

Package: 'Laserform'  
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# 88(2)

## Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals.

CHFP025

Company Number

2591237

Company name in full

NTL GROUP LIMITED

### Shares allotted (including bonus shares):

Date or period during which  
shares were allotted

(If shares were allotted on one date  
enter that date in the "from" box)

From

To

Day Month Year

Day Month Year

3 1 1 2 2 0 0 0

Class of shares

(ordinary or preference etc)

ORDINARY

Number allotted

1

Nominal value of each share

£0.01

Amount (if any) paid or due on each  
share (including any share premium)

£94,851,039

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be  
treated as paid up

100%

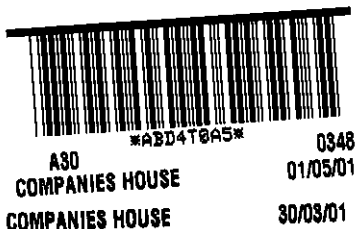
Consideration for which  
the shares were allotted

(This information must be supported by  
the duly stamped contract or by the duly  
stamped particulars on Form 88(3) if the  
contract is not in writing)

THE TRANSFER BY NTL INVESTMENT HOLDINGS LIMITED TO NTL  
GROUP LIMITED OF 150,150,001 ORDINARY SHARES OF

CABLETEL NEWPORT, PURSUANT TO A SECURITIES ACQUISITION  
AGREEMENT DATED 22 DECEMBER 2000 BETWEEN, AMONG

OTHERS, NTL INVESTMENT HOLDINGS LIMITED AND NTL GROUP  
LIMITED



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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
For companies registered in England and Wales

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

# Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
<b>Name</b> <u>NTL INVESTMENT HOLDINGS LIMITED</u>		<b>Class of shares allotted</b> <u>ORDINARY</u>	<b>Number allotted</b> <u>1</u>
<b>Address</b> <u>NTL HOUSE, BARTLEY WOOD BUSINESS PARK, HOOK, HAMPSHIRE</u>			
<b>UK Postcode</b> <u>R G 2 7 9 U P</u>			
<b>Name</b> _____		<b>Class of shares allotted</b> _____	<b>Number allotted</b> _____
<b>Address</b> _____			
<b>UK Postcode</b> <u>_____</u>			
<b>Name</b> _____		<b>Class of shares allotted</b> _____	<b>Number allotted</b> _____
<b>Address</b> _____			
<b>UK Postcode</b> <u>_____</u>			
<b>Name</b> _____		<b>Class of shares allotted</b> _____	<b>Number allotted</b> _____
<b>Address</b> _____			
<b>UK Postcode</b> <u>_____</u>			
<b>Name</b> _____		<b>Class of shares allotted</b> _____	<b>Number allotted</b> _____
<b>Address</b> _____			
<b>UK Postcode</b> <u>_____</u>			

Please enter the number of continuation sheets (if any) attached to this form

Signed GM JAMES Date 26/3/01

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Travers Smith Braithwaite

10 Snow Hill, London, EC1A 2AL

Ref: 1447427/JAB/N2059-144

Tel 020 7248 9133

DX number DX 79

DX exchange London/City