G

⊃lease do not ■write in this ¬nargin

CHA 116

Please complete legibly, preferably lin black type, or bold block lettering

insert full name of company

T Distinguish between ordinary preference, etc.

S Complete
(a) or (b) as
appropriate

COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

To the Registrar of Companies (address overleaf) (See note 1)

88 (2)

(REVISED 1988)

This form replaces forms PUC2, PUC3 and 88(2)

Company number

2591237

1. Name of Company

- * NTL GROUP LIMITED
- 2. This section must be completed for all allotments

Description of shares †	ORDINARY		
A Number allotted	100		
B Nominal value of each	£ 0.01	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	٤ 0.01	£	£

Date(s) on which the shares were allotted

(a) [on 31 MARCH 19 98]\$, or

(b) [from 19 to 19 19]\$

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

3. If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)

DExtent to which each share is to be treated as paid up.
Please use percentage.

E Consideration for which the shares were allotted

TRANSFER OF SHARES IN CERTAIN COMPANIES PURSUANT

TO A SHARE TRANSFER AGREEMENT DATED 31 MARCH 1998 BETWEEN NTL

INVESTMENT HOLDINGS LIMITED AND NTL GROUP LIMITED.

Notes

- This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No 88(3)).
- 3. Details of bonus issues should be included only in section 2.

Presentor's name, address, telephone number and reference (if any): Travers Smith Braithwaite 10 Snow Hill London EC1A 2AL

DX 79 London/City

0171 248 9133 REF: AMS

For official use



4. Names and addresses of allottees

Please do not write in the margin

Please complete legibly, preferably in black type, or bold block lettering

Names and Addresses	Number of shares allotted				
	Ordinary	Preference	Other		
NTL INVESTMENT HOLDINGS LIMITED CRAWLEY COURT WINCHESTER HANTS	Ordinary 100	Preference	Other		
Total	100	E			

Where	the	spac	e giver	ı on	this	form i	is	ina	dequate	e, continua	tion
sheets	sho	uld b	e used	and	the	numbe	∋r	of	sheets	attached	should
be indicated in the box opposite:											

secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as

‡Insert director,

appropriate

Signed	R. Man
0.3	

_ Designation ‡____

_Date _ 71 | 3 | 98

Companies registered in England and Wales or Wales should deliver this form to:-

The Registrar of Companies Companies Registration Office

should deliver this form to:-

Companies registered in Scotland

The Registrar of Companies Companies House Crown Way Maindy Cardiff CF4 3UZ

Companies Registration Office 102 George Street Edinburgh EH2 3DJ