

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PUBLIC LIMITED COMPANY**

Company Number **11049472**

The Registrar of Companies for England and Wales, hereby certifies that

VIRGIN MEDIA SENIOR SECURED NOTES ISSUER PLC

is this day incorporated under the Companies Act 2006 as a public company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **6th November 2017**



* N11049472F *



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



*Received for filing in Electronic Format on the:***06/11/2017**

X6IMDR3T

Company Name in full: **VIRGIN MEDIA SENIOR SECURED NOTES ISSUER PLC**

Company Type: **Public limited company**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **MEDIA HOUSE BARTLEY WOOD BUSINESS PARK
HOOK
HAMPSHIRE
UNITED KINGDOM RG27 9UP**

Sic Codes: **70100**

Proposed Officers

Company Secretary ***1***

Type: **Person**

Full Forename(s): **GILLIAN ELIZABETH**

Surname: **JAMES**

Service Address: **recorded as Company's registered office**

The subscribers confirm that the person named has consented to act as a secretary.

Company Director 1

Type:	Person		
Full Forename(s):	ROBERT DOMINIC		
Surname:	DUNN		
Service Address:	recorded as Company's registered office		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/08/1966	Nationality:	BRITISH
Occupation:	CHIEF FINANCIAL OFFICER		

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type:	Person		
Full Forename(s):	MINE OZKAN		
Surname:	HIFZI		
Service Address:	recorded as Company's registered office		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/05/1966	Nationality:	BRITISH
Occupation:	SOLICITOR		

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	2
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	2
<i>Prescribed particulars</i>			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	2
		<i>Total aggregate nominal value:</i>	2
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	MEDIA HOUSE BARTLEY WOOD BUSINESS PARK HOOK HAMPSHIRE UNITED KINGDOM RG27 9UP	<i>Number of shares:</i>	2
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Relevant Legal Entity (RLE) details

Company Name: **VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

Service Address: **MEDIA HOUSE BARTLEY WOOD BUSINESS PARK
HOOK
HAMPSHIRE
UNITED KINGDOM
RG27 9UP**

Legal Form: **LIMITED BY SHARES**

Governing Law: **UNITED KINGDOM (ENGLAND AND WALES)**

Register Location: **COMPANIES HOUSE**

Country/State: **ENGLAND AND WALES**

Registration Number: **3173552**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

Virgin Media Senior Secured Notes Issuer plc

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share each.

Name of each subscriber

Authentication by each subscriber

Virgin Media Investment Holdings Limited

Dated: 6 November 2017

<Please insert bespoke articles (copy of the articles must be sent with the IN01)>