


THE COMPANIES ACT 1985
WRITTEN RESOLUTION
BY SHAREHOLDERS OF
FLEXTECH FAMILY CHANNEL LIMITED (the "Company")

(Passed on **29** August 2006)

We, the undersigned, being all the members of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree to and pass, pursuant to regulation 53 of Table A (adopted by article 1 of the Company's articles of association), the following written resolution (which would otherwise be required to be passed as a special resolution):

RESOLUTION

That the Company provides financial assistance (as defined in section 152 of the Companies Act 1985 and in compliance with sections 155-158 of the Companies Act 1985) for the purpose of reducing or discharging a liability incurred by the acquisition of the issued share capital of Telewest UK Limited by NTL Investment Holdings Limited (the "**Acquisition**") in the form described in the statutory declaration sworn by all of the directors of the Company pursuant to section 155(6) of the Act on the date hereof (copies of which are attached to this resolution together with the statutory auditor's report annexed), and that the provision of such financial assistance be and is hereby approved.


.....
for and on behalf of
Flextech Media Holdings Limited

