

Company Number 3071066

**The Companies Act 1985  
Company Limited by Shares  
Special and Elective Resolutions  
of  
TeleWest Trustees Limited**

Passed on 5 March 1996

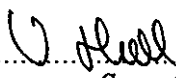
At the Annual General Meeting of the above named company, duly convened and held at Genesis Business Park, Albert Drive, Woking, Surrey GU21 5RW on 5th March 1996 the following resolutions were duly passed:

**Special Resolution:**

1. THAT the Company, having been dormant since its formation resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 (the "Act") relating to the audit of accounts and from the obligation to appoint auditors.

**Elective Resolution in accordance with Section 379A of the Act:**

2. THAT (A) The provisions of Section 80A of 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

