

Company Number: 2883742

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ELECTIVE RESOLUTION OF
TELEWEST COMMUNICATIONS CABLE LIMITED


Passed on 23rd July 1996

At the ANNUAL GENERAL MEETING of the above named Company, duly convened and held at Genesis Business Park, Albert Drive, Woking, Surrey GU21 5RW on 23 July 1996 the following ELECTIVE RESOLUTION was duly passed.

ELECTIVE RESOLUTION

- THAT (A) The provisions of Section 80A of the Companies Act 1985 (the "Act") shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
- (B) The Company hereby elects:
- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
 - (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
 - (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
 - (iv) pursuant to sections 369(4) and 378(3) of the Act, that the provisions of those Sections shall have the effect in relation to the Company as if for the references to 95% in those provisions there were substituted references to 90%.

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Company Secretary

