

# THE COMPANIES ACT

## UNLIMITED PRIVATE COMPANY HAVING A SHARE CAPITAL

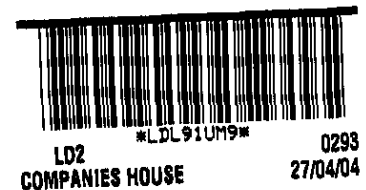
### ARTICLES OF ASSOCIATION

(as last altered by Special Resolution passed on 8 April 2004)

-of-

NTL GLASGOW

(Company Number: SC75177)



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#### 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, 41, 65-67 inclusive, 73-81 inclusive, 89, 90, 94-97 inclusive, 118 and the last sentence of Regulation 84 shall not apply.
4. In Regulation 38, the words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" and the words "or a resolution appointing a person as a director" shall be deleted.

#### SHARE CAPITAL

5. 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**

6. The directors shall register the transfer by a member of any share in the Company. A member shall be deemed to remain a holder of any shares transferred until the name of the transferee is entered in the Register of Members in respect thereof.
- 6A. 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 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. The notice shall specify the time and place of the meeting and, in the case of special business, the nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. 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.
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. In Regulation 41 the words "to the same day in the next week at the same time and place and" shall be deleted. If at any adjourned general meeting a quorum is not present within half an hour from the time appointed therefor, such adjourned meeting shall be dissolved.
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. A proxy shall be entitled to vote on a show of hands and Regulation 54 shall be modified accordingly.
11. All business shall be deemed special that is transacted at an extra-ordinary general meeting, and also all that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the auditors and directors, the election of directors in place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

## **INCORPORATED SHAREHOLDERS**

12. 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**

13. 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**

14. 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.

15. An alternate director shall be entitled:-

- 15.1 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;

- 15.2 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

- 15.3 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.

16. 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.

17. 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.

18. 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**

19. 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**

20. 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.
21. 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**

22. The office of a director shall be vacated if he:-
- 22.1 ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
  - 22.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 22.3 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
  - 22.4 resigns his office by notice to the Company.

## PROCEEDINGS OF DIRECTORS

23. 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.
24. 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.
25. 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.
26. 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.
27. 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**

28. The directors may from time to time, and at any time, pursuant to this Article 26 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 discretions 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 19) 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**

29. 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.
30. 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.

## **WINDING UP THE COMPANY**

31. Upon the bankruptcy, dissolution or liquidation at any time of any member of the Company, the Company shall, unless all the members (other than the member so bankrupt, dissolved or liquidated) agree otherwise in writing, be dissolved and as required by Section 84(1)(a) of the Insolvency Act 1986 the Company shall hold a general meeting at which the holders of all shares entitled to vote thereat so provided



herein shall be required to vote in favour of a resolution requiring the Company to be wound-up voluntarily. All provisions hereof governing voting, meetings of members, meetings of directors and the like shall be subject to this Article 31.