
THE COMPANIES ACT 2006

PRIVATE UNLIMITED COMPANY WITH A SHARE CAPITAL

WRITTEN RESOLUTION

of

ntl CABLECOMMS DERBY

CIRCULATION DATE: 7 MARCH 2018

Pursuant to Part 13, Chapter 2 of the Companies Act 2006, the directors of ntl CableComms Derby (the "Company") propose that the following resolutions be passed as special resolutions:

SPECIAL RESOLUTIONS

1. **THAT** the Company reduces its issued share capital from £181,131,253 to £1.81 by reducing the nominal value of the ordinary shares from £0.01 to £0.000000001, of which 1,794,994,086 are held by ntl Derby Cablevision Holding Company and 18,131,254 are held by ntl CableComms Holdings No 1 Limited, together with cancelling and extinguishing the associated share premium of £45,867,075 (the "Capital Reduction").
2. **THAT** the directors of the Company be authorised to do all such things as necessary to give effect to the aforementioned reduction of capital including 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 the Companies Act 2006 as released profits.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions.


THURSDAY



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A16 15/03/2018 #102
COMPANIES HOUSE

The undersigned, being the members of the Company entitled to vote on the above written resolution (the "Written Resolution") on the Circulation Date, confirm receipt of the Written Resolution in accordance with section 291 of the Companies Act 2006 and hereby irrevocably agree to the Written Resolution.

Signed by:



Robert Dominic Dunn
Director

for **ntl CableComms Holdings No 1 Limited**

Date: 7 March 2018



Mine Ozkan Hifzi
Director

for **ntl CableComms Holdings No 1 Limited**

Date: 7 March 2018



Robert Dominic Dunn
Director

for **ntl Derby Cablevision Holding Company**

Date: 7 March 2018



Mine Ozkan Hifzi
Director

for **ntl Derby Cablevision Holding Company**

Date: 7 March 2018

NOTES

1. If you agree with the Written Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company Secretary at Media House, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.
2. If you do not agree to the Written Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Written Resolution, you may not revoke your agreement.
4. Unless, by the end of 28 days (beginning with the Circulation Date), sufficient agreement has been received for the Written Resolution to pass, it will lapse. If you agree to the Written Resolution, please ensure that your agreement reaches us before this date.
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.