

Company Number 06024812

**THE COMPANIES ACT 1985**  
**SHAREHOLDERS' RESOLUTION OF**  
**VIRGIN MEDIA PAYMENTS LIMITED**

(the "Company")

(Passed on 23 January 2007)

We, the undersigned, being the sole member of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to s.381A Companies Act 1985 to the following written resolution (which would otherwise be required to be passed as a special resolution):

**THAT** the Articles of Association of the Company be and hereby are amended by the removal of article 12 and the insertion of the following new article 12:

"Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these Articles).

12.1 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 nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee 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 no



transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured institution or its nominee 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."



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for and on behalf of

**NTL GROUP LIMITED**

Date: 23 January 2007