COMPANY NUMBER 2927099

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- of -

ntl SIDEOFFER LIMITED

PASSED ON THE EIGHTH DAY OF JUNE 2015

By way of a written resolution of ntl Sideoffer Limited (the "Company") passed on 8 June 2015, the following resolution was passed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

THAT the Articles of Association of the Company be amended by deleting Articles 26 to 29 so as to remove any provisions permitting and referring to bearer shares.

Company Secretary

MONDAY

A4FFRAFN

A24 07/09/2015 #179

COMPANIES HOUSE