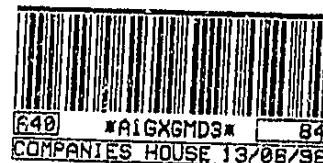


Company No: 2591237



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NTL Group Limited

To: NTL Group Limited  
Crawley Court  
Winchester  
Hampshire SO21 2QA

From: Addroute Limited  
CableTel House  
Guildford Business Park  
Guildford  
Surrey GU2 5AD

16<sup>th</sup> June 1996

Dear Sirs

As the sole shareholder of NTL Group Limited (the "Company") we hereby propose and pass the following Resolutions, which will be proposed and passed as to resolutions number 1. to 5, as Elective Resolutions, as to resolutions 6, 7, 8, 9 and 10 as Special Resolutions.

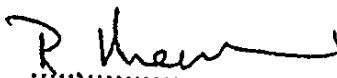
ELECTIVE RESOLUTIONS

1. That the Company hereby elects that the provisions of section 80A of the Companies Act 1985 shall apply to the Company, instead of the provisions of section 80(4) and (5) of the said Act, in relation to the giving or renewal, after the passing of this Resolution, of an authority under section 80 of the said Act.
2. That the Company hereby elects pursuant to section 252 of the Companies Act 1985 to dispense with the laying of accounts and reports before the Company in general meeting.
3. That the Company hereby elects pursuant to section 366A of the Companies Act 1985 to dispense with the holding of annual general meetings.
4. That the Company hereby elects pursuant to sections 369(4) and 378(3) of the Companies Act 1985 that the provisions of sections 369(4)(a) and (b) and 378(3)(a) and (b) of the said act shall have effect in relation to the Company as if for the references to "95%" there were substituted references to "90%".

5. That the Company hereby elects pursuant to section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually.

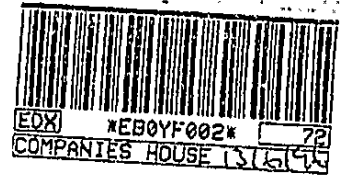
SPECIAL RESOLUTIONS

6. That new Articles of Association in the form contained in the draft Articles of Association attached to this Resolution and initialled by the Chairman for the purposes of identification be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all previous Articles of Association.
7. That each of the A Ordinary Shares and the B Ordinary Shares and C Ordinary Shares of 1p in the capital of the Company, issued or unissued be and they are hereby converted into and redesignated as Ordinary Shares of 1p each in the capital of the Company.
8. That all of the 439,600,000 New A Ordinary Shares of 0.1 US cents each in the capital of the Company be and they are hereby converted into and redesignated as 2,198,000 New Ordinary Shares of 20 US cents each.
9. That all of the 57,985,000 New B Ordinary Shares of 0.1 US cents each in the capital of the Company be and they are hereby converted into and redesignated as 289,925 New Ordinary Shares of 20 US cents each.
10. That all of the 551,045,600 New C Ordinary Shares 0.1 US cents each in the capital of the Company be and they are hereby converted into and redesignated as 2,755,228 New Ordinary Shares of 20 US cents each.



Robert McKenzie  
Addroute Limited

Company No: 2591237



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NTL Group Limited

To: NTL Group Limited  
Crawley Court  
Winchester  
Hampshire SO21 2QA

From: Addroute Limited  
CableTel House  
Guildford Business Park  
Guildford  
Surrey GU2 5AD

10<sup>th</sup> June 1996

Dear Sirs

As the sole shareholder of NTL Group Limited (the "Company") we hereby propose and pass the following Resolutions, which will be proposed and passed as to resolutions number 1 to 5, as Elective Resolutions, as to resolutions 6, 7, 8, 9 and 10 as Special Resolutions.

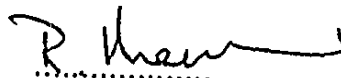
ELECTIVE RESOLUTIONS

1. That the Company hereby elects that the provisions of section 80A of the Companies Act 1985 shall apply to the Company, instead of the provisions of section 80(4) and (5) of the said Act, in relation to the giving or renewal, after the passing of this Resolution, of an authority under section 80 of the said Act.
2. That the Company hereby elects pursuant to section 252 of the Companies Act 1985 to dispense with the laying of accounts and reports before the Company in general meeting.
3. That the Company hereby elects pursuant to section 366A of the Companies Act 1985 to dispense with the holding of annual general meetings.
4. That the Company hereby elects pursuant to sections 369(4) and 378(3) of the Companies Act 1985 that the provisions of sections 369(4)(a) and (b) and 378(3)(a) and (b) of the said act shall have effect in relation to the Company as if for the references to "95%" there were substituted references to "90%".

5. That the Company hereby elects pursuant to section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually.

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6. That new Articles of Association in the form contained in the draft Articles of Association attached to this Resolution and initialled by the Chairman for the purposes of identification be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all previous Articles of Association.
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10. That all of the 551,045,600 New C Ordinary Shares 0.1 US cents each in the capital of the Company be and they are hereby converted into and redesignated as 2,755,228 New Ordinary Shares of 20 US cents each.



Robert McKenzie  
Addroule Limited