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THE COMPANIES ACT 1985

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A PRIVATE COMPANY LIMITED BY SHARES

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RESOLUTION IN WRITING

- of -

**ntl (CRUK) LIMITED**



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PASSED ON THE ELEVENTH DAY OF SEPTEMBER 2000

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In accordance with Regulations 53 of Table A in the Companies (Table A to F) Regulations 1985 as incorporated into the Articles of Association of ntl (CRUK) Limited (the "Company"), we, being the sole member of the Company who would at the date of these resolutions have been entitled to vote on them as if they had been proposed at a General Meeting at which we were present, pass the following Resolution in Writing:

**SPECIAL RESOLUTION**

1. THAT the Memorandum of Association of the Company be altered by deleting Clause 3 thereof and by substituting the following new Clause 3 therefor:

"3. The Company's objects are:

- (A) (i) To carry on all or any of the businesses of running (whether under licence or otherwise), operating, managing and supplying telecommunication systems and systems of all kinds for the conveyance by any means of sounds, visual images and signals of all kinds.
- (ii) To carry on all or any of the businesses of supplying, operating, managing and dealing in services and facilities for communications of all kinds (including, without prejudice to the generality of the foregoing, telecommunication and broadcasting services) and services and facilities which incorporate, use, or are used in conjunction with, in connection with or ancillary to, telecommunication or broadcasting systems or telecommunication or broadcasting apparatus and equipment.

- (iii) To carry on all or any of the businesses of running, operating, managing and supplying data processing and information retrieval systems (whether or not remotely located and including but not limited to videotex, teletex and teletext systems) and systems utilising the capture, storage, processing, transmission or receipt of messages and signals (including but not limited to data, sounds and visual images) by, with the aid of, in conjunction with, or in any way utilising, computers or similar equipment, and computer programs and databases and to carry on the businesses of operating, managing, supplying and dealing in services and facilities of all kinds which incorporate, use or are used in conjunction with, in connection with or ancillary to, systems of such descriptions as aforesaid or any of the apparatus and equipment comprised therein.
- (iv) To invent, design, develop, construct, manufacture, produce, erect, assemble, test, import, export, alter, install, maintain, repair, renovate, refurbish, recondition, utilise, operate, manage, acquire, sell, hire, hire out, supply and otherwise deal in plant, equipment and apparatus for the purposes of communications of all kinds (including, without prejudice to the generality of the foregoing, plant, equipment and apparatus which is intended for, or capable of, or designed for use in, with, in connection with, in conjunction with, connected (directly or indirectly) to, or ancillary to, all, part of parts of telecommunication, broadcasting, data processing, information storage or retrieval or process control systems, services, facilities, apparatus, plant and equipment as the case may be), and anything capable of being used for or in connection with or ancillary to such plant, equipment and apparatus as aforesaid.
- (v) To provide remotely located office services and systems (including without prejudice to the generality of the foregoing telephone answering, calling and related services and computer bureaux) and remotely located services and systems for the control of machinery utilising telecommunication or data processing facilities, to act as business and office managers, secretaries, messengers, telephone operators, commercial agents, mail order bureaux, market researchers and to provide services in connection with the reception, processing and forwarding of signals and information by telephone, telemessage, telegram, telex, letter, wireless telegraphy and (without limitation) any other means of communication and the processing, ordering and payment for and despatch and delivery of goods, articles and services of all kinds by any means whatsoever.
- (vi) To accept, design, display, publish, broadcast, transmit, distribute or reproduce in any form whatsoever advertisements and publicity and promotional material of the Company and of other persons; to acquire, dispose of and use advertising time and space in any media; to develop, produce and undertake advertising, publicity and promotional campaigns and competitions for itself and other persons; to undertake, promote and sponsor any product, service, event, individual or publication which in the opinion of the Company will promote, advance or publicise any activity of the Company; and generally to carry on the business of advertising, public relations and publicity consultants and agents.
- (vii) To establish, acquire, operate, manage, supply, sell, hire, hire out, maintain and otherwise deal in facilities, plant, apparatus and equipment (including but not limited to radio and television stations and studios) used or designed for use for the purposes of receiving and broadcasting or otherwise transmitting (by wireless telegraphy, closed circuits, cables or otherwise) and of making, producing, recording, replaying or reproducing programmes and cinematographic films for radio and television and for any other means of communication or reproduction, and to make, produce, record, buy, sell, hire, hire out, distribute and otherwise deal in cinematographic and television films, programmes for radio, television and all other means of communication, sound and visual recordings and other products of all kinds (whether pre-recorded or not) for recording in permanent or semi-permanent form, and replaying or reproducing sounds, images and signals of all kinds.

- (viii) To purchase or otherwise acquire, construct, maintain and deal with land, submarine and earth satellite transmitters, receivers and dishes (including all other electrical, electronic or other apparatus for transmitting messages or information by any means), and also lands, works, buildings and apparatus in any part of the world or in space; to acquire, carry on, and deal with the undertakings, works, lands, property, and business of other companies and persons engaged in manufacturing, constructing, and laying down telephone lines, cables, instruments, machinery, wire, and other materials and things used for or in connection with the transmission of communications and information; to erect aerials and transmission and receiving equipment; to make and carry into effect working, traffic and other agreements with governments, local authorities, transport authorities and companies, shipping companies, telephone, television and cable companies and other organisations.
- (ix) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of, wholesale and retail dealers in and suppliers, operators, managers and dealers in services and facilities in connection with, goods, wares, produce, products, commodities, fancy goods, handicrafts and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors, to create, establish, build up and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares and commodities dealt in or services rendered by any persons, firms or companies and to participate in, undertake, perform and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, service providers, capitalists and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in or services provided by the Company.
- (x) To carry on the business of a holding company and the business of an investment company and to do all lawful acts and things whatever that are necessary or convenient in carrying on the business of a holding company or the business of an investment company or both and in particular but without limiting the generality of the foregoing to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, notes, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account and to co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by or connected with the Company and to carry on all or any of the businesses of trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders; and to manufacture, buy, sell, take on lease or in exchange, hire, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

- (B) To carry on any other business or activity of any nature whatsoever which is in the opinion of the directors capable of being advantageously carried on in connection with or ancillary to any business of the Company hereinbefore or hereinafter authorised.
- (C) To apply for, register, license, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, design rights, protections, rights of production or presentation, concessions and the like and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (D) To acquire, undertake and carry on the whole or any part of the business, goodwill, property and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is for the time being authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company.
- (E) To acquire an interest in, amalgamate with, enter into partnership with or enter into any arrangement for sharing profits, for co-operation, for joint venture, for mutual assistance or otherwise with any person, firm or company.
- (F) To purchase or otherwise acquire any property, real or personal, and any interests, rights, options or privileges of any kind whatsoever in, over or in respect of any such property.
- (G) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (I) To lend, advance or deposit money or give credit on any terms with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any subsidiary undertaking or parent undertaking of the Company or any other subsidiary undertaking of any such parent undertaking).
- (J) To enter into any guarantee, bond, indemnity or counter-indemnity and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities of or by any person, firm or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other objects of the Company and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, the payment or repayment of any moneys owed in respect of, any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being a subsidiary undertaking or parent undertaking of the Company or any other subsidiary undertaking of any such parent undertaking or is otherwise associated with the Company in business.
- (K) To borrow and raise money in any manner whatsoever whether by the creation and issue of debentures, debenture stock or other securities of any description or otherwise howsoever and to secure the repayment of any money borrowed, raised or owing or any other obligation of or binding on the Company by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital.
- (L) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (M) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (O) To subscribe for, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (P) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (Q) To promote, finance or assist any other company for the purpose of acquiring the whole or any part of the goodwill, business, undertaking property or assets or assuming any of the liabilities of the Company, or of undertaking any business or operations which may in the opinion of the directors directly or indirectly assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (R) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the directors shall approve, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (S) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (T) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (U) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

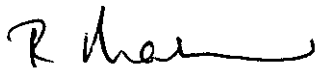
- (V) To give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary undertaking or a parent undertaking of the Company or a subsidiary undertaking of any such parent undertaking or the predecessors in business of the Company, any such parent undertaking or any subsidiary undertaking of the Company or any such parent undertaking and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants.
- (W) To set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of employees of the Company, any of its subsidiary undertakings, any parent undertaking of the Company and/or any subsidiary undertaking of any such parent undertaking and (without prejudice to the generality of the foregoing) to establish and maintain or contribute to any scheme for the acquisition by trustees of shares in the Company or any parent undertaking of the Company to be held by or for the benefit of employees (including any director in salaried employment) of the Company or (so far as for the time being permitted by law) of any of the Company's subsidiary undertakings or parent undertakings or the subsidiary undertakings of such parent undertakings and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or any parent undertaking of the Company and to formulate and carry into effect any scheme for sharing profits with any such employees.
- (X) To insure the life of any person or to insure against any accident to any person who may, in the opinion of the directors, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (Y) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company, or of any other company which is a parent undertaking of the Company or in which the Company or any such parent undertaking has any interest whether direct or indirect or which is in any way allied to or associated with the Company, any parent undertaking of the Company or any subsidiary undertaking of the Company or any such parent undertaking, or who are or were at any time trustees of any pension fund in which any employees of the Company, any parent undertaking of the Company or any subsidiary undertaking of the Company or any such parent undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such parent undertaking or subsidiary undertaking or pension fund and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability.
- (Z) To support, subscribe for or donate money to any national, charitable, benevolent, public, general or useful object or for any purpose which may in the opinion of the directors directly or indirectly further the interests of the Company or of its members.
- (AA) Subject to due compliance, and in accordance, with the provisions of sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act.
- (BB) To distribute among the members of the Company in kind any property of the Company of whatsoever nature.
- (CC) To procure the Company to be registered or recognised in any part of the world and to do all or any of the things or matters aforesaid in any part of the world either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

- (DD) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in the sub-paragraphs of this paragraph 3 shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-paragraph, or by reference to or inference from the terms of any other sub-paragraph of this paragraph, or by reference to or inference from the name of the Company.
- (2) None of the sub-paragraphs of this paragraph and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-paragraph, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-paragraph of this paragraph as though each such sub-paragraph contained the objects of a separate Company.
- (3) The word "company" in this paragraph 3, except where used in reference to the Company, shall be deemed to include any body corporate, partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this paragraph 3 the expression "the Act" means the Companies Act 1985, the expressions "parent undertaking" and "subsidiary undertaking" shall have the meanings given to them by the Act provided that any reference in this paragraph 3 to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force."

2. THAT the regulations contained in the document annexed hereto be approved and adopted as the Articles of Association of the Company, in substitution for and to the exclusion of the existing Articles of Association of the Company.



*for and on behalf of*  
**ntl (B) LIMITED**