A05 09/11/2016 #34
COMPANIES HOUSE

WRITTEN RESOLUTION OF THE MEMBERS

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

SOUTHWESTERN BELL INTERNATIONAL HOLDINGS LIMITED

The directors of Southwestern Bell International Holdings Limited, a private limited company incorporated under the laws of England, with Company number 2378786 (the "Company")

WHEREAS, pursuant to section 291 of the Companies Act 2006, ("CA 2006") the directors of the Company propose that the resolutions set out below (the "Resolutions") be passed by the eligible members of the Company (within the meaning of section 289 (1) of the CA 2006)

WHEREAS, pursuant to section 642(2) of CA 2006 the directors of the Company have provided a copy of the Solvency Statement in the prescribed form and containing the information set out in section 643 of CA 2006

WHEREAS, in order to be effective, the resolutions must be passed within 15 days of the date of the Solvency Statement

WE, the undersigned, being the eligible member of the Company (within the meaning of section 289 (1) of CA 2006) HEREBY RESOLVE and agree, pursuant to section 283 of CA 2006, that the resolutions be passed as special resolutions, being for all purposes as valid and effective as if passed as special resolutions at a general meeting of the Company

SPECIAL RESOLUTIONS

THAT

- 1 the Company reduce its issued share capital from £5,467,434 to £1 by cancelling and extinguishing all but 20 of the 109,348,680 issued ordinary shares of £0.05 each in the Company, together with the capital contribution reserve of £228,800,000, and
- 2 the directors of the Company be authorised to do all such things as necessary to give effect to aforementioned reduction of capital including
 - a arranging for the amount of the capital so reduced to be credited to a reserve which, pursuant to Article 3(2)(b) of the Companies (Reduction of Share Capital) Order 2008, shall be treated for the purposes of Part 23 of CA 2006 as released profits, and
 - b filing within 15 days of these Resolutions being passed, a copy of these Resolutions, the signed Solvency Statement, a statutory Form SH19 and a statement of compliance by the Directors confirming that the Solvency Statement was made not more than 15 days before the date on which this resolution is passed and was provided to the members in accordance with section 642(2) of CA 2006

AGREEMENT

The undersigned, being those persons entitled to vote on the Resolutions on the date hereof, hereby irrevocably agree to the Resolutions being passed

The Resolutions maybe signed in counterpart, and if different counterparts shall bear different dates, then the Resolutions shall take effect on the latest date on any such counterpart

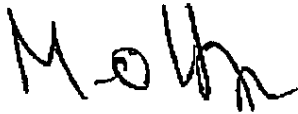
Signed by



Robert Dominic Dunn
Director

For Telewest Communications (Midlands and North West) Limited

Date 25 October 2016



Mine Ozkan Hifzi
Director

For Telewest Communications (Midlands and North West) Limited

Date 25 October 2016