

Registered No. 03761983

**Telewest Communications Holdco Limited (the "Company")**

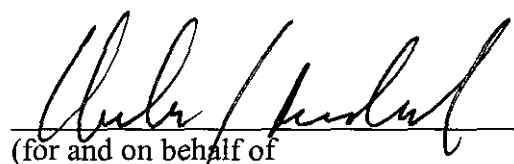
Date: 16th March 2001

**WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE COMPANY**

Pursuant to Section 381A of the Companies Act 1985 (as amended) (the "Act") we the undersigned, being the sole shareholder of the Company for the time being, hereby pass the following resolutions as written resolutions:

1. THAT the authorised share capital of the Company be increased from 10,000,000 ordinary shares of £1 each to 374,776,689 ordinary shares of £1 each by the creation of 364,776,689 ordinary shares of £1 each;
2. THAT any rights of pre-emption to which we may be entitled in accordance with Section 89 of the Act in respect of any unissued shares in the capital of the Company immediately following the creation of new shares as set out in paragraph 1 above, be and are hereby disapplied during the period from and including the date of these written resolutions to and including 31<sup>st</sup> March 2001 in respect of the issue and allotment of any shares in the capital of the Company issued and allotted in the course of the reorganisation of the group of companies owned by Telewest Communications plc; and
3. THAT, in accordance Section 80 of the Act, the directors be and hereby granted full power and authority to issue and allot any unissued shares comprised in the capital of the company immediately following the creation of new shares as set out in paragraph 1, such authority to continue for a period of five years commencing on the date of these written resolutions.

Signed:

  
(for and on behalf of  
Telewest Communications plc)

