

**Company Number 3309912**

**Private Company Limited by Shares**

**Written Shareholders' Resolutions of SDN Limited ("The Company")  
dated 13 March 2002**

We, the undersigned, being all the members of SDN Limited ("the Company") who at the date of this resolution would be entitled to attend and vote at general meetings of the Company, HEREBY PASS the following written resolutions and agree that the said written resolutions shall be for all purposes, and in accordance with Article 5 of the Company's Articles of Association be as valid and effective as if the same had been passed by us as resolutions of the type indicated by the heading attributable to each at a general meeting of the Company duly convened and held:

**1. Ordinary Resolution**

IT WAS RESOLVED THAT a total of £540,000.00 in nominal amount of the Variable Rate Redeemable Secured Loan Stock of the Company as set out in the Variable Rate Redeemable Secured Loan Stock Instrument ("the Instrument") be issued fully paid to the following members in the amounts set out opposite their respective names upon receipt of the principal monies.

NTL Digital Limited	£82,800.00
United Media & Information Limited	£82,800.00
S4C Digital Media Limited	£374,400.00

**2. Ordinary Resolution**

IT WAS RESOLVED THAT certificates in respect of such Loan Stocks be produced in the form of Schedule 1 to the Instrument and shall be executed by the Company as a Deed and issued accordingly.

**3. Ordinary Resolution**

IT WAS RESOLVED THAT the authorised share capital of the Company be increased from £3,628,896 to £3,718,896 by the creation of 900,000 ordinary shares of 10 pence each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company in issue on the date of passing this resolution.

**4. Ordinary Resolution**

IT WAS RESOLVED THAT the Company having received the subscription monies (at par) for such shares, a total of 900,000 ordinary shares of 10 pence each be issued fully paid to the members as follows:

NTL Digital Limited	300,000
United Media & Information Limited	300,000
S4C Digital Limited	300,000



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6. **Elective Resolution**

The provisions of Section 80A of the Companies Act 1985 shall apply in place of Section 80 (4) and (5) of the said Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.

6. **Ordinary Resolution**

The Directors be and are hereby generally and unconditionally authorised pursuant to Section 80A of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the said Act) up to an aggregate nominal amount of £3,718,896 at any time or times and upon such terms as they think and until otherwise revoked or varied by the Company in general meeting.

7. **Special Resolution**

The directors of the Company be and they are hereby empowered pursuant to section 95(1) of the Companies Act 1985 to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by the ordinary resolution numbered 3 above up to an aggregate nominal amount of £3,718,896 as if Section 89(1) of that Act did not apply to such allotment provided that this power shall cease to have effect when the said authority is revoked or would, if not renewed, expire save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry.

Members

NTL Digital Limited

United Media & Information Limited

S4C Digital Media Limited

SDN Limited

Dated 13 March 2002

Signature

R. How Chairman

Chief

Secretary

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**5. Elective Resolution**

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Members

NTL Digital Limited

United Media & Information Limited

S4C Digital Media Limited

SDN Limited

Dated 13 March 2002

Signature

