)**	(12.7)
Actual return on plan assets	**(38.1)**	4.7

Liabilities

The present value of scheme liabilities at the date of the statement of financial position are measured by discounting the best estimate of future cash-flows to be paid out by the scheme using the projected unit method. The projected unit method is an accrued benefits valuation method in which the scheme liabilities make allowance for projected earnings.

Changes in the present value of the defined benefit obligations were as follows:

£m	**2025**	2024
Opening present value of plan liabilities	**353.4**	362.9
Interest cost	**16.6**	16.8
Actuarial gain	**(55.8)**	(12.8)
Benefits paid	**(14.5)**	(13.5)
Closing present value of plan liabilities	**299.7**	353.4

The actuarial gain in the year ended 31 March 2025 was the result of an increase in the assumption for the discount rate, a decrease in the inflation assumption and a gain as a result of adopting an updated mortality assumption. This gain was further improved by the inflationary increases applied to benefits during the year being lower than expected.

The actuarial gain in the year ended 31 March 2024 was the result of an increase in the assumption for the discount rate, a decrease in the inflation assumption and a gain as a result of adopting an updated mortality assumption. This was partially offset by the inflationary increases applied to benefits during the year being higher than expected.

27. Pensions (continued)

Profile of the UKPP

The defined benefit obligation includes benefits for deferred members and current pensioners. Broadly, about 50% of the liabilities are attributable to deferred members and 50% to current pensioners. Note that the term "deferred members" refers to members of the Defined Benefit section of the UKPP who are yet to draw their pension.

The UKPP duration is an indicator of the weighted average time until benefit payments are made. For the UKPP as a whole, the duration is around 15 years reflecting the approximate split of defined benefit obligation between deferred members (duration around 19 years) and current pensioners (duration of 12 years).

Sensitivity analysis

The present value of the pension obligations at 31 March 2025 was calculated on the basis that the real interest rate at the reporting date was 2.8%, which is the difference between the discount rate and RPI inflation. The discount rate and expected inflation are determined by reference to specific types of debt instruments being traded in the open market.

Increasing or decreasing the assumed discount rate by 0.1% per annum, respectively, would decrease or increase the present value of the pension liabilities by approximately £4.4m with an equal decrease or increase in the value of the bulk annuity policy.

Similarly, the impact of increasing or decreasing the assumed inflation rate and all inflation-linked pension increases by 0.1% per annum would increase or decrease the present value of the pension liabilities by approximately £4.4m with an equal increase or decrease in the value of the bulk annuity policy.

The present value of pension liabilities was determined on assumed life expectancies for men and women as set out in the assumptions above. The Group estimates that an increase in life expectancy of one year for all members could have increased the present value of pension liabilities by approximately £8.7m with an equal increase to the value of the bulk annuity policy.

Risks associated with the UKPP

Through its defined benefit pension plan the Group is exposed to a number of risks, the most significant of which are detailed below. The majority of these have been removed by the UKPP trustees entering into a bulk annuity contract covering the UKPP liabilities.

Asset volatility

The liabilities are calculated using a discount rate set with reference to corporate bond yields; if assets underperform this yield, this will create a deficit. As the vast majority of the UKPP assets are now covered by matching annuities, this risk has been removed.

Changes in bond yields

A decrease in corporate bond yields will increase the UKPP's liabilities. However, the value of the bulk annuity contract will increase in value to offset this.

Inflation risk

The majority of the UKPP's benefit obligations are linked to inflation, and higher inflation will lead to higher liabilities (although, in most cases, caps on the level of inflationary increases are in place to protect against extreme inflation). However, if inflation rises, the value of the bulk annuity contract will increase in value to offset this.

Life expectancy

The majority of the UKPP's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in liabilities.

The bulk annuity policy will provide payments to the UKPP which are intended to precisely match the payments made to UKPP members thereby removing longevity risk.

27. Pensions (continued)

Sensitivity analysis (continued)

Insurer default risk

The buy-in policy is only currently an asset of the UKPP, and the obligation to pay the pensions remains an obligation of the UKPP. Should PIC default on its obligations to pay pensions this obligation would fall back on to the UKPP, supported by the Company. This risk is not considered material due to the strict regulatory supervision and reserving requirements applying to UK insurers such as PIC, plus eventual protection which would be expected from the Financial Services Compensation Scheme in the event of a default.

Other risks

A contingent liability exists in relation to the equalisation of Guaranteed Minimum Pensions ("GMPs"). In October 2018 the UK High Court has ruled that GMPs will need to be equalised. In November 2020 the UK High Court also ruled that GMPs will have to be equalised for past transfers out of the UKPP.

This will increase the defined benefit obligation of the UKPP. We have carried out calculations based on the UKPP benefits and profile to estimate the impact of allowing for GMP equalisation and allowed for this as a past service cost of £0.6m (£0.5m was allowed for in the 31 March 2019 figures for the October 2018 Court case, and an additional £0.1m was allowed for in the 31 March 2021 figures for the November 2020 Court case). In due course this liability will also be secured under the bulk annuity policy with PIC.

In July 2024, the Court of Appeal upheld the High Court judgement that amendments made to the Virgin Media scheme were invalid because the scheme’s actuary did not provide the associated S37 certificate necessary. The decision could have wider ranging implications, affecting other schemes (such as the Yell Pension Plan) that were contracted-out on a salary-related basis, and made amendments between April 1997 and April 2016.

In June 2025 it was announced that further legislation will be introduced to deal with the matters arising from the Virgin Media judgement. Yell and the trustees of the UKPP have carried out a review of historic amendments and found no evidence of any discrepancies in S37 certifications which would lead to material additional financial obligations in respect the UKPP. The Company and the Trustee of the UKPP will continue to seek legal advice on the matter as appropriate and act accordingly.

Defined Contribution Scheme

The pension cost in respect of the defined contribution scheme represents contributions payable to the funds and amounted to £1.9m for the year ended 31 March 2025 (2024: £1.9m). Outstanding contributions amounted to £0.3m at 31 March 2025 (2024: £0.3m).

28. Related parties

Yell Group Limited is a related party by virtue of the directors of Yell Group Limited also being directors of the Company. Yell Group Limited also holds a 5% non-controlling interest in the Company, through Yell Group Limited’s indirect subsidiary Yell Bidco Limited.

Details of transactions with Yell Group Limited and its subsidiaries during the years ended 31 March 2025 and 31 March 2024 are as follows:

£m	2025	2024
Amounts charged to:		
Yell Group Limited	**0.1**	0.1
Total transactions and recharges to related parties	**0.1**	0.1

The UKPP is a related party by virtue of being operated by the Yell Limited. During the year, administrative expenses of £1.2m (2024: £1.0m) were paid by Yell on behalf of the scheme, and a total of £1.2m (2024: £1.1m) was reimbursed by the UKPP to Yell Limited. At 31 March 2025 £0.1m (2024: £0.1m) was still to be reimbursed by the UKPP to Yell Limited.

28. Related parties (continued)

Directors' remuneration

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

£m	2025	2024
Aggregate remuneration	**0.5**	0.5

The highest paid director received £0.2m (2024: £0.2m), excluding employer's pension contributions of £nil (2024: £nil) during the periods presented, in respect of services to the Group.

The Company issued further restricted equity instruments, each with a nominal value of £0.00000001, to three directors in the year ended 31 March 2024. No amounts were issued in the year ended 31 March 2025.

No directors received shares in the year in respect of long-term incentive schemes (2024: three). There were no other amounts earned under long term incentive schemes during the periods presented. Employer's pension contributions were £nil (2024: £nil). No director is a member of the Group's UK defined benefit pension scheme.

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, and do not include non-executive directors. Compensation to key management are the net amounts charged to the Group by related employing companies.

£m	2025	2024
Salaries and other short-term benefits	**1.4**	1.4
Employer's pension contributions	**0.1**	0.1
Share-based payments (non-cash)	**0.2**	0.2

The prior year disclosures for key management compensation have been updated to include £0.3m of salaries and other short-term benefits and £0.1m of share-based payments charges relating to compensation for non-executive directors. A further update to the prior year disclosure was made to disclose the compensation attributable to employer's pension contributions.

The Company issued further restricted equity instruments, each with a nominal value of £0.00000001, to four members of key management in the year ended 31 March 2024. No amounts were issued in the year ended 31 March 2025.

There were no amounts earned under long term incentive schemes (other than shares) during the periods presented. Employer's pension contributions were less than £0.1m (2024: less than £0.1m).

29. Events after the reporting period

Subsequent to the balance sheet date, the Group commenced a review of its operations which may result in severance costs; however, no final decisions have been made and the financial impact remains uncertain at the date of approval of these financial statements.

30. Ultimate parent company and controlling entity

At 31 March 2025, the Company is the ultimate holding company and controlling party of the Group.

Yell Holdco Limited

Income statement for the year ended 31 March 2025 (Company only)

£’000	**Note**	**2025**	2024
Administrative expenses		**(756)**	(791)
Operating loss	3	**(756)**	(791)
Other income	5	**74**	87
Finance costs	6	**(39)**	(20)
Loss before tax		**(721)**	(724)
Tax (charge)/credit on loss	7	**(181)**	181
Loss and total comprehensive expense for the financial year		**(902)**	(543)

The income statement has been prepared on the basis that all operations are continuing operations.

Yell Holdco Limited

Statement of financial position at 31 March 2025 (Company only)

£'000	Note	2025	2024
Non-current assets			
Investments in subsidiaries	8	**23,500**	23,500
Deferred tax assets	9	**-**	181
Total non-current assets		**23,500**	23,681
Total assets		**23,500**	23,681
Current liabilities			
Trade and other payables	10	**(246)**	(256)
Total current liabilities		**(246)**	(256)
Net current liabilities		**(246)**	(256)
Non-current liabilities			
Trade and other payables	10	**(1,273)**	(658)
Total non-current liabilities		**(1,273)**	(658)
Total liabilities		**(1,519)**	(914)
Net assets		**21,981**	22,767
Equity			
Called up share capital	11	**-**	-
Share-based payment reserve	12	**757**	641
Retained earnings		**21,224**	22,126
Total shareholders' surplus		**21,981**	22,767

The notes on pages 59 to 65 are an integral part of these financial statements. The financial statements on pages 56 to 65 were approved by the Board of Directors on 25 June 2025 and were signed on its behalf by:

Robert Hall
Director

Registered number: 12315720

Yell Holdco Limited

Statement of changes in equity for the year ended 31 March 2025 (Company only)

2024	Note	Called up share capital £'000	Share-based payment reserve £'000	Retained earnings £'000	Total shareholders' surplus £'000
Balance at 1 April 2023		-	738	22,456	23,194
Loss and total comprehensive expense for the financial year		-	-	(543)	(543)
Share-based payments	12	-	116	-	116
Transfer to retained earnings	12	-	(213)	213	-
Total transactions with owners recognised directly in equity		-	(97)	213	116
Balance at 31 March 2024		-	641	22,126	22,767

2025	Note	Called up share capital £'000	Share-based payment reserve £'000	Retained earnings £'000	Total shareholders' surplus £'000
Balance at 1 April 2024		**-**	**641**	**22,126**	**22,767**
Loss and total comprehensive expense for the financial year		**-**	**-**	**(902)**	**(902)**
Share-based payments	12	-	116	-	116
Total transactions with owners recognised directly in equity		**-**	**116**	**-**	**116**
Balance at 31 March 2025		**-**	**757**	**21,224**	**21,981**

Notes to the financial statements for the year ended 31 March 2025 (Company only)

1. Basis of preparation and accounting policies

Entity information

The Company is a private company, limited by shares and registered in England and Wales under registration number 12315720. Its registered office is Davidson House, The Forbury, Reading, RG1 3EU.

Basis of preparation

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 British Pounds Sterling, which is the functional currency of the Company.

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;
    - paragraph 73 (e)(iv) of IAS 16 “Property, plant and equipment”;
    - paragraph 118 (e) of IAS 38 “Intangible assets”;
- the requirements of paragraphs 10(d), 10(f), 16, 38A - 38D, 40A - 40D ,111 and 134 - 136 of IAS 1;
- 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”;
- the requirements of paragraph 17 of IAS 24 “Related Party Disclosures”; and
- the requirements in IAS 24 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

The Group has £70.8m of Senior Secured Notes at 31 March 2025. The Senior Secured Notes are not subject to any financial ratio maintenance covenants and are secured on the assets of Owl Finance Limited and its subsidiaries. Owl Finance Limited and its subsidiaries are guarantors of the Senior Secured Notes.

Management have modelled a severe but plausible downside scenario in which business performance fails to improve and revenue growth is not achieved. In this scenario, the Group would not default on interest payments on the Senior Secured Notes and would retain sufficient liquidity to meet all its financial obligations for at least eighteen months from the statement of financial position date.

The directors of the Company have considered the implications of the above and the risks set out in the Yell Holdco Limited strategic report for the year ended 31 March 2025 and, in particular, whether it is appropriate to prepare the financial statements of the Company on a going concern basis and the adequacy of the going concern disclosures made within the financial statements.

Notes to the financial statements for the year ended 31 March 2025 (Company only) (continued)

1. Basis of preparation and accounting policies (continued)

Going concern (continued)

Consequently, the directors have concluded that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least twelve 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 in subsidiaries are recorded at cost, which is the fair value of the consideration paid. Subsequent to initial recognition, investments are valued at cost less any amounts written down due to impairment based on annual reviews of recoverability. Any impairment would be charged to the income statement account to the extent that it is not covered by amounts previously credited to shareholders' equity through the revaluation surplus. Impairment losses are reversed to the extent that events demonstrate that previously impaired amounts can be recovered. An impairment loss is recognised to the extent that the carrying amount cannot be recovered either by selling the investment or by the discounted future earnings of the investment.

b. Financial assets and liabilities

Financial assets and liabilities are shown as loans or receivables when they are non-derivative financial assets and liabilities with fixed or determinable payments that are not quoted on an active market. Loans and receivables are classified as trade and other receivables or trade and other payables in the statement of financial position.

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. Share-based payments

The Company recognises the fair value of the shares as an increase to equity or liabilities depending on the nature of the share scheme on a straight-line basis over the period to the estimated date of an exit event with a corresponding direct investment in employing subsidiaries or a share-based payment distribution for accounting purposes, where the employing company is a parent company. Relevant costs are charged against the income of the companies receiving services from the beneficiaries.

e. Current and deferred tax

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 on the basis of 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 reporting 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.

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.

Notes to the financial statements for the year ended 31 March 2025 (Company only) (continued)

1. Basis of preparation and accounting policies (continued)

e. Current and deferred tax (continued)

Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits to recover the asset. In assessing the availability of future profits the Company uses forecasts consistent with those used for asset impairment testing and going concern purposes.

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.

2. Critical accounting estimates and judgements

In preparing the Company financial statements, management has made its best estimates and judgements of certain amounts included in the financial statements, giving due consideration to materiality. The Company regularly reviews these estimates and updates them when required. Actual results could differ from these estimates. 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 above. The Company considers the following to be a description of the most significant estimates, which require the Company's management to make subjective and complex judgements or matters that are inherently uncertain.

Investments in subsidiaries

The Company evaluates its investments in subsidiary undertakings and the respective carrying value of these investments on an annual basis for any indicators of impairment or impairment reversal. The recoverable amount of the investment in Owl Finance Limited has been determined based on a value in use calculation. This requires the determination of appropriate assumptions along with management's estimates (both the assumptions and management's estimates are sources of estimation uncertainty) in relation to the cash flows over the five-year strategic plan period, the long-term growth rate to be applied beyond this five-year period and the risk-adjusted pre-tax discount rate used to discount the assumed cash flows to present value. The Company has updated its assumptions as at 31 March 2025, reflecting the latest budget and forecast cash flows, showing a cumulative annual growth rate over a five-year period of 8.0% (2024: 8.0%) with growth into perpetuity of 1.3% (2024: 1.5%).

The pre-tax discount rate of 14.6% (2024: 14.6%) was derived from the Group's weighted average cost of capital, the inputs of which include a country risk-free rate, equity risk premium, illiquidity premium and a risk adjustment (beta). Other key assumptions include a total increase over the five-year period in gross margin percentage of 7.2% and an average annual revenue growth rate of 9.7%.

Management has determined the values assigned to each of the above key assumptions as follows:

Assumption	Approach used to determining values
Sales volume	Average annual growth rate over the five-year forecast period; based on past performance and management's expectations of market development.
Budgeted gross margin	Based on past performance and management's expectations for the future.
Long-term growth rate	This is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rates are consistent with forecasts included in industry reports.
Pre-tax discount rates	Reflect specific risks relating to the industry and country in which the subsidiary undertakings operate.

The Company has determined that the recoverable amount of its investment in Owl Finance Limited exceeds its carrying value of £23,500,000 (2024: £23,500,000) and as a result has not recognised any impairment (2024: £nil). The cash flows used within the value in use model, which are derived from cumulative annual growth rate, are considered to be a source of estimation uncertainty.

Notes to the financial statements for the year ended 31 March 2025 (Company only) (continued)

2. Critical accounting estimates and judgements (continued)

Investments in subsidiaries (continued)

Management have performed a sensitivity analysis reflecting a 0% cumulative annual growth rate in revenue which would result in an impairment charge of £9,500,000.

Tax

The Company evaluates its deferred tax recognition annually and has updated its assumptions as at 31 March 2025, reflecting the latest forecast profits. Management have performed a sensitivity analysis reflecting a possible downside scenario which would result in no further derecognition of deferred tax.

3. Operating loss

The audit fee for the Company is included within the fee for the audit of the Group and is disclosed in note 5 to the consolidated financial statements. Fees paid to PricewaterhouseCoopers LLP for non-audit services to the Company and its subsidiaries in the year, are also disclosed in note 5 to the consolidated financial statements.

4. Employees and directors’ remuneration

There are no employees of the Company (2024: none). Directors’ remuneration is disclosed in note 28 to the consolidated financial statements.

5. Other income

Other income of £74,000 (2024: £87,000) was received from Yell Limited and Yell Sales Limited in respect of VCP share-based payments recharge income.

6. Finance costs

£’000	**2025**	2024
Interest payable on loans due to Group undertakings	**(39)**	(20)
Total finance costs	**(39)**	(20)

7. Tax (charge)/credit on loss

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

£’000	**2025**	2024
Deferred tax:		
Current year credit	**(156)**	181
Adjustments in respect of prior periods	**(25)**	-
Total deferred tax (charge)/credit	**(181)**	181
Tax (charge)/credit on loss	**(181)**	181

Notes to the financial statements for the year ended 31 March 2025 (Company only) (continued)

7. Tax (charge)/credit on loss (continued)

The tax charge (2024: credit) for the year is lower than (2024: the same as) the standard rate of corporation tax in the UK of 25% (2024: 25%).

£'000	2025	2024
Loss before tax	**(721)**	(724)
Loss before tax multiplied by the standard rate of corporation tax in the UK of 25% (2024: 25%)	**180**	181
Effects of:		
Deferred tax assets not recognised on net operating losses	**(336)**	-
Adjustments in respect of prior years	**(25)**	-
Tax (charge)/credit on loss	**(181)**	181

8. Investments in subsidiaries

£'000	2025	2024
At 1 April and 31 March	**23,500**	23,500

The interest of the Company in its 100% subsidiary, which has the same registered address as the Company, is as follows:

Direct subsidiaries	Company activity	Registered office	2025 Carrying value £'000	2024 Carrying value £'000
Owl Finance Limited	Finance and holding company	England & Wales	**23,500**	23,500
Total carrying value			**23,500**	23,500

Details of the Company's indirect subsidiary undertakings are given in note 14 of the consolidated financial statements.

9. Deferred tax assets

£'000	2025	2024
Deferred tax asset at 1 April	**181**	-
(Charge)/credit to income statement	**(181)**	181
Deferred tax asset at 31 March	**-**	181

Deferred tax assets are recognised to the extent that the realisation of the related tax benefit through future taxable profits is probable. At 31 March 2025, based on forecast of future taxable profits, the Company recognised deferred tax assets of £nil (2024: £181,000) in respect of carried forward tax losses of £1,266,000 (2024: £724,000). These tax losses can be carried forward indefinitely.

10. Trade and other payables

£'000	Note	2025	2024
Amounts falling due within one year			
Accruals and deferred income		**246**	256
Total amounts falling due within one year		**246**	256
Amounts falling due after more than one year			
Amounts owed to group undertakings		**706**	432
Share based payment liability	13	**567**	226
Total amounts falling due after more than one year		**1,273**	658
Total trade and other payables		**1,519**	914

Notes to the financial statements for the year ended 31 March 2025 (Company only) (continued)

10. Trade and other payables (continued)

Amounts due to group undertakings falling due after more than one year include an amount of £706,000 (2024: £432,000) with a repayment date of 31 March 2027. Interest is charged at the quarterly SONIA rate on the first day of each quarter; the amounts payable are unsecured.

11. Called up share capital

Allotted and fully paid	No. of Class A shares of £0.000001	No. of VCP shares of £0.000001	£
At 31 March 2024 and 2025	**19,999,983**	**100,000**	**20**

The VCP shares are non-voting shares but do have an entitlement to receive dividends.

12. Shared-based payment reserve

£'000	2025	2024
Balance at 1 April	**641**	738
Net credit in relation to share-based payments	**116**	116
Transfer to retained earnings	**-**	(213)
Balance at 31 March	**757**	641

13. Share-based payments

VCP Shares issued in 2021

The Company recorded £116,000 in credits to equity (2024: £116,000) in respect of the VCP Shares issued in 2021 and a charge of £43,000 (2024: £43,000) against income for the share-based payments in the year ended 31 March 2025 for the relevant costs of its employees.

The Company recorded £73,000 (2024: £73,000) of direct investments in indirectly held subsidiaries employing the participants. The direct investments were subsequently reversed as intercompany recharges for which the Company has received payment. The Company also recorded a share-based payment distribution of £73,000 (2024: £73,000) in respect of VCP shares. This was also subsequently reversed as an intercompany recharge for which the Company has received payment.

VCP Shares issued in 2023

The fair value of grants to employees was £254,000; determined at the date of grant to be the present value of the average returns from a range of simulated potential equity values through the use of an assumed distribution on the most likely date of an exit event. The Company will remeasure the fair value of the share-based payment liability at each year end and at the date of settlement, with any changes recognised in the income statement. The remeasured fair value of the share-based payment liability at 31 March 2025 was £239,000.

During the year ended 31 March 2025, a total of 10,000 (2024: 95,000) new VCP shares were issued to two (2024: twelve) participants in the Group. In the prior year, a total of 5,000 new VCP shares were repurchased relating to one participant whose employment ended with the Group.

The Company recorded a share-based payment liability of £567,000 (2024: £226,000) in respect of the shares issued in the new scheme and recorded a charge of £38,000 (2024: £57,000) against income for the share-based payments in the year ended 31 March 2025 for the relevant costs of its employees.

See note 25 of the consolidated financial statements for further details on both schemes.

14. Related parties

Yell Group Limited is a related party by virtue of the directors of Yell Group Limited also being directors of the Company. Yell Group Limited also holds a 5% non-controlling interest in the Company, through Yell Group Limited's indirect subsidiary Yell Bidco Limited. Transactions with Yell Group Limited and its subsidiaries during the year amount to £116,000 (2024: £134,000).

15. Events after the reporting period

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

16. Controlling entity

The Company is the ultimate holding company of the Group.