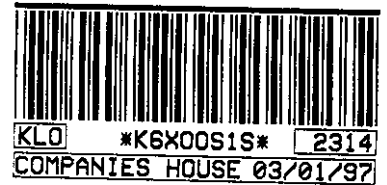


Company Number
2993376



THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

OF

YORKSHIRE CABLE FINANCE LIMITED

(formerly CAFEDREAM LIMITED)

(adopted by a resolution
passed by its sole member
on 21st December, 1994 and
amended by written resolution
passed on 10 December 1996)

PRELIMINARY

1. Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.
2. (1) In these articles, unless the contrary intention appears:
 - (a) "business days" means a day on which banks are open for the transaction of general banking business in both the City of London and Singapore;
 - (b) the "Statutes" means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and
 - (c) words importing the singular number include the plural number and vice versa, words importing one gender include all genders

and words importing persons include bodies corporate and unincorporated associations.

- (2) Headings to these articles are inserted for convenience and shall not affect construction.

SHARE CAPITAL

3. (1) The authorised share capital of the Company is £10,001,000 divided into 1,000 ordinary shares of £1 each, and 10,000,000 Fixed Rate Cumulative Redeemable Preference Shares of £1 each, having the rights and privileges and being subject to the restrictions specified in Article 3(2) below (the "Preference Shares").
- (2) The Preference Shares shall have the following rights and privileges and be subject to the following restrictions:
- (a) Income
- (i) The holder of a Preference Share shall be entitled, in priority to any payment of dividend on any other class of share not ranking *pari passu* with the Preference Shares, to a fixed cumulative preferential dividend accruing from and including the date on which such Preference Share is issued (the "Subscription Date") at the rate to be determined by the Board of Directors (or any duly authorised committee thereof) (such rate being exclusive of any imputed tax credit available to the holder of such Preference Shares) on the aggregate of the nominal value thereof and any premium paid on their issue (in relation to any Preference Shares of the Company, the "Paid Up Value") calculated on the basis of actual days elapsed in a 365 day year (the "Preferential Dividend").
- (ii) The Preferential Dividend shall be paid six monthly on 21st June and 21st December in immediately available funds in each year in respect of the six month period ending on but excluding that date (each such date being hereafter referred to as a "Dividend Payment Date").
- (iii) The Preferential Dividend shall be deemed to accrue from day to day. The Preferential Dividend shall (subject to paragraph (iv) below) *ipso facto* and without any resolution of the Directors or the Company in General Meeting become a debt due from and

immediately payable by the Company to the registered holder of each Preference Share on the Dividend Payment Date concerned.

- (iv) The Preferential Dividend shall be cumulative and, accordingly, if and to the extent that the profits of the Company available for distribution by way of dividend are not sufficient to pay the full amount of the Preferential Dividend due for payment on a particular Dividend Payment Date then each Preferential Dividend which would have been payable on such date (or so much thereof as remains unpaid) shall, as soon thereafter as sufficient distributable profits are available, become a debt due from the Company and shall become payable in accordance with paragraph (iii) above.
- (v) If any payment under this Article 3(2) would become payable on a day which is not a Banking Day then the relevant payment shall be made on the immediately succeeding Banking Day (without any interest or payment in respect of such delay). The holders of the Preference Shares shall not be entitled to any further right of participation in the profits of the Company.
- (iv) The term "Banking Day" shall mean in this Article 3 a day on which banks generally are open for banking business in the City of London (excluding Saturdays and Sundays).

(b) Capital

- (i) On a return of capital on a winding-up or (other than a redemption of shares) otherwise the assets of the Company available for distribution to its Members shall be applied:
 - (i) first, in paying to the holders of the Preference Shares a sum equal to any arrears, deficiency or accruals of the Preferential Dividend thereon, calculated up to and including the date of the commencement of the return of capital;
 - (ii) secondly, in repaying the capital paid up on the Preference Shares together with the premium paid at the time of issue;

- (iii) thirdly, in distributing any balance of surplus assets then remaining rateably amongst the holders of the Ordinary Shares according to the amounts paid up thereon; and
- (iv) the holders of the Preference Shares shall not be entitled to any further rights of participation in the assets of the Company.

(c) Voting

- (i) The holder or holders of the Preference Shares shall, by virtue of or in respect of its or their holdings of Preference Shares, have the right to receive notice of, and to attend and speak at, all General Meetings but not to vote at any General Meeting unless (A) in respect of the Preference Shares, at the date of such meeting, the Preferential Dividend on any such shares is in arrears of (B) in respect of the Preference Shares, a resolution is proposed abrogating, varying or modifying any of the rights or privileges of any such holder or amending these Articles in any manner which materially affects the Preference Shares or any holder of them or for the winding up of the Company of any reduction of its share capital, in any of which cases any holder of a Preference Share shall have the right to vote at such General Meeting.
- (ii) Whenever any holder of Preference Shares is entitled to vote at a General Meeting, on a show of hands every such holder who is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote and on a poll every holder thereof who is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote for every such Preference Share of which he is the holder.

(d) Redemption

- (i) Subject to the provisions of the Companies Acts 1985 and 1989 and to the provisions of these Articles, the Company shall redeem all (but not some only) of the Preference Shares on the day which is the second anniversary of the date of issue thereof and shall have the right (the "Redemption Right") to redeem the Preference

Shares following the exercise of any right either of the holder of such Preference Shares to require The Yorkshire Cable Group Limited ("YCG") to purchase such Preference Shares or the exercise of any right of YCG to purchase such Preference Shares (such redemption to be in either case in lieu of purchase). Any such redemption of Preference Shares shall be notified to the Preference Shareholders in writing. In this Article, "Actual Redemption Date" means the date which is the second anniversary of the date of issue of the Preference Shares or, if earlier, the date upon which the Preference Shares are or are due to be redeemed by the Issuer pursuant to the exercise of the Redemption Right.

- (ii) On the Actual Redemption Date, each holder of a Preference Share due to be redeemed shall deliver the relevant share certificate(s) or a Lost Share Certificate Indemnity (as such term is defined in paragraph (v) below) to the Company against payment to such holder in immediately available funds of the sum specified in paragraph (iii) below.
- (iii) The Company shall, having complied with any relevant obligations under paragraph (i) above, pay on each fully paid Preference Share so redeemed a sum (the "Redemption Price") equal to the Paid up Value of that Preference Share and such sum as is equal to any arrears, deficiency or accruals of the Preferential Dividend on the Preference Shares so redeemed calculated up to and including the Actual Redemption Date.
- (iv) From and Including the Actual Redemption Date, the Preferential Dividend shall cease to accrue on the Preference Shares due for redemption except on any such Preference Shares in respect of which upon due presentation of the certificate(s) relating thereto or a Lost Share Certificate Indemnity payment of the money due at such redemption shall be refused by the Company in which case the Preferential Dividend on such shares shall continue to accrue and be payable in accordance with paragraph (a) above from and including the date of presentation of the relevant Certificate(S) or a Lost Share Certificate Indemnity until the date when the said redemption monies are paid by the Company to the holder of such shares.

(v) If any holder of Preference Shares whose shares are liable to be redeemed shall fail or refuse to deliver up the certificate(s) for his shares the Company may retain the redemption monies until delivery up to the Company of such certificate(s) or of an indemnity in respect thereof satisfactory to the Company (a "Lost Share Certificate Indemnity") but shall within two days after such subsequent delivery or provision of indemnity pay the redemption monies to such holder.

(vi) Subject to Sections 171 to 177 of the Companies Act 1985, the Company shall be entitled to redeem the Preference Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.

(e) Further issues

The creation or issue of further shares ranking as regards participation in the profits or assets of the Company in any respect in priority to or pari passu with the Preference Shares, shall be deemed to be a direct and adverse variation of the special rights attached to the Preference Shares.

(f) Payments

All sums payable by the Company to the holder of any Preference Shares shall be paid to such holder in pounds sterling for value on the due date for payment by transfer to such bank in the City of London and for the credit of such account as such holder shall from time to time notify to the Company.

(3) Section 89(1) of the Act (which regulates the payer to allot equity securities, as defined in Section 94 of the Act) is excluded.

PROCEEDINGS AT GENERAL MEETINGS

4. In the case of equality of votes whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not have a second or casting vote. Regulation 50 of Table A shall not apply.

SHAREHOLDERS' REGULATIONS

5. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of

members of the Company shall be as valid and effectual as if it had been passed a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This article is in addition to, and not limited by, the provisions in Sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.

6. (1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (5) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

VOTES OF MEMBERS

7. (1) A proxy appointed by a member of the Company under Section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.

- (2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 and the last provision of regulation 62 shall be modified accordingly.

DIRECTORS

8. (1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors. ¹
- (2) In addition to the circumstances set out in regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this article.
- (3) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
- (4) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.
9. (1) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (2) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

10. (1) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.

- (2) An alternative director shall be entitled to receive notice of all meetings of directors, to attend and to vote at any meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointer as a director and for the purposes of the proceedings at that meeting the provision of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.
- (3) Every person acting as an alternate director shall have one vote for each director for whom he acts as an alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulation 88 and 89 of Table A shall not apply.
- (4) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.
- (5) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.

POWERS OF DIRECTORS

- 11. (1) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word “executive” (which appears before the word “office”) were deleted.
- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

- 12. Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.

13. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them, including any situate outside the United Kingdom. Regulation 88 of Table A shall be amended accordingly.
14. (1) Regulation 93 of Table A (written resolutions of directors) shall apply as if the word “signed” included “approved by letter, facsimile, telegram or telex”.
- (2) The quorum necessary for the transaction of the business of the directors shall throughout the meeting be two directors. A person who holds office only as an alternate director shall, if the director he has been appointed to represent is not present, be counted in the quorum. Regulation 89 of Table A shall not apply. In default of a quorum being present, no business shall be transacted at any meeting unless a quorum of directors is present at the time when the meeting proceeds to business. In default of a quorum being present within half an hour from the time appointed for the meeting, the meeting shall be adjourned to such time (being not less than 7 business days after the time appointed for the meeting) and place as the chairman may determine and, if at such adjourned meeting a quorum is not present, the directors present shall be deemed to constitute a quorum. 1
- (3) Subject to below, all decisions of the board shall be by a majority vote of the directors. The chairman shall not have a second or casting vote on a show of hands or on a poll at any meeting of the directors. The majority of the Directors present, where any resolution is proposed, shall:
- (a) together have the right if voting in favour of such resolution to cast in respect thereof such number of votes as in aggregate exceeds by one vote the total number of votes cast against such resolution, notwithstanding that a majority vote may not otherwise exist; and
- (b) each have the right if voting against such resolution to cast in respect thereof such number of votes as in aggregate exceeds by one vote the total number of votes cast in favour of such resolution.
- (4) The board may delegate to any committee of the directors any matter with which the directors were competent to deal. All decisions of any such committee shall require a unanimous vote in favour thereof and in default of such unanimous vote, the matter shall be referred for a decision to the directors.
- (5) The directors may appoint a chairman and determine the period for which he is to hold office. If no such chairman is appointed or, if at any meeting the chairman is not present within five minutes after the time appointed

for holding the same, the directors present may appoint one of their number to be chairman of the meeting. Regulation 91 of Table A shall not apply. The chairman shall not have a casting vote.

15. (1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
- (a) to hear each of the other participating directors addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating directors simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 12.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

SEAL

16. (1) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.
- (2) The directors shall provide for the safe custody of every seal which the Company may have.
- (3) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee.
- (4) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any

particular case, that such signatures shall be dispensed with or affixed by some mechanical means.

- (5) Unless otherwise decided by the directors every instrument to which a seal is applied shall be signed by two directors or one director and the secretary.¹
- (6) Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply.

NOTICES

- 17. Regulation 112 of Table A shall apply as if the last sentence were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear.
- 18. Proof that:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available); or
 - (b) a telex or facsimile transmission setting out the terms of a notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 2 business days after the envelope containing it was so posted when such notice was put in the post to an address in the country of despatch or seven business days after the envelope containing it was so posted when such notice was put in the post to an address outside the country of despatch or, in the case of telex or facsimile transmission, when despatched. Regulation 112 of Table A shall be amended accordingly. Regulation 115 of Table A shall not apply.

INDEMNITY

- 19. Subject to the provisions of and to the extent permitted by the Statutes, every director, other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:
 - (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and

- (b) the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.

Regulation 118 of Table A shall not apply.

1. As amended by written resolution passed on 10 December 1996.