

THE COMPANIES ACT 1985

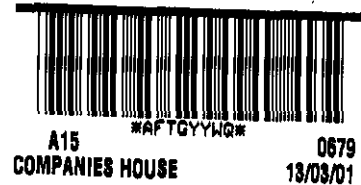
A PRIVATE COMPANY

MEMORANDUM OF ASSOCIATION

(As last amended by a Written Resolution passed on 21 February 2001)

-of-

ntl (CWC HOLDINGS)



- 1 The Company's name is "ntl (CWC Holdings)"¹.
- 2 The Company's registered office is to be situate in England and Wales.
- 3 The Company's objects are:-
 - 3.1
 - 3.1.1 To carry on the business of a holding company in all its branches and for that purpose to acquire and hold either in the name of the Company, or in that of any nominee or trustee, shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company, corporation or undertaking wherever incorporated or carrying on business and to co-ordinate the policy management and administration of any companies, corporations or undertakings in which the Company is a member or participant or which are controlled by or associated with the Company in any manner;
 - 3.1.2 To carry on (whether as agent for any person or persons or as principal) the businesses:
 - (a) of suppliers and providers of cable television and security facilities and services; programme contractors and the suppliers of programmes suitable for the purpose of broadcasting by television whether by the Company or by any other person, firm, corporation or authority and the obtaining of all necessary permits and licences in connection therewith; providers of security services of all kinds and the obtaining of all necessary permits and licences therewith; the construction, manufacture, maintenance and dealing with land, satellite and submarine telegraph, telephones, radio and all other electrical or other contrivances or systems for the transmitting of messages by any means; making, selling, hiring, buying, installing, erecting, maintaining and repairing and operating telephones, telegraphs, radios, televisions, sound and visual recording and reproduction machines and instruments, computers and electronics and electrical and mechanical apparatus and equipment and fittings including cabling of all kinds whatsoever; radio, television, computer, mechanical and electrical engineers, products and promoters of all kinds of entertainment diversion or instruction

¹ The Company was re-registered as an unlimited company pursuant to a Written Resolution dated 21 February 2001.

suitable for or which may directly or indirectly provide suitable material for television programmes and dealers in copyright in any works or materials;

- (b) of proprietors, operators, managers, developers, manufacturers, constructors, installers, designers, investors, producers, assemblers, suppliers, distributors, renters, buyers, sellers, hirers, letters on hire, repairers, factors, fitters, importers and exporters of agents for and consultants and dealers in systems stations and exchanges for all types of communications however produced, transmitted, received or processed including, (but without limitation) telegraph, telephone, telex, teleprinter, radar, satellite, microwave transmission, television, laser transmission, and computers and of all improvements, developments and replacements thereof;
- (c) of receivers, transmitters, carriers, processors and distributors of telegrams, speech, music, sounds, images, signals, data in all forms, printed or visual or pictorial or digital matter of all kinds encrypted or otherwise and news intelligence and messages of all kinds; and
- (d) of managers, operators, conductors and performers of and consultants, advisers, agents and brokers in all businesses connected with communications and information howsoever produced, transmitted, received or processed and all services connected therewith.

3.1.3 To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in, all products, goods, wares, merchandise and produce of every description and to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises.

- 3.2 To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.
- 3.3 To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange.
- 3.4 To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
- 3.5 To purchase, or otherwise acquire for any estate or interest, any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- 3.6 To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- 3.7 To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.
- 3.8 To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- 3.9 To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.

- 3.10** To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgage and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.
- 3.11** To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- 3.12** To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- 3.13** To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- 3.14** To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.
- 3.15** To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.
- 3.16** To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.
- 3.17** To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.
- 3.18** To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

3.19

3.19.1 To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking or pension fund and

3.19.2 to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this paragraph "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.

3.20 To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised, and consent required, by law.

3.21 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.

3.22 To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4 The Company's share capital is £13,000,000,000 divided into 1,625,000,000 shares of £8 each².

² The Company's authorised share capital was originally £13,000,000,000 divided into 1,625,000,000 shares of £8 each. It was reduced, by Certificate of Registration of Order of Court dated 17 May 2000, to £2,145,000,000 divided into 1,625,000,000 Ordinary Shares of £1.32 each. Pursuant to a Written Resolution dated 21 February 2001, the authorised share capital was increased to £4,930,850,282 by the creation of 574,664,710 A Preference Shares of £1.00 each, 2,164,785,572 B Preference Shares of £1.00 each and 46,400,000 C Preference Shares of £1.00 each.

We, the Subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
5 Hackwood Directors Limited One Silk Street London EC2Y 8HQ R. J. Ashmore <i>for and on behalf of</i> Hackwood Directors Limited	One
2 Hackwood Secretaries Limited One Silk Street London EC2Y 8HQ R. J. Ashmore <i>for and on behalf of</i> Hackwood Secretaries Limited	One
Total Shares Taken:	Two

DATED 4 February 2000

Witness to the above Signatures:-

A M Browning
One Silk Street
London
EC2Y 8HQ

THE COMPANIES ACT 1985

PRIVATE COMPANY

NEW ARTICLES OF ASSOCIATION

- of -

NTL (CWC HOLDINGS)

(Company Number: 03922682)

**ADOPTED BY WRITTEN RESOLUTION
PASSED ON 21 FEBRUARY 2001**

PRELIMINARY

1. In these articles "Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 and "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and "the Parent" means the body corporate which is the holder of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right to vote at general meetings of the Company.
2. The regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified by or inconsistent with the articles hereinafter contained and such regulations and articles shall be the articles of the Company. References herein to "Regulations" are to regulations of Table A.
3. Regulations 3, 24-26 inclusive, 32, 34, 35, 65-67 inclusive, 73-81 inclusive, 89, 90, 94-97 inclusive, 118 and the last sentence of Regulation 84 shall not apply.
- 3A. The share capital of the Company is £2,145,000,000 divided into 1,625,000,000 Ordinary Shares of £1.32 each.

SHARE CAPITAL

4. Subject to the provisions of the Act the Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company, before the issue of the shares, by special resolution shall determine.

TRANSFER OF SHARES

5. The directors shall register the transfer by any person of any share in the Company upon delivery to the Company of a duly executed stock transfer form, but the directors shall not register a transfer in any other circumstances.
6. Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this article 6 (to the effect that any provision contained in this article 6 shall override any other provision under these articles):-

The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:-

- (a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any third party nominated by such a bank, institution or other person (or a person acting as agent or security trustee for such a person) (a "**Secured Institution**"); or
- (b) is delivered to the Company for registration by a Secured Institution or such third party in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or such third party pursuant to a power of sale or other power existing under such security;

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles:-

- (a) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or such third party; and
- (b) no Secured Institution or such third party

shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

NOTICE OF GENERAL MEETINGS

7. In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member. All notices and other communications relating to a general meeting which any member is entitled to receive shall also be sent to the auditors of the Company for the time being, but shall not also be sent to the directors of the Company in their capacity as such. Regulation 38 shall be modified accordingly. In addition, the words "at least seven clear days' notice" shall be substituted for the words "at least fourteen days' notice" in Regulation 38 of Table A.
8. The Company may give any notice to a member:-
 - 8.1 personally by giving it to an individual who is the member to be served or to any director of any body corporate which is the member to be served and such notice shall be deemed to be served at the time of such service;
 - 8.2 by leaving it at the registered address of the member to be served and such notice shall be deemed to be served at the time of leaving it there;
 - 8.3 by sending it by prepaid first class post (or by prepaid first class airmail if from one country to another country) to the registered address of the member to be served and such notice shall be deemed to be served on the second business day (or fourth business day if by airmail) following the day on which it was posted and in proving such service it shall be sufficient to prove that the notice was properly addressed, stamped and posted; or
 - 8.4 by sending it by facsimile transmission to such number for the member to be served as such member may have notified to the Company for such purpose and the latest notification of such number shall supersede all previous notifications and such notice shall be deemed to be served at the time of transmission.

Regulations 112 and 115 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
10. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be handed to the chairman immediately before the meeting and Regulation 62 shall be modified accordingly.

INCORPORATED SHAREHOLDERS

11. Any body corporate which is a member may, by resolution of its directors or other governing body, authorise such person or persons as it thinks fit to act as its representative (or, as the case may be, representatives) at any general meeting of the Company or at any separate meeting of the holders of any class of shares. A person so authorised shall be entitled to exercise the same power on behalf of the grantor of the authority (in respect of that part of the grantor's holding to which his authorisation relates, in the case of an authorisation of more than one person) as the grantor could exercise if it were an individual member, and the grantor shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present at it.

NUMBER OF DIRECTORS

12. Unless otherwise determined by ordinary resolution of the Company, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be two.

ALTERNATE DIRECTORS

13. Any director (other than an alternate director) may appoint any other director or any other person willing to act to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director may represent one or more directors. An alternate director shall forthwith cease to be an alternate director if

his appointor ceases for any reason to be a director.

14. An alternate director shall be entitled:-

- 14.1 to receive notice of all meetings of directors and of all committees of directors of which his appointor is a member and to attend any such meeting;
- 14.2 to one vote for every director whom he represents who is not personally present in addition to his own vote (if any) as a director at any meeting of the directors or of any committee of directors; and
- 14.3 to sign a resolution in writing of the directors on behalf of every director whom he represents as well as on his own account if he himself is a director.

An alternate director shall not if he is absent from the United Kingdom be entitled to receive notices of meetings of directors or of committees of which his appointor is a member.

- 15. An alternate director shall be entitled generally to perform all the functions of his appointor as a director in his absence but shall not as an alternate director be entitled to receive any remuneration from the Company, save that he may be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct.
- 16. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
- 17. A director who is also an alternate director shall be entitled in the absence of his appointor, to a further vote in addition to his own vote and an alternate director who is appointed by two or more directors shall be entitled to a separate vote on behalf of each of his appointors in the appointor's absence.

DELEGATION OF DIRECTORS' POWERS

- 18. The directors may delegate any of their powers to committees consisting of one or more directors or other persons. References in these articles to a committee of directors or to a director as a member of such a committee shall include a committee

or person referred to in this Article. Regulation 72 shall be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

19. The Parent may by memorandum in writing at any time and from time to time appoint any person who is willing to act as a director of the Company, either to fill a casual vacancy or as an additional director, or remove any director from office. Such memorandum must be signed by or on behalf of the Parent and a copy of it sent to the registered office (either by post, by hand or by facsimile transmission) or produced to a meeting of the directors. Such appointment or removal shall take effect forthwith upon the memorandum being so sent or delivered or at such later time (if any) specified in such memorandum.
20. A director appointed to fill a casual vacancy or as an additional director shall not be required to retire from office at the next annual general meeting.

DISQUALIFICATION OF DIRECTORS

21. The office of a director shall be vacated if he:-
 - 21.1 ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - 21.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 21.3 in the opinion of all the other directors becomes incapable by reason of mental disorder or illness or injury of discharging his duties as a director; or
 - 21.4 resigns his office by notice to the Company.

PROCEEDINGS OF DIRECTORS

22. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any higher number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
23. A director absent or intending to be absent from the United Kingdom may request the

directors during his absence to send notice of meetings of the directors to him at such address within the United Kingdom as he may give to the Company for this purpose, but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Regulation 88 shall be modified accordingly.

24. Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.
25. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.
26. A director may vote at a meeting of directors or of a committee of directors (and may be counted for the purposes of determining whether a quorum is present at any such meeting) on any resolution concerning any matter in which he has, directly or indirectly, an interest which conflicts or may conflict with the interests of the Company provided that at or prior to such meeting he complies in respect of such a matter with the disclosure provisions of section 317 of the Act. Compliance with section 317 of the Act shall be sufficient disclosure by a director for the purpose of Regulations 85 and 86.

ASSOCIATE AND OTHER DIRECTORS

27. The directors may from time to time, and at any time, pursuant to this Article 27 appoint any other persons to any post with such descriptive title including that of director (whether as associate, executive, group, divisional, departmental, deputy, assistant, local or advisory director or otherwise) as the directors may determine and may define, limit, vary and restrict the powers, authorities and discretion's of persons so appointed and may fix and determine their remuneration and duties, and subject to any contract between him and the Company, may remove from such post any person so appointed. A person so appointed shall not be a director for any of the purposes of these Articles or of the Act, and accordingly shall not be a member of the Board or

(subject to Article 18) of any committee thereof, nor shall he be entitled to be present at any meeting of the directors or of any such committee, except at the request of the directors or of such committee, and if present at such request he shall not be entitled to vote thereat.

INSURANCE AND INDEMNITY

28. The Company shall be entitled to purchase and maintain insurance for any officer or auditor of the Company against any liability attaching to such persons in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.
29. Subject to the provisions of the Act, the Company may indemnify every director, auditor or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court.

FURTHER POWERS OF THE COMPANY

30. The Company may by special resolution:
 - 30.1 increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - 30.2 consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - 30.3 subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
 - 30.4 cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
 - 30.5 reduce its share capital and any share premium account in any way.