

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

STATEMENT OF COMPLIANCE

OF

**ntl WIRRAL TELEPHONE AND CABLE TV COMPANY LEASING LIMITED**  
(the "Company")

**STATEMENT MADE ON 6 FEBRUARY 2018**  
**UNDER SECTION 644(5) OF THE COMPANIES ACT 2006**

WE, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the Companies Act 2006 ("the Act").

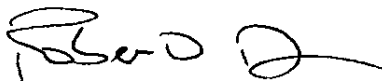
As set out in the written resolutions circulated to members on 6 February 2018, the Company proposes to reduce its capital by means of the solvency statement procedure, under section 642 of the Act. The directors signed the solvency statement (the "Solvency Statement") under section 643 of the Act on 6 February 2018 and the special resolutions (the "Special Resolutions") approving the reduction of capital were passed by the members of the Company on 6 February 2018.

WE confirm that

1. the Solvency Statement was made not more than 15 days before the date on which the Special Resolutions were passed, and
2. a copy of the Solvency Statement was provided to members in accordance with section 642(2) of the Act, in that it was sent or submitted to every eligible member at or before the time at which the proposed Special Resolutions were submitted.

The statement may be signed in counterpart, and if different counterparts shall bear different dates, then this statement shall take effect on the latest dates on any such counterpart.

**Signed By:**



Robert Dominic Dunn  
Director



Mine Ozkan Hifzi  
Director

**Date:** 6 February 2018

WEDNESDAY



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SPE 21/02/2018 #156  
COMPANIES HOUSE