Yell Bondco plc

£214,000,000 8 ½ % Senior Secured Notes due 2023

Regulation S Global Note – Common Code: 181354925 / ISIN: XS1813549257

Rule 144A Global Note – Common Code: 181354950 / ISIN: XS1813549505 (the “Notes”)

Agreement to strengthen Owl Finance Limited’s (“the Company”) financial structure

As announced on 28 January 2022, the Company has reached agreement with the majority holders of its Notes (representing approximately 97% of the outstanding Notes) (the “Supporting Holders”) to strengthen its financial structure by way of a restructuring. Since the date of the announcement, the Company has been in negotiations with the Supporting Holders to finalise the terms of, and the documentation required to implement, the financial restructuring, which have now been agreed.

The key terms of the new arrangements are as follows:

- Bondholders will exchange £214 million of outstanding Notes for £65 million of amended notes and 95% of equity in Yell Holdco Limited, the Company’s immediate parent.
- The amended notes will have a coupon of 8.75% and a maturity date of 31 March 2027.
- The existing March 2022 coupon as well as accrued and unpaid interest up to 31 March 2022 will be waived and the Company will have an option to capitalise the coupon payable in September 2022 and March 2023, in each case, by adding it to the principal amount of the amended Notes instead of paying it in cash.

The agreement is subject to approval by the shareholders of Yell Group Limited and is expected to close on or around 30 March 2022. A circular describing the terms of the transaction has today been sent to shareholders of Yell Group Limited. Shareholders of Yell Group Limited representing approximately 73% of voting rights have undertaken to vote in favour of the transaction. A consent solicitation will today be commenced by Yell Bondco plc to solicit certain consents from holders of the Notes to certain amendments to the indenture governing the Notes in order to facilitate the transaction, as more fully described in a consent solicitation statement dated on or about the date of this notice. The Supporting Holders have undertaken to vote in favour of these amendments and together represent the requisite majority of the holders of the Notes needed to pass these amendments.

As a result of the transaction Yell Group Limited will retain a minority interest in the Company and a management services agreement is being finalised to provide ongoing administrative support to Yell Group Limited until the remaining legacy matters in that group are extinguished.

The Company separately intends to cancel all outstanding commitments under its existing and undrawn £25,000,000 revolving credit facility in due course.

Yell Bondco plc

11 March 2022
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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.