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SHARE EXCHANGE AGREEMENT No. 16

THIS AGREEMENT is made the 16th day of March 2001

BETWEEN:

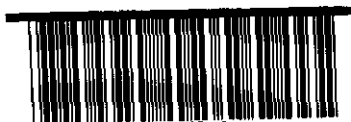
- (1) **UNITED ARTISTS INVESTMENTS LIMITED**, a company incorporated in England and Wales (registered number 2761569) whose registered address is The Quadrangle, Imperial Square, Cheltenham, Gloucestershire GL50 1YX (the "Transferor"); and
- (2) **TELEWEST COMMUNICATIONS HOLDCO LIMITED**, a company incorporated in England and Wales (registered number 03761983) whose registered office is at Genesis Business Park, Albert Drive, Woking, Surrey GU21 5RW (the "Transferee").

WHEREAS:

- (A) The Transferor and the Transferee are both companies forming part of the Telewest Communications plc group of companies (the "Group"). The transfer and issue of shares contemplated by this Agreement is intended to take place as part of a reorganisation of the Group (the "Reorganisation").
- (B) The Transferor is the beneficial owner of the shares (the "Shares") described in the schedule to this Agreement (the "Schedule").
- (C) The Transferor wishes to transfer the Shares to the Transferee, and the Transferee wishes to purchase the Shares from the Transferor, on the terms and conditions of this Agreement.

NOW IT IS HEREBY AGREED AS FOLLOWS:

1. The Transferor shall transfer the Shares with full title guarantee to the Transferee on terms that the Shares are acquired together with each and every right attaching or accruing to the Shares at or after the date of this Agreement including any right to dividends or other distributions and that the Shares shall be acquired free from all liens, charges and encumbrances and any other rights or obligations affecting the Shares and undertakes to transfer the Consideration Shares to Telewest Communications plc as a subsequent step in the Reorganisation (the "Undertaking").
2. In consideration for the Undertaking and for the transfer of the Shares, the Transferee shall issue to the Transferor the Consideration Shares (as set out and defined in the Schedule) credited as fully paid-up.
3. The Transferor and Transferee hereby agree and undertake with each other for the benefit of the other and each company or entity in the Group to waive all and any rights of pre-emption, rights to call for or prohibit issues or transfers of shares, events or circumstances together with any other similar rights they may have in respect of any shares issued or transferred in the course of or in connection with the



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Reorganisation. The Transferor and the Transferee further hereby give such consents and waivers as are required from them in order to effect the Reorganisation.

5. This Agreement shall be governed by and construed in accordance with English Law.

IN WITNESS WHEREOF the parties hereto have signed this document on the date first written above.

SIGNED for and on behalf of)
UNITED ARTISTS INVESTMENTS)
LIMITED)
By)

Charles / Michael

SIGNED for and on behalf of)
TELEWEST HOLDCO LIMITED)
By)

Charles / Michael

Schedule

Shares to be transferred by Transferor and
Consideration Shares to be issued by Transferee

Number and class of shares to be transferred (the "Shares")	Entity in which Shares are held	Number and class of Shares to be issued in consideration by Transferee (the "Consideration Shares")
75 Shares of NLG 1000	Take Four BV	1 Ordinary Share of £1
Total Consideration Shares		1 Ordinary Share of £1