No. 3173552

# WRITTEN RESOLUTION

of

## NTL Investment Holdings Limited

We, the undersigned, being the sole member of the above-named Company (**"the Company"**) for the time being entitled to attend and vote at general meetings of the Company unanimously resolve, in accordance with the Articles of Association of the Company, as follows:-

## ORDINARY RESOLUTION

**THAT** for the purposes of section 80 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):-

(i) the Directors be and are specifically and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £1.00 in connection with the acquisition of NTL Telecom Services Limited during the period expiring at the end of five years from the date of the passing of this resolution;

(ii) the Company be and is authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

Date: 30 JUNE 1999

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**NTL Communications Limited**

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COMPANIES HOUSE 21/08/99