



Company Number 2591237

**WRITTEN RESOLUTIONS****NTL GROUP LIMITED**

The undersigned, being all of the A Ordinary Shareholders of the Company and accordingly being the only members who (at the date of this Written Resolution) would be regarded for the purposes of Section 381A of the Companies Act 1985 (the "Act") as entitled to attend and vote at a General Meeting of the Company, hereby agree pursuant to such Section and conditional upon the consent of the Special Shareholders to the matters referred to herein being obtained to the following Resolutions (which would otherwise be required to be passed, in the case of Resolution 1 and 5 as Special Resolutions and in the case of Resolutions 2, 3 and 4 as Ordinary Resolutions):-

**New Articles of Association**

1. That the Articles of Association of the Company contained in the document attached hereto and for the purpose of identification signed by the Company Secretary, be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

**Creation and Issue of new Ordinary Shares**

2. That the authorised share capital be increased from £53,783.87 to £53,783.87 and US\$1,048,631 by the creation of new ordinary shares as set out below:-

- (a) 439,600,000 New A Ordinary Shares of 0.1 US cent each;
- (b) 57,985,000 New B Ordinary Shares of 0.1 US cent each; and
- (c) 551,045,600 New C Ordinary Shares of 0.1 US cent each.

In each case having the rights and being subject to the restrictions set out in the Articles of Association of the Company adopted pursuant to Resolution 1 above.

3. That the Directors be and they are hereby authorised to appropriate the Sterling equivalent of US\$995,170 (such Sterling equivalent to be by reference to such financial index as the Directors may choose) standing to the credit of the Company's share premium account and the such sum be appropriated to the members of the Company holding A, B and C Ordinary Shares of 1p each in the capital of the Company on the register of members immediately prior to the effective date of these written resolutions in proportion to the number of such shares held by them and applied on their behalf in paying up in full New A, B and C Ordinary Shares of 0.1 US cent each in the capital of the Company such shares to be allotted and issued, credited as fully paid up, to such shareholders as follows:-

- (i) two hundred New A Ordinary Shares of 0.1 US cent each for each of the existing 2,198,000 A Ordinary Shares of 1p each;
- (ii) two hundred New B Ordinary Shares of 0.1 US cent each for each of the existing 289,925 B Ordinary Shares of 1p each; and
- (iii) two hundred New C Ordinary Shares of 0.1 US cent each for each of the existing 2,487,925 C Ordinary Shares of 1p each;

provided that this authority shall be conditional upon the passing of the following resolution and shall expire on the date being twelve months from the date of these written resolution.

- 4. That the Directors be and they are hereby generally and unconditionally authorised, in accordance with Section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in sub-section (2) of the said Section 80) of the Company up to an aggregate nominal amount of US\$1,048,631 and £3961 provided that this authority shall expire on the date being twelve months from the date hereof save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority shall be in addition to all previous authorities conferred upon the Directors pursuant to the said Section 80.

5. Pre-emption Rights

That the Directors be and they are hereby, empowered in accordance with Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in Section 80 of the Act) pursuant to paragraph 4 of these written resolutions, as if Section 89(1) of the Act did not apply to the allotment, provided that the power conferred by this resolution 5 shall be limited to the allotment of C Ordinary Shares of 1 penny each up to an aggregate nominal value not exceeding £3961 and so that this power, unless renewed or revoked, shall expire on the date being twelve months from the date hereof save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority shall be in addition to all previous authorities conferred upon the Directors pursuant to Section 95.

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- 3 -

Note: The above written resolutions were delivered to and the attached letter under Section 381B of the Act was received from the Company's auditors, on .....1996. Accordingly, the written resolutions took effect on the above date being the date of signature of the written resolutions.

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Director