

STATEMENT OF COMPLIANCE
UNDER SECTION 644(5) OF THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

STATEMENT OF COMPLIANCE
Of

The directors of ntl (Southampton and Eastleigh) Limited, a private limited company incorporated under the laws of Scotland with company number 01866504 (the "Company")

(Statement made on 2 October 2015)

WE, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the Companies Act 2006 ("CA 2006")

As set out on the written resolution circulated to members on 2 October 2015, the Company proposes to reduce its capital by means of the solvency statement procedure, under section 642 of CA 2006. The directors signed the solvency statement (the "Solvency Statement") under section 643 of CA 2006 on 2 October 2015 and the special resolution (the "Resolution") approving the reduction of capital was passed as a written resolution by the members of the Company on 2 October 2015

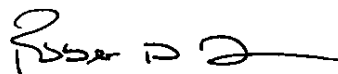
WE confirm that

- 1 the Solvency Statement was made not more than 15 days before the date on which the Resolution was passed, and
- 2 a copy of the Solvency Statement was provided to members in accordance with section 642(2) of CA 2006, in that it was sent or submitted to every eligible member at or before the time at which the proposed Resolution was submitted to him

The statement may be signed in counterpart, and if different counterparts shall bear different dates, then this statement shall take effect on the latest dates on any such counterpart.



Signed by

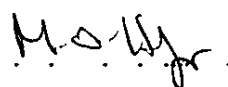


Name Robert Dominic Dunn

(Director)

Date ... 2-10-15

Time 11:00



Name Mine Ozkan Hifzi

(Director)

Date: 2-10-15

Time 11:00