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L.H. Barker
Secretary 5/12/94

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

NTL GROUP LIMITED
(the "Company")

(Passed 25th November 1994)

Pursuant to Section 381A of the Companies Act 1985 the following Resolutions were duly passed on 25th November 1994 as Ordinary and Special Resolutions as the case may be.

Ordinary Resolutions

1. THAT the 25,625 'B' Ordinary Shares which, at the date of the passing of the resolution have not been taken or agreed to be taken by any person be cancelled and the Company's authorised share capital be diminished by £256.25.
2. THAT the share capital of the Company be increased from £24,943.87 to £53,783.87 by the creation of 2,884,000 'C' Ordinary Shares of one penny each having the rights and restrictions set out in the new Articles of Association to be adopted pursuant to the Special Resolution set out at paragraph 5(b) below.
3. THAT £24,879.25 standing to the credit of the Share Premium Account be capitalised and to apply the said sum in paying up in full 2,487,925 new 'C' Ordinary Shares to be issued as a bonus issue to 'A' and 'B'

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Ordinary Shareholders in the proportion of one new 'C' Ordinary Share for every 'A' or 'B' Ordinary Share held by the registered shareholders at the close of business on the day following the day on which the Company completes the proposed purchase of its 'B' Ordinary Shares as outlined in paragraph 5(d).

4. THAT:

- (a) subject to the approval of the Board of Inland Revenue the NTL Group Limited 1994 Approved Share Option Scheme (the "Scheme") the draft rules and ancillary documentation of which has been produced to all the members of the Company entitled to attend and vote at any general meeting and for the purposes of identification only has been initialled by the chairman be and it is hereby adopted; and
- (b) the directors be and they are hereby authorised to do all acts and things necessary to carry the Scheme into effect including the making of any amendments thereto as may be necessary to obtain the approval of the Board of Inland Revenue and/or such other approvals as the directors consider necessary or desirable to obtain.

Special Resolutions

5. THAT:

- (a) the 56,000 'B' Ordinary Shares of one penny each in the authorised share capital of the Company registered in the names

of Rowan Nominees Limited, MAMCO Nominees (Jersey) Limited and Montagu Private Equity Investments Limited be and are hereby converted into and redesignated as 56,000 'A' Ordinary Shares of one penny each having the rights and restrictions set out in the new Articles of Association of the Company to be adopted pursuant to paragraph (b) below;

- (b) the regulations contained in the printed document which has been produced to all the members of the Company entitled to attend and vote at any general meeting and for the purpose of identification has been signed by the Chairman be and the same are hereby approved and adopted on the day the Company effects the bonus issue as outlined by the Ordinary Resolution at paragraph 3 above as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company;
- (c) in accordance with Section 80 of the Companies Act 1985 the directors be and are hereby generally and unconditionally authorised for the period commencing on and with effect from the date of adoption of this Resolution and expiring on the fifth anniversary of such date to exercise all the powers of the Company to allot all the authorised but unissued share capital of the Company in existence immediately following the passing of this Resolution;
- (d) the terms of the Agreement which has been produced to all the members of the Company entitled to attend and vote at any general

meeting and has been initialled by the Chairman for the purposes of identification for the purchase by the Company of 6,450 'E' Ordinary Shares in the capital of the Company from each of the persons set out in the attached Schedule in the quantities and for the price as stated therein and they are hereby authorised, and that the directors shall give effect to this Resolution.