

**WRITTEN RESOLUTION
OF THE SOLE SHAREHOLDER**

of

VIRGIN MEDIA OPERATIONS LIMITED
Company Number: 11118162
(the "Company")

Circulation Date: 30 November 2018

Pursuant to Chapter 2 (Written resolutions) of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose the following resolution to be passed as an ordinary resolution, as specified below:

ORDINARY RESOLUTION

THAT the directors of the Company be generally and unconditionally authorised, for the purposes of section 551 of the Act, to exercise all and any powers of the Company to allot Ordinary Shares of £1.00 each in the capital of the Company and to grant rights to subscribe for, or to convert any security into, Ordinary Shares of £1.00 each in the Company to any person, at any time and subject to any terms and conditions as the directors think proper, up to an aggregate nominal amount not exceeding £100,000,000, provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years after the date on which this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

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