

Company number: 02387692

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF
NTL SOUTH CENTRAL LIMITED
(the "Company")**

Circulated on 18 December 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 is passed as a special resolution and that resolution 2 is passed as an ordinary resolution (the "Resolutions"):

SPECIAL RESOLUTION

1. **THAT** pursuant to section 641(1)(a) of the Companies Act 2006: (i) the share capital of the Company be reduced by cancelling and extinguishing 1,219,727 of the Company's issued ordinary shares of £1 each registered in the name of Virgin Media Limited; and (ii) that such amount in the sum of £1,219,727 be credited to the profit and loss reserves of the Company.

ORDINARY RESOLUTION

2. **THAT** in accordance with paragraph 42(2)(b) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the authorised share capital clause of the Company be and hereby is removed from the articles of association of the Company on and with effect from the passing of this resolution 2.

AGREEMENT

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

The undersigned, being the sole Member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:



Robert Mackenzie

for and on behalf of

Virgin Media Limited

Dated: 18 December 2009



NOTES

1. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to one only of them. If you agree to both of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to either of the Resolutions, 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 Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.