

nw/12x \$180/000152 363a

Please complete in typescript, or in bold black capitals.

CHFP010

Company Number | 2591237

Company Name in full

| ntl Group | Limited | _ | | |
|-----------|---------|-------|------|--|
| | | | | |

| Date | ع. | thia | | |
|------|----|------|------|-----|
| Date | OT | tnis | reti | ırn |

The information in this return is made up to

| Day | Month Year | |
|-----|------------|------|
| 1 4 | 0 [3 | 2002 |

Annual Return

Date of next return

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

| Day | Month | Υe | ear |
|-----|-------|----|-----|
| L_ | | | |

ntl House, Bartley Wood Business Park

Registered Office

Show here the address at the date of this return.

Any change of registered office must be notified on form 287.

Post town

County / Region

UK Postcode RG27 9UP__

6420

Hampshire

Hook

Principal business activities

Show trade classification code number(s) for the principal activity or activities.

7260 9234 9220

If the code number cannot be determined, give a brief description of principal activity.



A13 COMPANIES HOUSE

10/04/02

COMPANIES HOUSE

28/03/02

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ for companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

| Register of members f the register of members is the registered office, state he kept. | Post town | |
|--|-------------------------------|---|
| C | county / Region | UK Postcode |
| Register of Debenture If there is a register of deber or a duplicate of any such re of it, which is not kept at the office, state where it is kept. | nture holders,egister or part | |
| C | County / Region | UK Postcode |
| | round / rogion [| |
| Company type | | |
| Public limited company | | |
| Private company limited by | shares | X |
| Private company limited by without share capital Private company limited by exempt under section 30 Private company limited by exempt under section 30 Private unlimited company capital Private unlimited company capital | shares guarantee with share | Please tick the appropriate box |
| Deflay V Company Secretary | | Details of a new company secretary must be notified on form 288a. |
| (Please photocopy this area to provide details of joint secretaries). | * Style / Title | |
| * Voluntary details. | Forename(s) | Gillian Elizabeth |
| If a partnership give the names and | Surname | James |
| addresses of the partners or the name Address | | 148 Selwyn Avenue, Highams Park |
| of the partnership and office address. | | |
| Usual residential address must be | Post town | London |
| given. In the case of a corporation, | County / Region | |
| give the registered | Country | |
| or principal office address. | Country | Engrand |



| Register of men | | |
|---|--------------------------|---|
| If the register of me | | |
| - | , state here where it is | |
| kept. | | |
| | Post town | |
| | Calimbu / Dagian | LUC Deather de 1 |
| | County / Region | UK Postcode L |
| | | |
| | | |
| Register of Deb | enture holders | |
| - | of debenture holders, | I |
| or a duplicate of any | y such register or part | |
| of it, which is not ke | | |
| office, state where i | t is kept. | |
| | Post town | |
| | | |
| | County / Region | UK Postcode |
| | | |
| Company type | | |
| 5 | | |
| Public limited comp | any | |
| Private company lir | mited by charge | |
| | - | |
| Private company lir | | |
| without share capit | | |
| Private company lir | | > Please tick the appropriate box |
| exempt under secti | | |
| | mited by guarantee | |
| exempt under sect | | |
| Private unlimited co | ompany with share | |
| capital | ompany without share | |
| capital | ompany without share | |
| Capital | | |
| | | |
| | | |
| Company Seci | retary | Details of a new company secretary must be notified on form 288a. |
| (Please photocopy | Name * Style / Title | |
| this area to provide details of joint | Name * Style / Title | |
| secretaries). | Ference/e | |
| * Voluntary details. | Forename(s | Richard Joel |
| | Surname | A T. 1 |
| If a partnership give the names and | Sumanie | Lubasch |
| addresses of the | A | A Danah Eman Lang |
| partners or the name | Address | 4 Beech Tree Lane |
| of the partnership and office address. | | |
| Usual residenti | a l | |
| address must b | Dook town | n Brookville |
| given. In the cas | | |
| of a corporation | O , / D | New York 11545 UK Postcode |
| give the registere | ed _ | |
| or principal offic | ce Countr | Y USA |
| address. | | |



| Register of member If the register of members the registered office, state kept. | s is not kept at | |
|---|--|---|
| | County / Region | UK Postcode [|
| Register of Debento If there is a register of de or a duplicate of any suc of it, which is not kept at office, state where it is ke | ebenture holders, h register or part the registered | |
| | County / Region _ | UK Postcode [|
| Company type | | |
| Public limited company | | |
| Private company limited Private company limited without share capital Private company limited exempt under section 3 Private company limited exempt under section 3 Private unlimited compa capital Private unlimited compa capital | by guarantee [by shares [by guarantee [by guarantee [continue] | Please tick the appropriate box |
| Company Secreta | ry | Details of a new company secretary must be notified on form 288a. |
| (Please photocopy this area to provide details of joint secretaries). | Style / Title | |
| * Voluntary details. | Forename(s) | Robert Mario |
| If a partnership give the names and addresses of the partners or the name of the partnership and office address. | Surname ress | Mackenzie 19 Ranelagh Avenue |
| Usual residential address must be | Post town | London |
| given. In the case of a corporation, give the registered | County / Region | UK Postcode SW6 3PJ |
| or principal office address. | Country | England |



| Directors Please list directors in alpi | habetical order. | Details of new directors must be | notified on form 288a |
|---|--|--|-----------------------|
| Nai | me * Style / Title | | |
| Directors In the case of a director that is a corporate | Date of birth | Day Month Year 2 2 1 2 1 9 6 3 | |
| or a Scottish firm, the name is the | Forename(s) | John Francis | |
| corporate or firm name. | Surname | Gregg | |
| Ad | dress | 411 Silvermoss Drive | |
| Usual residential address must be | | | |
| given. In the case of a corporation, | Post town | Vero Beach | |
| give the registered or principal office | County / Region | Florida 32963 | UK Postcode |
| address. | Country | United States | Nationality American |
| 1 | Business occupation | Chief Financial Officer_ | |
| | | | |
| * Voluntary details. | | | |
| • | ame * Style / Title | | |
| Directors In the case of a director | ame * Style / Title Date of birth | Day Month Year | |
| No Directors In the | Otyle / Title | Day Month Year 2 2 0 1 1 9 5 7 | |
| Directors In the case of a director that is a corporate or a Scottish firm, | Date of birth | Day Month Year 2 2 0 1 1 9 5 7 James Barclay | |
| Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. | Date of birth | Day Month Year 2 2 0 1 1 9 5 7 James Barclay Knapp | |
| Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. | Date of birth Forename(s | Day Month Year 2 2 0 1 1 9 5 7 James Barclay Knapp 54 Hodge Road | |
| Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. A Usual residential | Date of birth Forename(s | Day Month Year 2 2 0 1 1 9 5 7 James Barclay Knapp 54 Hodge Road | |
| Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. A Usual residential address must be given. In the case | Date of birth Forename(si Surname | Day Month Year 2 2 0 1 1 9 5 7 James Barclay Knapp 54 Hodge Road Princeton | |
| Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. A Usual residential address must be given. In the case of a corporation, give the registered | Date of birth Forename(si Surname ddress Post town | Day Month Year 2 2 0 1 1 9 5 7 James Barclay Knapp 54 Hodge Road Princeton New Jersey 08540 | |



| Issued share capital Enter details of all the shares in issue at the date of this return. | Class (e.g. Ordinary/Preference) | Number of shares issued | Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock) |
|---|---|-----------------------------------|--|
| See attached schedule | | | |
| i | | 1 | 1 |
| | | | |
| | | | |
| L | | L | <u> </u> |
| | Totals | L | - L |
| List of past and present shareh | nolders | | |
| (use attached schedule where appropriate) | There were no change | es in the period X | |
| A full list is required if one was not included with either of the last two | | on pap | er in another format |
| returns. | A list of changes is er | |] [] |
| | 7 list of offariges is of | lolosed | |
| | A full list of sharehold | lers is enclosed X | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| Certificate | I certify that the infor knowledge and belie | mation given in this return f. | is true to the best of my |
| Sign | ned M | Da | te 31302 |
| † Please delete as appropriate. | † a d irector / secretary | | <u> </u> |
| | | | |
| When you have signed the return send | | <u> </u> | |
| with the fee to the Registrar of Companies. | This return | includes 4 | continuation sheets. |
| Cheques should be made payable to | | (enter number) | |
| Companies House. | | | |
| Please give the name, address, teleph | | eputy Secretary, ntl | Group, Caxton Way, |
| number and, if available, a DX numbe and Exchange of the person Compani | es Watford Busine | ess Park, Watford, H | ertfordshire, WD18_ |
| House should contact if there is any q | uery. 8XH, England | Tel | |
| | DX number (| DX exchange | |
| Allueprint | | DX excitatinge | |
| Company Secretary | | | Page |



Issued share capital Schedule to form 363a

| CHFP010 | Company Numb | er 2591237 | | |
|---------------------------------|--|-------------------------------------|----------------------------|--|
| | Company Name in fu | III ntl Group Limite | ed | |
| | | L | | |
| | Curren | CY Pounds Sterling | | |
| | are capital | | | |
| Enter details of at the date of | of all the shares in issue this return. | Class (e.g. Ordinary/Preference) | Number of shares issued | Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock) |
| Ordinary | | | 5,179,797 | £51,797.97 |
| | | | | |
| | | | | |
| <u></u> | | | L | _ |
| <u> </u> | | | L | L |
| _ | | | 1 | |
| \ | | | 1 | |
| 1 | | | 1 | 1 |
| I | | | | _ |
| 1 | | | | _ [|
| | | Totals | | |
| | | | 5,179,797 | 51,797.97 |



Issued share capital Schedule to form 363a

| CHFP010 | Company Nu | mber 2591237 | | |
|------------------------------|---|--|----------------------------|--|
| (| Company Name i | n full ntl Group Limite | ed | |
| | Curi | ency US Dollar | | |
| ssued sha | re capital | | | |
| Enter details on the date of | of all the shares in issu this return. | e Class (e.g. Ordinary/Preference) | Number of shares issued | Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock) |
| New Ordin | ary | | 5,179,680 | US\$1,035,936.00 |
| | | | L | L |
| | | | | L |
| | | | | |
| | | | | |
| | | <u> </u> | | |
| | | | | |
| | | | L | _ |
| | | | L | _ L |
| | | | | |
| | | Totals | <u>5,179,68</u> 0 | 1,035,936.00 |



List of past and present shareholders Schedule to form 363a

| CI | ΗГ | :P | n. | 10 |
|----|----|----|----|----|

Company Number

| 2591237 _ | | | |
|-----------|--|--|--|
| | | | |

Company Name in full

ntl Group Limited

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following the incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- ➤ List joint shareholders consecutively

| | | Shares or amount of stock transferred (if appropriate) | | |
|--|--|---|----------------------------------|--|
| Shareholders' details | Class and number of shares or amount of stock held | Class and number of shares or amount of stock transferred | Date of registration of transfer | |
| Name ntl Investment Holdings Limited | £0.01 Ordinary | | | |
| Address Intl House, Bartley Wood Business Park, Hook, Hampshire, England | | | | |
| UK postcode RG27 9UP | Shares Held 5,179,797 | | | |
| Name | | | | |
| | | | <u>-</u> | |
| Address | | | | |
| | | | | |
| UK postcode | | | | |
| Name | | | | |
| Address | - | | | |
| | | | | |
| UK postcode | - | | | |



holders rm 363a

| | Company Secretary | | List of past and present shar Schedule to for | | |
|---------|-------------------|---------|---|--|--|
| CHFP010 | Company Number | 2591237 | | | |

| Company Name in full | ntl Group Limited |
|----------------------|-------------------|
| | 1 |
| | |

- > Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following the incorporation; Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- > List joint shareholders consecutively

| | | | | |
|---|--|---|----------------------------------|--|
| | | Shares or amount of stock transferred (if appropriate) | | |
| Shareholders' details | Class and number of shares or amount of stock held | Class and number of shares or amount of stock transferred | Date of registration of transfer | |
| Name ntl Investment Holdings Limited | US\$0.20 New Ordinary | | | |
| Address ntl House, Bartley Wood Business Park, Hook, Hampshire, England | | | | |
| | Shares Held 5,179,680 | | | |
| UK postcode RG27 9UP | | | | |
| Name | | | | |
| Address | | | | |
| UK postcode | - | | | |
| Name | | | | |
| Address | | | | |
| UK postcode | | | | |