

Company Number: 2329254

ntl (CRUK)
(the "Company")

WRITTEN MEMBER'S RESOLUTION

Circulation Date: 31 December 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolutions 1 and 2 below are passed as special resolutions (**Together Special Resolutions**).
- resolutions 3 and 4 below are passed as ordinary resolutions (**together Ordinary Resolutions**); and

SPECIAL RESOLUTIONS

1. **THAT** the share capital of the Company be reduced by an aggregate amount of £999.99 (the "**Reduction**") by allotting 99,999 of the issued ordinary shares of £0.01 each in the capital of the Company registered in the name of ntl (b) Limited ("**ntl B**") as authorised and unissued shares and cancelling the share certificate representing such shares and issuing a new share certificate for the 1 ordinary share of £0.01 still in issue to ntl B.
2. **THAT** the sum of share premium currently standing to the credit of the Company's share premium account be reduced to zero.

ORDINARY RESOLUTION

3. **THAT** the Company return the sum of ~~£31,111,111.99~~ £329,999,000 (being the sum of the Reduction and £329,999,000 currently standing to the credit of the Company's share premium account) to its shareholders.

ORDINARY RESOLUTION

4. **THAT** the Reduction and the return of capital referred to in resolution 3 above are in the best interests and for the corporate benefit of the Company and that the resolution or other act of the Company's directors in connection therewith be and is hereby ratified and approved.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and the Special Resolutions.

The undersigned, a person entitled to vote on the Resolutions on 31 December 2008, hereby irrevocably agrees to the Ordinary Resolutions and the Special Resolutions:

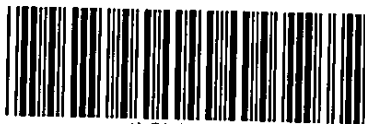


Signed by ntl (B) Limited

by:

Robert Mackenzie for and behalf of Virgin Media Directors Limited

TUESDAY



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LD4

06/01/2009

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COMPANIES HOUSE

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by 15 January 2009, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.