

**VIRGIN MEDIA NETWORKS LIMITED**

Company Number 12175177

(the **Company**)

MINUTES OF A MEETING  
OF THE BOARD OF DIRECTORS OF THE COMPANY

AT 12.45pm ON 16th Nov 2022

**PRESENT:**

Julia Boyle (by telephone)

Mark Hardman (by telephone)

1. **CHAIR**

Julia Boyle was appointed chair of the meeting (the **Chair**) and chaired the proceedings throughout.

2. **NOTICE AND QUORUM**

The Chair noted that notice of the meeting had been given to all the Company's directors in accordance with the Company's articles of association (the **Articles**) and that a quorum of directors was present.

3. **BACKGROUND**

3.1 The Chair reminded the board that:

- (a) on 28 July 2022 it considered and approved certain matters relating to a joint venture between Liberty Global Investment Holdco Limited and Crown Infra Bidco Limited that is intended to build, operate and own last mile fixed line FTTH telecoms network in certain areas in the United Kingdom with a view to wholesaling the network to third party internet service providers (the **Joint Venture**); and
- (b) in connection with the Joint Venture, the sole shareholder of the Company, Liberty Global Investment JVco Limited (soon to be renamed NexFibre Holdings Limited) would subscribe for new shares in the Company.

3.2 It was proposed that the Company adopt new articles of association (the **New Articles**) in order to remove any ambiguity in the existing Articles regarding the directors' authority to issue shares in the Company in accordance with section 550 of the Companies Act 2006 (the "**Act**").



#### 4. **DECLARATION OF INTEREST**

- 4.1 Each of the directors present confirmed that they had no direct or indirect interest in any way in the business of the meeting which they are required by sections 177 and 182 of the Act and the Articles (or otherwise) to disclose.
- 4.2 The directors noted that, pursuant to the Articles, a director is not to be counted as participating in the decision-making process for quorum or voting purposes if the director is interested in an actual or proposed transaction with the Company.

#### 5. **DOCUMENTS PROVIDED**

The latest drafts of the following documents were provided or made available to the directors:

- (a) the New Articles; and
  - (b) a copy of a proposed written shareholder resolution of the Company to approve and adopt the New Articles (the **Shareholder Resolution**),
- (the **Documents**).

#### 6. **DIRECTORS DUTIES**

The directors confirmed that they had each carefully considered the matters set out in the resolutions having regard to their general duty to act, in good faith, in a manner which would be most likely to promote the success of the Company for its members as a whole having regard to the factors set out in section 172 of the Act.

#### 7. **RESOLUTIONS**

After due and careful consideration, **IT WAS RESOLVED THAT:**

- (a) the Shareholder Resolution be proposed for approval by the sole member of the Company and dispatched with the New Articles immediately to the sole member and auditors of the Company and the Company seek from the sole member their agreement to the Shareholder Resolution;
- (b) any director of the Company or any duly authorised agent or attorney be and is hereby authorised to do all such acts and things and to agree and execute on behalf of the Company all such other documents as may be required, necessary or desirable in connection with any of the Documents or as contemplated by the terms of any of the Documents or as may be necessary or desirable in order to give effect to them or anything ancillary, supplemental or incidental thereto or contemplated thereby and, if any document needs to be executed as a deed, that any two directors, any one director and the company secretary or any one director and a witness or any duly authorised attorney be and are hereby authorised to execute such documents; and
- (c) any and all actions of the Company and of each director of the Company taken in connection with the actions contemplated by the foregoing resolutions (including in connection with the Documents) prior to the execution hereof or hereafter be and are hereby ratified, confirmed, approved and authorised in all respects as fully as if such actions had been presented to for approval, and approved by, all the directors prior to such actions being taken.

**8. FILINGS**

The directors resolved to make or procure the making of all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed at Companies House, including but not limited to and subject to the approval of the Shareholder Resolution, the New Articles.

**9. MINUTES**

It was resolved that the Chair be authorised to sign a copy of these minutes as representing a true record of the business conducted at the meeting.

**10. CLOSE**

There being no further business, the Chair closed the meeting.

Julie Bayle

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Chair