

Company Number: 03173552

**WRITTEN RESOLUTION OF
VIRGIN MEDIA INVESTMENT HOLDINGS
(the "Company")**

Dated. 24th March 2011

We, the undersigned, being the sole member of the Company for the time being entitled to attend and vote at General Meetings, hereby confirm our approval of the resolutions set out below to the intent and effect that resolutions 1 and 2 shall be passed, take effect and be treated for all purposes as ordinary resolutions (the "**Ordinary Resolutions**") in accordance with section 288 of the Companies Act 2006 (the "**Act**")

In accordance with chapter 2 of part 13 of the Act the Directors of the Company proposed the following resolutions be passed

ORDINARY RESOLUTIONS

- 1 THAT the proposed actions of the board of directors of the Company, as set out in the attached draft board resolutions (the "**Board Resolutions**"), be and are hereby approved, including (without limitation) the entering into and execution of the Documents and any ancillary or other documents in connection therewith or any of the transactions contemplated thereby All defined terms in this resolution shall have the meaning given to them in the Board Resolutions
- 2 THAT any conduct (as defined in the Act) of a director of the Company which may result in or has resulted in a breach of that director's duty under section 175 or section 177 of the Act in connection with the entry by the Company into the Documents or performance of any obligation under any Document is hereby authorised, approved and ratified to the fullest extent necessary

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions

The undersigned, a person entitled to vote on the above resolutions on 24th March 2011, hereby irrevocably agrees to the Ordinary Resolutions



Signed by Robert Gale, for and on behalf of **Virgin Media Finance Plc**
(Sole shareholder of the Company)

NOTES

- 1 If you agree with the Ordinary Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company If you do not agree to the Ordinary Resolutions you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Ordinary Resolutions you may not revoke your agreement
- 3 Unless by 20 April 2011 sufficient agreement has been received for the Ordinary Resolutions to pass it will lapse If you agree to the Ordinary Resolutions please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

WEDNESDAY



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30/03/2011
COMPANIES HOUSE