

COMPANY NUMBER 03709840

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NTL CABLECOMMS HOLDINGS NO 2 LIMITED

CIRCULATION DATE: 15 DECEMBER 2016

TUESDAY



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31/01/2017

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Act), the directors of ntl CableComms Holdings No 2 Limited (the Company) propose that the following resolutions are passed as special resolutions (the Special Resolutions)

SPECIAL RESOLUTIONS

- (A) **THAT** the Articles of Association of the Company (the Articles) be amended by
- (i) deleting article 5 of the Company's Memorandum of Association which, by virtue of section 28 of the Act, is treated as a provision of the Company's Articles, and
 - (ii) replacing article 3 of the Articles by the following
 - (1) The authorised share capital of the Company shall be unlimited
 - (2) The directors are generally and unconditionally authorised, in accordance with section 551 of the Company Act 2006, to exercise all the powers of the Company to allot ordinary shares in the Company up to an aggregate nominal amount of £50,000,000,000, and this authority shall expire five years from [the date of these Resolutions] but may be previously revoked or varied or renewed and so that the Company may, before such expiry, revocation or variation of this authority, make any offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation
- (B) **THAT** the directors be and are hereby empowered pursuant to section 571 of the Act to allot 50,000,000,000 ordinary shares pursuant to the authority conferred by the Articles as amended by Resolution A above, as if section 561(1) of the Act did not apply to any such allotment

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Special Resolutions

The undersigned, being members entitled to vote on the Special Resolutions on the Circulation Date, hereby irrevocably agree to the Special Resolutions



for and on behalf of

SOUTH CABLECOMMS LLC

Date 15 December 2016



for and on behalf of

NTL SOUTH CABLECOMMS HOLDINGS, INC

Date 15 December 2016



for and on behalf of

NTL SOUTH CABLECOMMS MANAGEMENT, INC

Date 15 December 2016

NOTES

- 1 You can choose to agree all of the Special Resolutions or none of them, but you cannot agree to some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by hand to Gill James, Company Secretary at Media House, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP

If you do not agree to the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Pursuant to the Companies Act 2006, unless, by the end of 28 days (beginning with the Circulation Date), sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date. The agreement of a member to a written resolution under the Companies Act 2006 is ineffective if signed after this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 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

THE COMPANIES ACT 1985
(the Act)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

NTL CABLECOMMS HOLDINGS NO 2 LIMITED
(as amended by Special Resolution passed on 15 December 2016)

PRELIMINARY

- 1 Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985
- 2
 - (1) In these articles, unless the contrary intention appears
 - (a) the "Statutes" means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act, and
 - (b) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons including bodies corporate and unincorporated associations
 - (2) Headings to these articles are inserted for convenience and shall not affect construction

SHARE CAPITAL

- 3
 - (1) The authorised share capital of the Company shall be unlimited

- (2) The directors are generally and unconditionally authorised, in accordance with section 551 of the Company Act 2006, to exercise all the powers of the Company to allot ordinary shares in the Company up to an aggregate nominal amount of £50,000,000,000, and this authority shall expire five years from [the date of these Resolutions] but may be previously revoked or varied or renewed and so that the Company may, before such expiry, revocation or variation of this authority, make any offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation

GENERAL MEETINGS

- 4 (1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able
- (a) to hear each of the other participating members addressing the meeting, and
- (b) if he so wishes, to address all of the other participating members simultaneously,
- whether directly by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods
- (2) A quorum is deemed to be present if these conditions are satisfied in respect of at least the number of members required to form a quorum
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place where the chairman of the meeting participates
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains Regulation 46 of Table A shall be amended accordingly
- (5) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives

SHAREHOLDERS' RESOLUTIONS

- 5 A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of its members This article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act

VOTES OF MEMBERS

- 6 (1) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in regulation of Table A Regulation 54 of Table A shall be amended accordingly
- (2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 of Table A and the last provision of regulation 62 shall be amended accordingly

DIRECTORS

- 7 (1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares of the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly appointed representative shall suffice Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors
- (2) In addition to the circumstances set out in regulation 81 of Table A, the office of a director shall be vacated if he is removed from that office in accordance with this article
- (3) The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director
- (4) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply
- (5) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age
- (6) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates

ALTERNATE DIRECTORS

- 8 (1) In addition to the persons mentioned in regulation 65 of Table A, a director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director
- (2) An alternate director is entitled to receive notice of all meetings of the directors, to attend and vote at any meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director Regulation 66 of Table A shall not apply

- (3) Every person acting as an alternate director shall have one vote for each director for which he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulations 88 and 89 of Table A shall not apply.
- (4) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.
- (5) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.

POWERS OF DIRECTORS

- 9 (1) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of any persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

- 10 Provided that he has disclosed to the directors the nature and intent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
- 11 Notice of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulation 88 of Table A shall be amended accordingly.
- 12 Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex".
- 13 (1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able
 - (a) to hear each of the other participating directors addressing the meeting, and
 - (b) if he so wishes, to address all of the other participating directors simultaneously,

whether directly by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if these conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to article 10.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place where the chairman of the meeting participates.

SEAL

- 14 (1) The Company may exercise the power conferred by the Statutes with regard to having seals and those powers shall be vested in the directors
- (2) The directors shall provide for the safe custody of every seal which the Company may have
- (3) A seal shall only be used by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee
- (4) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or fixed by some mechanical means
- (5) Unless otherwise decided by the directors:
- (a) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed, and
 - (b) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors
- (6) Certificates for shares, debentures or other securities of the Company need not be sealed with the seal but may be signed on behalf of the Company by at least one director and the secretary or by at least two directors or by such other person or persons as may be authorised by the directors for that purpose Regulation 6 of Table A shall be amended accordingly Regulation 101 of Table A shall not apply

NOTICES

- 15 (1) The Company may give any notice to a member either personally or by sending it by prepaid airmail or first class post or telex or facsimile transmission to the member at his registered address by leaving it at that address In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders
- (2) Regulation 112 of Table A shall not apply and regulation 116 shall apply as if the words "within the United Kingdom" did not appear
- 16 (1) Proof that
- (a) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available), or
 - (b) a telex or facsimile transmission setting out the terms of a notice was properly despatched
- shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when it was despatched
- (2) Regulation 115 of Table A shall not apply

INDEMNITY

- 17 (1) Subject to the provisions of and to the extent permitted by the Statutes, every director, other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:
- (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person, and
 - (b) the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced
- (2) Regulation 118 of Table A shall not apply

- 18 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this special article (to the effect that any provision contained in this special article shall override any other provision under these articles)

The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

- 1 is to any bank, institution or other person to which such shares have been charged by way of security or to any third party nominated by such a bank, institution or other person (or a person acting as agent or security trustee for such a person) (a Secured Institution), or
- 2 is delivered to the Company for registration by a Secured Institution or such third party in order to perfect its security over the shares, or
- 3 is executed by a Secured Institution or such third party pursuant to a power of sale or other power existing under such security

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles

- 1 no transfer of any shares in the Company or proposed transferor of such shares to a Secured Institution or such third party; and
- 2 no Secured Institution or such third party

shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise