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Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

122

CHA 116

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

[] [] [] []

2591237

Name of company

* NTL Group Limited

* Insert full name
of company

gives notice that:

On the 10th June 1996:-

- (i) All of the 2,198,000 A Ordinary Shares and the 296,375 B Ordinary Shares and the 2,884,000 C Ordinary Shares of 1p each in the capital of the Company, issued or unissued were converted into and redesignated as 5,378,375 Ordinary Shares of 1p in the capital of the Company; and
- (ii) All of the 439,600,000 New A Ordinary Shares and the 57,985,000 New B Ordinary Shares and the 551,045,600 New C Ordinary Shares of 0.1 US cents each in the capital of the Company issued or unissued were converted into and redesignated as 5,378,375 New Ordinary Shares of 20 cents each in the capital of the Company

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation[†] Company Secretary

Date 3 July 1996

Presentor's name address and
reference (if any):
Ashurst Morris Crisp
5 Appold Street
London EC2A 2HA
Ref AXS/126600669

For official Use
General Section

