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THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL

REGISTERED NUMBER 2407924

MEMORANDUM OF ASSOCIATION

of

NYNEX CABLECOMMS GREATER MANCHESTER

(as last altered by a written resolution dated 4th October 1993)

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1. The Company's name is "NYNEX CABLECOMMS GREATER MANCHESTER"\*.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's object is to \*\*carry on business as a general commercial company and in addition and without prejudice to the generality of the foregoing the further objects for which the Company is established are:
  - (a) (i) To carry on within and without the United Kingdom in any manner the Company may think fit the business in all branches of the telecommunications, cable television, space satellite, electronic, electrical, television, film, sound media and video industries.
  - (ii) To carry out research, investigations and experimental work of every description in relation to telecommunications, cable television, space satellite, electronic, electrical, television, film, sound media and video industries.
  - (iii) To apply for, promote, acquire and hold any charter, Act of Parliament, monopoly of rights, privileges, licences, concessions or other rights from any sovereign, government, government department, provincial or local authority, corporation or body as may be expedient and desirable for furthering the objects of the Company.

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\* The name of the Company was on the 3rd day of November 1989 changed from "ASPINGRANGE LIMITED" to "GREATER MANCHESTER CABLE VISION LTD", and on the 9th day of November 1989 to "GREATER MANCHESTER CABLEVISION LTD", and on the 10th day of June 1991 to "GREATER MANCHESTER CABLEVISION LIMITED", and on the 6th day of July 1993 "NYNEX CABLECOMMS GREATER MANCHESTER LIMITED", and on the 4th day of October 1993 to "NYNEX CABLECOMMS GREATER MANCHESTER".

\*\* On 4th October 1993 the objects of the Company were amended by the substitution of the words following.

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- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or form mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations, or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company,

and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such person; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents; and to set up, establish, support and maintain profit sharing of share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (u) Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

- (v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (y) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

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\*\*\* By a written resolution of the sole member of the Company dated 4th day of October 1993 former clauses 4 and 5 of this memorandum of association were deleted.

WE, the subscribers to this memorandum of association, wish to be formed into a Company pursuant to this memorandum of association, and we agree to take the number of shares set opposite our respective names.

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NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of Shares  
taken by each Subscriber

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- |    |  |     |
|----|--|-----|
| 1. | JACQUELINE SAMUELS<br>For and on behalf of<br>Legibus Secretaries Limited<br>Royex House<br>Aldermanbury Square<br>London EC2V 7LD | One |
| 2. | CHRISTINE ANNE LEE<br>For and on behalf of<br>Legibus Nominees Limited<br>Royex House<br>Aldermanbury Square<br>London EC2V 7LD    | One |

Total Shares taken: Two

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DATED the 11th day of May 1989

Witness to the above signatures:  
SHARON METSON  
Royex House  
Aldermanbury Square  
London EC2V 7LD

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THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL  
REGISTERED NUMBER 2407924

ARTICLES OF ASSOCIATION\*  
of  
NYNEX CABLECOMMS GREATER MANCHESTER

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TABLE A

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles ("Table A") shall, except where the same are excluded or varied by or inconsistent with these Articles, apply to the Company. No regulations (other than those contained in Table A) set out in any statute or statutory instrument concerning companies shall apply as regulations of the Company. Regulations 3, 32, 34 and 35 of Table A shall not apply to these Articles.

INTERPRETATION

2. In these Articles unless the context otherwise requires:

"these Articles" means these Articles of Association in their present form or as from time to time altered;

"the Companies Acts" means every statute from time to time in force concerning companies insofar as the same applies to the Company;

"Member" means a member of the Company;

every reference in Table A to "the Act" shall be construed as if the reference were to the Companies Acts;

any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such other part (as the case may be); and

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\* These Articles of Association were adopted as new Articles of Association by a written resolution of the sole member dated 4th October 1993.



where, for any purpose, an ordinary resolution of the Company is required a special or extraordinary resolution shall also be effective and where an extraordinary resolution is required a special resolution shall also be effective.

#### AUTHORISED SHARE CAPITAL

3. The authorised share capital of the Company at the date of the adoption of these Articles is £20,001,000 divided into 2,000,100,000 ordinary shares of 1 pence each.

#### CLASS RIGHTS

4. Whenever the capital of the Company is divided into different classes of shares the rights attached to any class of shares may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated, whether or not the Company is being wound up, either with the consent in writing of the holders of three-quarters in nominal value of the issued shares of the class or with the sanction of an extraordinary resolution passed at a separate meeting of such holders (but not otherwise). All the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply to every such separate meeting, except that the quorum for any such separate meeting shall be one person holding or representing by proxy at least one-third in nominal value of the issued shares of the class or, at any adjourned meeting, that holder, or those holders, present in person or by proxy, whatever the amount of their holding.

#### ALTERATION OF SHARE CAPITAL

5. The Company may by special resolution:

- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- (c) sub-divide its shares, or any of them, into shares of a smaller amount than its existing shares;
- (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person; and
- (e) reduce its share capital and any share premium account in any way.

#### TRANSFERS OF SHARES

6. No transfer of any share shall be registered except (a) a transfer of shares to another Member (b) a transfer of shares to the Company or (c) a transfer in consequence of the death or bankruptcy of a Member, or otherwise by operation of law. The Directors shall decline to register any transfer of a share otherwise than in accordance with the preceding sentence of this Article 6. Any person who becomes entitled to any share



as a consequence of an event described in item (c) of this Article 6 shall not be entitled to receive notice of or to attend and vote at any general meeting of the Company except pursuant to and for the purposes of Article 25 of these Articles.

#### NOTICE OF GENERAL MEETINGS

7. The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in Regulation 38 of Table A.

#### PROCEEDINGS AT GENERAL MEETINGS

8. At any general meeting a poll may be directed by the Chairman of the meeting or adjourned meeting or demanded by any Member present in person or by proxy and Regulation 46 of Table A shall be varied accordingly.

9. Subject to any rights or restrictions for the time being attached to any shares, on a show of hands every Member present in person (being an individual) or by a duly authorised representative (being a corporation) or by proxy (not being himself a Member entitled to vote) shall have one vote and, on a poll, every Member shall have one vote for each share of which he is the holder. Regulation 54 of Table A shall not apply.

#### VOTES OF MEMBERS

10. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company (or at such other place in the United Kingdom as is specified for that purpose in the notice of meeting or any instrument of proxy sent by the Company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the Chairman of the meeting or adjourned meeting before the commencement of such meeting and, in default, the instrument of proxy shall not be valid. Regulation 62 of Table A shall not apply.

#### NUMBER OF DIRECTORS

11. The number of Directors (other than duly appointed alternate Directors) shall be not less than two nor more than four.

#### POWERS OF DIRECTORS

12. The Company may exercise all the powers conferred by the Companies Acts with regard to having any official seal and such powers shall be vested in the Directors. Any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.

#### ALTERNATE DIRECTORS

13. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct and Regulation 66 of Table A shall be varied accordingly.

14. It shall be necessary to give notice of all meetings of Directors, and of all meetings of committees of Directors of which an alternate's appointor is a member, to an alternate Director who is absent from the United Kingdom and Regulation 66 of Table A shall be varied accordingly.

#### DELEGATION OF DIRECTORS' POWERS

15. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit. The Directors may also entrust to and confer upon any Director any of the powers exercisable by them. Any such delegation may be made upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and the Directors may from time to time revoke, withdraw, alter or vary all or any of such powers. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of Directors so far as they are capable of applying. Regulation 72 of Table A shall not apply.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

16. The Directors and the Company by ordinary resolution shall, subject to Article 11 of these Articles, each have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 81 of Table A and to the provisions of the Companies Acts) hold office until he is removed pursuant to these Articles.

17. Regulations 73 to 80 (inclusive) and Regulation 81(e) shall not apply.

18. Regulation 84 of Table A shall not apply.

#### DIRECTORS' INTERESTS

19. Subject to the provisions of these Articles and provided a Director shall have disclosed such interest in accordance with Regulation 85 of Table A, a Director shall be entitled to vote in respect of any transaction, contract, arrangement or agreement with the Company in which he is in any way, whether directly or indirectly, interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. For the purposes of this Article an interest of a person who is, for any purpose of the Companies Acts, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his

appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.

#### PROCEEDINGS OF DIRECTORS

20. Subject to the provisions of these Articles the Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Meetings may be held in any part of the world. At any time any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors. Notice of any meeting of the Directors may be given by telephone, facsimile or telex. It shall be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of equality of votes, the Chairman of the meeting shall have a second or casting vote. A Director who is also an alternate Director shall be entitled, in the absence of his appointor, to a separate vote on behalf of his appointor in addition to his own vote. Regulation 88 of Table A shall not apply.

21. A Director shall be treated as present at a meeting of the Directors if he is in telephonic communication with the meeting. The quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and, unless so fixed at any other number, shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall not apply. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. Regulations 94 to 98 of Table A shall not apply.

#### ACCOUNTS

22. The Members shall be entitled to inspect any accounting records or other book or document of the Company, upon reasonable notice to the Company and during normal business hours. The Members shall not be entitled to inspect any document reasonably considered by the Directors to be confidential to the Company. Regulation 109 of Table A shall not apply.

#### NOTICES

23. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall, for all purposes, be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal

disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered on the day after the day when the same was put in the post and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

24. Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 112, 115 and 116 of Table A shall not apply.

#### WINDING UP

25. If any of the following events shall occur:

(a) Manchester Cablevision Holding Company (Company number 2455631) or NYNEX WSG 1 Company ceases (after first becoming a Member) to be a Member; or

(b) Manchester Cablevision Holding Company or NYNEX WSG 1 Company takes (after first becoming a Member) any action or any legal proceedings are started or other steps are taken for:

- (i) the winding-up or dissolution of Manchester Cablevision Holding Company or NYNEX WSG 1 Company while such company is a Member (except for the purposes of a bona fide reconstruction or amalgamation); or
- (ii) the appointment of a liquidator, trustee, receiver, administrative receiver or similar officer of Manchester Cablevision Holding Company or NYNEX WSG 1 Company while any of them is a Member or over the whole or any part of the assets or undertakings of such company while any of them is a Member;

then the Directors of the Company shall (unless they have previously been released from their obligations to do so by a special resolution of the Company) as soon as possible after the event has occurred convene an extraordinary general meeting of the Company at which an ordinary resolution will be proposed pursuant to section 84 of the Insolvency Act 1986 to wind the Company up voluntarily. At such extraordinary general meeting every shareholder present in person or by proxy and entitled to vote shall vote in favour of such resolution and any votes purported to be cast against such resolution shall not be counted as valid votes.

#### INDEMNITY

26. Subject to the provisions of the Companies Acts the Company may purchase and maintain for every Director, alternate Director, Auditor, Secretary or other officer of the Company insurance against any liability which, by virtue of any rule of law, would otherwise attach to him in

respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company and every such person shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 of Table A shall not apply.