This document (the "Supplementary Prospectus") comprises a supplementary prospectus relating to the New Shares, prepared in accordance with the Prospectus Rules made under Section 73A of the FSMA, and has been approved by the FCA under the FSMA. This Supplementary Prospectus has been made available to the public in accordance with Prospectus Rule 3.2. This document is supplemental to, and must be read in conjunction with, the original prospectus published by Liberty Global dated March 22, 2016 (the "Original Prospectus").

Liberty Global and the Liberty Global Directors whose names appear on page 16 of this Supplementary Prospectus accept responsibility for the information contained in this Supplementary Prospectus. To the best knowledge and belief of Liberty Global and that of the Liberty Global Directors (having taken all reasonable care to ensure that such is the case), the information contained in this Supplementary Prospectus is in accordance with the facts and contains no omission likely to affect the import of such information.

Investors should read the whole of this Supplementary Prospectus and the Original Prospectus carefully and in their entirety. Persons who come into possession of this Supplementary Prospectus should inform themselves about and observe any applicable restrictions and legal, exchange control or regulatory requirements in relation to the Acquisition and the distribution of this Supplementary Prospectus. Any failure to comply with such restrictions or requirements may constitute a violation of the securities laws of any such jurisdiction. The contents of this Supplementary Prospectus should not be construed as legal, business or tax advice.

Liberty Global plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 08379990)

Proposed issue of up to 31,651,616 New Liberty Global Class A Shares, 77,488,978 New Liberty Global Class C Shares, 3,648,524 New LiLAC Class A Shares and 8,939,328 New LiLAC Class C Shares (together, the "New Shares") in connection with the recommended offer for Cable & Wireless Communications Plc, to be implemented by a two-step, integrated process consisting of the Scheme followed by the Merger, or (if Liberty Global elects to implement the Acquisition by way of the Offer) the two-step, integrated process consisting of the Offer followed by the Merger (the "Transaction")

The existing Liberty Global Class A Shares, Liberty Global Class C Shares, LiLAC Class A Shares and LiLAC Class C Shares are currently listed on the NASDAQ Global Select Market ("**NASDAQ**") under the symbols "LBTYA" and "LBTYK" for the Liberty Global Class A Shares and Liberty Global Class C Shares, respectively, and "LILA" and "LILAK" for the LiLAC Class A Shares and LiLAC Class C Shares, respectively. Applications will be made to NASDAQ for the New Shares to be admitted to trading, which is expected to occur on the Effective Date, on the same basis as the existing Liberty Global Shares and LiLAC Shares, respectively. It is expected that NASDAQ Approval will become effective prior to issuance of the New Shares and that dealings in the New Shares will commence at 9.30 a.m. (Eastern Time) on the Effective Date, which, subject to the satisfaction or waiver (if capable of waiver) of certain Conditions, including the sanction of the Scheme by the High Court, is expected to occur on May 16, 2016. The New Shares will, when issued, rank pari passu in all respects with the existing Liberty Global Class A Shares, Liberty Global Class C Shares, LiLAC Class A Shares and LiLAC Class C Shares, as applicable. No application has been made for the New Shares to be admitted to listing or dealt with on any other exchange.

Investors should only rely on the information contained in this Supplementary Prospectus and the Original Prospectus in respect of the securities covered by this Supplementary Prospectus and the Original Prospectus. No person has been authorized to give any information or make any representations other than those contained in this Supplementary Prospectus or the Original Prospectus. No representation or warranty, express of implied, is made by us or the Liberty Global Directors or any other person involved in the Transaction as to the accuracy or completeness of such information, and nothing contained in this Supplementary Prospectus or the Original Prospectus is, or shall be relied upon as, a promise or representation by us as to the past, present or future.

Without prejudice to any legal or regulatory obligation on us to publish a further supplementary prospectus pursuant to Section 87G of the FSMA and Prospectus Rule 3.4, neither the delivery of this Supplementary Prospectus nor NASDAQ Approval nor commencement of dealings in the New Shares on NASDAQ shall, under any circumstances, create any implication that there has been no change in the business or affairs of Liberty Global (including as enlarged post-Acquisition), or those of the CWC Group, since the date of this Supplementary Prospectus or that the information in it is correct as of any time after the date of this Supplementary Prospectus.

Notice to overseas shareholders

General

The release, publication or distribution of this Supplementary Prospectus in jurisdictions other than the United Kingdom and the ability of CWC Shareholders who are not resident in the United Kingdom to participate in the Acquisition may be restricted by laws and/or regulations of those jurisdictions. In particular, the ability of persons who are not resident in the United Kingdom to vote their CWC Shares with respect to the Scheme at the CWC Court Meeting, or to execute and deliver forms of proxy appointing another to vote at the CWC Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and should observe, any applicable requirements. Any failure to comply with these requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such requirements by any person.

Unless otherwise determined by Liberty Global or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws of that jurisdiction and no person may vote in favor of the Acquisition by any use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Supplementary Prospectus and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The availability of the New Shares to CWC Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdiction in which they are resident. In particular, securities to be issued pursuant to the Acquisition have not been and will not be registered under the relevant securities laws of Japan and the relevant clearances have not been, and will not be, obtained from the securities commission of any province of Canada. No prospectus or supplementary prospectus in relation to the securities to be issued pursuant to the Acquisition has been, or will be, lodged with, or registered by, the Australian Securities and Investments Commission. Accordingly, such securities are not being, and may not be, offered, sold, resold, delivered or distributed, directly or indirectly in or into Australia, Canada or Japan or any other jurisdiction if to do so would constitute a violation of relevant laws of, or require registration thereof in, such jurisdiction (except pursuant to an exemption, if available, from any applicable registration requirements or otherwise in compliance with all applicable laws).

Therefore, any persons who are subject to the laws and regulations of any jurisdiction other than the United Kingdom or CWC Shareholders who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements in their jurisdiction. Any failure to comply with the applicable requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. None of the securities referred to in this Supplementary Prospectus or the Original Prospectus have been approved or disapproved by the SEC, any state securities commission in the United States or any other U.S. regulatory authority, nor have such authorities passed upon or determined the adequacy or accuracy of the information contained in this Supplementary Prospectus or the Original Prospectus. Any representation to the contrary is a criminal offence in the United States.

Further details in relation to CWC Shareholders in overseas jurisdictions are contained in the Scheme Document dated March 22, 2016.

Notice about U.S. Securities Laws

This Supplementary Prospectus, the Original Prospectus, the Scheme Document and certain other documents relating to the Acquisition have been or will be prepared in accordance with the Takeover Code, the Prospectus Rules and other U.K. disclosure requirements, format and style, all of which differ from those in the United States. The New Shares have not been, and are not expected to be, registered under the U.S. Securities Act of 1933 (the "**U.S. Securities Act**") or under the securities laws of any state or other jurisdiction of the United States. It is expected that the New Shares will be issued pursuant to the Scheme in reliance upon an exemption from the registration requirements of the U.S. Securities Act set forth in Section 3(a)(10) thereof. CWC

Shareholders (whether or not U.S. persons) who are or will be affiliates (within the meaning of Rule 144 under the U.S. Securities Act) of Liberty Global prior to, or after, the Effective Date will be subject to certain U.S. transfer restrictions relating to the New Shares received pursuant to the Scheme. Specifically, New Shares delivered to such affiliated CWC Shareholders may not be offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly, absent registration under the U.S. Securities Act or an exemption therefrom.

Liberty Global reserves the right, subject to the prior consent of the Panel and in the circumstances described in the Original Prospectus, to elect to implement the Acquisition by way of an Offer followed by the Merger. Any securities to be issued in connection with an Offer would be expected to be registered under the U.S. Securities Act. In the event that Liberty Global exercises its right to implement the Acquisition pursuant to an Offer followed by the Merger or otherwise in a manner that is not exempt from the registration requirements of the U.S. Securities Act, it will file a registration statement with the SEC containing a prospectus with respect to any securities that would be issued in the Acquisition. IN THIS EVENT, CWC SHAREHOLDERS SHOULD READ THESE DOCUMENTS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Such documents will be available free of charge at the SEC's website at www.sec.gov. If the Acquisition is implemented by way of an Offer followed by the Merger, the Offer will be conducted in compliance with the applicable tender offer rules under the U.S. Exchange Act, including Section 14(e) of the U.S. Exchange Act and Regulation 14E thereunder.

The date of this Supplementary Prospectus is April 29, 2016.

TABLE OF CONTENTS

SUMMARY INFORMATION

This document is supplemental to, and should be read in conjunction with, the Original Prospectus. Any decision to invest in the New Shares should be based on consideration of the Original Prospectus, as supplemented by this Supplementary Prospectus, as a whole, and not solely on this summary information. This Supplementary Prospectus has been prepared in accordance with section 87G of FSMA and the Prospectus Rules.

The summary below supplements Part IX (*Liberty Global Directors, Responsible Persons, Corporate Governance and Employees*) of the Original Prospectus.

On the date hereof, Liberty Global filed its 2016 Annual Proxy Statement with the SEC, ahead of its 2016 AGM. The 2016 Annual Proxy Statement contains certain information, which updates the information contained in the Original Prospectus. The new information primarily relates to the remuneration and benefits of the Liberty Global Directors and Liberty Global Executive Officers for the financial year ended December 31, 2015.

PRESENTATION OF INFORMATION

1. General

Investors should only rely on the information contained in this Supplementary Prospectus or the Original Prospectus in respect of the securities covered by this Supplementary Prospectus and the Original Prospectus. No person has been authorized to give any information or make any representations other than those contained in this Supplementary Prospectus and the Original Prospectus. No representation or warranty, express or implied, is made by us or the Liberty Global Directors or any other person involved in the Transaction as to the accuracy or completeness of such information, and nothing contained in this Supplementary Prospectus or the Original Prospectus is, or shall be relied upon as, a promise or representation by us as to the past, present or future. Without prejudice to any legal or regulatory obligation on us to publish a further supplementary prospectus pursuant to Section 87G of the FSMA and Prospectus Rule 3.4, neither the delivery of this Supplementary Prospectus or the Original Prospectus, nor the NASDAQ Approval and commencement of dealings in the New Shares on NASDAQ shall, under any circumstances, create any implication that there has been no change in our business or affairs or those of the CWC Group, in each case taken as a whole since the date of this Supplementary Prospectus or that the information in it is correct as of any time after the date of this Supplementary Prospectus.

We will continue to comply with our obligation to publish supplementary prospectuses containing further updated information required by law or by any regulatory authority but assume no further obligation to publish additional information. Any further supplementary prospectus will be subject to approval by the FCA and will be made public in accordance with the Prospectus Rules.

The contents of this Supplementary Prospectus are not to be construed as legal, financial or tax advice. Each prospective investor should consult a legal adviser, an independent financial adviser duly authorized under the FSMA or a tax adviser for legal, financial or tax advice in relation to any investment in or holding of the New Shares. Each prospective investor should consult with such advisers as needed to make its investment decision and to determine whether it is legally permitted to hold shares under applicable legal investment or similar laws or regulations. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

Investing in and holding Liberty Global Shares or LiLAC Shares involves financial risk. Prior to investing in the New Shares, investors should carefully consider all of the information contained in this Supplementary Prospectus and the Original Prospectus, paying particular attention to the section entitled Risk Factors on pages 23 to 43 of the Original Prospectus. Investors should consider carefully whether an investment in the New Shares is suitable for them in light of the information contained in this Supplementary Prospectus and the Original Prospectus and their personal circumstances.

2. Rounding

Percentages and certain amounts included in this Supplementary Prospectus and the Original Prospectus have been rounded for ease of presentation. Accordingly, figures shown as totals in certain tables may not be the precise sum of the figures that precede them.

3. Currencies

Unless otherwise indicated in this Supplementary Prospectus, all references to:

- “U.S. dollar”, “$” and “cents” are to the lawful currency of the United States;
- “pounds”, “pounds Sterling”, “Sterling”, “£”, “pence”, “penny” and “p” are to the lawful currency of the U.K.; and
- “Euro” or “€” are to the lawful currency of the European Union (as adopted by certain Member States).

Unless otherwise indicated, translations in this Supplementary Prospectus into United States (U.S.) dollars are calculated using the rates as set out in Part IV (*Operating and Financial Review of Liberty Global*) – *Quantitative and Qualitative Disclosures about Market Risk* of the Original Prospectus. We present our financial statements in U.S. dollars.

4. Forward-looking statements

Certain statements contained in this Supplementary Prospectus and the Original Prospectus, including those in the sections headed "Summary", "Risk Factors", "Information on Liberty Global" and "Operating and Financial Review of Liberty Global" in the Original Prospectus constitute "forward-looking statements". In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "projects", "aims", "plans", "predicts", "prepares", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Investors should specifically consider the factors identified in this Supplementary Prospectus and the Original Prospectus, which could cause actual results to differ before making an investment decision. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such risks, uncertainties and other factors are set out more fully in the section of the Original Prospectus headed "Risk Factors". These forward-looking statements speak only as at the date of this Supplementary Prospectus and the Original Prospectus, respectively. Liberty Global and the Liberty Global Directors expressly disclaim any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this Supplementary Prospectus or the Original Prospectus to reflect any change in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based whether as a result of new information, future events or otherwise, unless required to do so by applicable law or regulation, including the Prospectus Rules.

The foregoing paragraph should not be construed as a qualification on the opinion of Liberty Global or the Liberty Global Directors as to the working capital position of Liberty Global and its subsidiaries set out in paragraph 9 (*Working Capital*) of Part XI (*Additional Information*) of the Original Prospectus.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future or are beyond our control. Forward-looking statements are not guarantees of future performance. Our actual results of operations, financial condition and the development of the business sector in which we operate may differ materially from those suggested by the forward-looking statements contained in this Supplementary Prospectus or the Original Prospectus including, but not limited to, U.K. domestic and global economic business conditions, market-related risks such as fluctuations in interest rates and exchange rates, the policies and actions of regulatory authorities, the impact of competition, currency changes, inflation, deflation, the timing impact and other uncertainties of future acquisitions or combinations within relevant industries, as well as the impact of tax and other legislation and other regulations in the jurisdictions in which we and our respective affiliates operate. In addition, even if our actual results of operations, financial condition and the development of the business sector in which we operate are consistent with the forward-looking statements contained in this Supplementary Prospectus or the Original Prospectus, those results or developments may not be indicative of results or developments in subsequent periods.

Prospective investors are advised to read, in particular, the following parts of the Original Prospectus for a more complete discussion of the factors that could affect our future performance and the industry in which we operate: the section entitled Risk Factors on pages 23 to 43, Part II (*Information on Liberty Global*), Part IV (*Operating and Financial Review of Liberty Global*) and Part VI (*Historical Consolidated Financial Information relating to Liberty Global*). In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this Supplementary Prospectus or the Original Prospectus may not occur.

5. No incorporation of website information

The contents of our website www.libertyglobal.com, CWC's website www.cwc.com, or any hyperlinks accessible from either such website do not form part of this Supplementary Prospectus and the Original Prospectus and investors should not rely on them.

6. Defined terms

Words or expressions defined in the Original Prospectus have the same meaning when used in this Supplementary Prospectus, unless otherwise defined.

Except as otherwise noted or where context otherwise requires, references in this Supplementary Prospectus to “we”, “us”, “our”, “the company” or “our company” refer to Liberty Global.

All times referred to in this Supplementary Prospectus are, unless otherwise stated, references to London time.

All references to legislation in this Supplementary Prospectus are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

PART I

SUPPLEMENTARY INFORMATION

1. Background

On the date of this Supplementary Prospectus, Liberty Global filed its 2016 Annual Proxy Statement with the SEC, ahead of its 2016 AGM. The 2016 Annual Proxy Statement contains certain information in relation to the remuneration and benefits of the Liberty Global Directors and the Liberty Global Executive Officers for the fiscal year ended December 31, 2015.

Liberty Global considers this information to be a significant new factor relating to the information contained in the Original Prospectus and, accordingly, this Supplementary Prospectus has been prepared in accordance with Section 87G of the FSMA and the Prospectus Rules.

2. Updated information in relation to the remuneration and benefits packages of the Liberty Global Directors and Liberty Global Executive Officers

The following information is provided in respect of the remuneration and benefits paid to the Liberty Global Directors and Liberty Global Executive Officers for the financial year ended December 31, 2015. It should be read in conjunction with, and is supplemented by, the information set out in paragraph 7 of Part IX (*Liberty Global Directors, Responsible Persons, Corporate Governance and Employees*) of the Original Prospectus. Information presented herein with respect to equity awards granted prior to July 1, 2015, has been adjusted to give effect to modifications that were implemented by the compensation committee in connection with the LiLAC Transaction.

2.1 Overview

Our performance-based compensation programs provide for the opportunity to reward the NEOs and other senior management for contributing to annual and long-term financial, operational, and stock price performance. A high percentage of the NEOs' total compensation is performance-based (targeted at approximately 90% of total compensation for 2015). A significant portion of total compensation is delivered in the form of multi-year performance-based equity incentive awards (targeted at approximately 60% of total compensation for 2015). While Mr. Hall is not an NEO for the purposes of the Original Prospectus or this Supplementary Prospectus, he is a Liberty Global Executive Officer, in relation to whom certain disclosures are made for the purposes of the Prospectus Rules.

2.2 Base Salary, Fees and Expenses

(a) For 2015, our compensation committee approved a 2.5% increase in the base salaries for each of our NEOs, resulting in a base salary of $2,050,000 for our CEO, $1,025,000 for our U.S.-based NEOs and Mr. Hall, £683,000 for our U.K.-based NEO and €807,000 for our Netherlands-based NEO. The base salaries for our non U.S.-based NEOs were established based on budgeted exchange rates for 2014 for a base salary of $1,000,000 and all adjustments are based on such converted amounts. These increases were in-line with the budget authorization of 2.5% given to each department and business unit for aggregate salary increases for our corporate-level employees based in Europe and in the U.S. The actual percentage salary increases varied among our corporate-level employees as determined by their department or business unit head. The 2015 salary increases for our corporate employees, including our NEOs, became effective on April 1, 2015.

(b) Each member of our board, who is not an employee of Liberty Global (other than our chairman Mr. Malone), receives an annual retainer of $100,000. In addition, each such member receives $1,500 for each in-person meeting attended (in person or by conference telephone) and $750 for each telephonic meeting attended of the board or any committee of the board on which he or she serves. Each director who serves as the chair of the audit committee, the compensation committee or the nominating and corporate governance committee receives a fee for such service of $25,000, $25,000 and $10,000, respectively, for each full year of service in such position. All annual director fees, including fees for chairpersons, are payable in arrears in four equal quarterly installments. Our directors may elect to have their quarterly fee installments paid in Liberty Global ordinary shares instead of in cash. From time to time, we provide our directors information on conferences and seminars that may be of interest to them as a director of Liberty Global. For directors who elect to attend these events, we cover the costs as part of our policy to keep members of our board informed on issues that relate to their duties as a director.

(c) For the board meeting held at the location of one of our operations or other company-related events, we may provide extra activities for members of our board. We may also invite the spouse or a guest of each director to attend events associated with board meetings or other company-related events. We generally provide for, or reimburse expenses of, the spouse's or guest's travel, food and lodging for attendance at these events and participation in related activities. If the spouse or guest travels on our aircraft for an event, the incremental cost for such personal passenger is determined based on our average direct variable cost per passenger for aircraft fuel and in-flight food and beverage services, plus, when applicable, customs and immigration fees specifically incurred. To the extent costs for these activities, including the incremental cost for traveling on our aircraft, and costs for any other personal benefits, for a director exceeds $10,000 for the year, they are included in the amounts in the table set out in paragraph 2.5 (*Summary of Liberty Global Directors' Remuneration*) below.

(d) Recently, our compensation committee accepted our CEO's recommendation that none of our senior executive officers, including our NEOs, receive an increase in base salary due to management's decision to concentrate and focus annual salary increases at the lower levels of the company in 2016. For 2016, our budget authorized base salary increases for our U.S. and corporate-level European employees of 1.18% in the aggregate, down from 2.5% in 2015. Only positions below managing director or equivalent are eligible to receive a 2016 annual salary increase. The fees and expenses policy of the Group remains as described in the Original Prospectus.

2.3 **Individual Equity Incentive Awards**

(a) *Awards made in respect of the financial year ended December 31, 2015*

The table below sets forth the target annual equity incentive award values for our NEOs approved by our compensation committee (which are unchanged from 2014) and the grants of 2015 PSUs and SARs made to them in March and May 2015, respectively (adjusted for our distribution of LiLAC Shares in July 2015).

		Two-thirds of Target Annual Equity Value in the Form of:				**One-third of Target Annual Equity Value in the Form of:**			
	Target Annual Equity Value	**Liberty Global Class A PSU Grants (#)**	**LiLAC Class A PSU Grants (#)**	**Liberty Global Class C PSU Grants (#)**	**LiLAC Class C PSU Grants (#)**	**Liberty Global Class A SARs Grants (#)**	**LiLAC Class A SARs Grants (#)**	**Liberty Global Class C SARs Grants (#)**	**LiLAC Class C SARs Grants (#)**
Michael T. Fries	$15,000,000	65,152	3,257	130,304	6,515	157,121	7,882	316,802	16,078
Charles H.R. Bracken	$ 5,000,000	21,718	1,085	43,436	2,171	52,376	2,627	105,606	5,359
Bernard G. Dvorak	$ 5,000,000	21,718	1,085	43,436	2,171	52,376	2,627	105,606	5,359
Bryan H. Hall	$ 4,000,000	17,374	868	34,748	1,737	41,903	2,102	84,490	4,288
Diederik Karsten	$ 5,000,000	21,718	1,085	43,436	2,171	52,376	2,627	105,606	5,359
Balan Nair	$ 5,000,000	21,718	1,085	43,436	2,171	52,376	2,627	105,606	5,359

The 2015 target annual equity values for each of our NEOs and Mr. Hall remained unchanged from the PSUs granted in 2014 as part of the equity incentive award component of our executive officers' compensation packages. Each 2015 PSU represents the right to receive one Liberty Global Class A share, Liberty Global Class C share, LiLAC Class A share or LiLAC Class C share, as applicable, subject to performance and vesting.

The performance period for the 2015 PSUs is January 1, 2015 to December 31, 2016. The performance target selected by the compensation committee for the base case plan was achievement of a target compound annual growth rate in OCF CAGR based on a comparison of our 2014 actual results to those reflected in our then existing long- range plan for 2015. The target OCF CAGR is subject to upward or downward adjustment, on a mandatory or a discretionary basis, for certain events in accordance with the terms of the grant agreement. For example, the base case plan from which the target OCF CAGR was calculated will be adjusted for the acquisitions of businesses during the performance period in accordance with guidelines established by the compensation committee and the target OCF CAGR will be recalculated based on the adjusted base case plan. A performance range of 75% to 125% of the target OCF CAGR would generally result in award recipients earning 75% to 150% of their target 2015 PSUs, subject to reduction or forfeiture based on individual performance. One-half of the earned 2015 PSUs will vest on April 1, 2017 and the balance on October 1, 2017.

The compensation committee also established a minimum OCF CAGR base performance objective, subject to certain limited adjustments, which must be satisfied in order for any NEO to be eligible to earn any of their 2015 PSUs. Under the base performance objective, the OCF CAGR must be no less than 50% of the modified target OCF CAGR. If the base performance objective is achieved, our NEOs will be eligible to earn between 75% and 150% of their 2015 PSUs, subject to alignment with our company's and the individual's performance.

The 2015 PSU awards and the SAR awards of our NEOs are reflected under the "Stock Awards" and "Option Awards" columns, respectively, in the Summary Compensation table in paragraph 2.6 (*Summary of Liberty Global Executive Officers Compensation*) below.

(b) *Basis for award values and grants*

The performance period for the multi-year incentive awards of PSUs granted in March 2014 (the "2014 PSUs") was January 1, 2014 to December 31, 2015. The performance measure was based on a two-year OCF CAGR. For the 2014 PSUs, the performance target was an OCF CAGR for our company of 5.0%. The following table sets forth the threshold, target and maximum performance levels and related payouts approved by the compensation committee.

	Performance		
	Performance Level	**Two-year OCF CAGR**	**Payout**
Maximum	125.0%	5.4%	150.0%
Target	100.0%	5.0%	100.0%
Threshold	75.0%	3.2%	75.0%

The compensation committee determines the actual payout by "straight-line interpolation" if our actual OCF CAGR for the performance period falls between the specified threshold, target and maximum performance levels in the table. The actual OCF CAGR for the performance period is calculated by comparing 2015 OCF against 2013 OCF, as adjusted for events during the performance period such as acquisitions, dispositions and changes in foreign currency exchange rates and accounting principles or policies that affect comparability. The compensation committee may also adjust the target OCF CAGR for extraordinary events that distort performance.

The compensation committee has reviewed the calculations of 2013 and 2015 consolidated OCF and the resulting OCF CAGR, as adjusted pursuant to the terms of the 2014 PSU grant agreements and guidelines adopted in 2012 by the compensation committee, which had been prepared by management. The compensation committee determined that the base performance objective of achievement of at least 50% of the target OCF CAGR, subject to limited adjustments, had been achieved.

The required adjustments to the target OCF CAGR made pursuant to the terms of the 2014 PSU grant agreements included adjustments (1) to reflect consistent foreign currency exchange translations, (2) to include the acquisition of Ziggo and associated synergies and integration costs and (3) related to the sale of certain assets. As permitted by the 2014 PSU grant agreements, the compensation committee also approved adjustments for certain events or circumstances that in its view distorted performance. These discretionary revisions to the target OCF CAGR included adjustments to exclude (a) unbudgeted costs for a change in the U.K. value-added tax legislation, (b) the BASE integration costs, (c) unbudgeted increases in 2015 maximum bonus amounts, (d) the unbudgeted costs for a network extension program in the U.K., (e) the unbudgeted costs for the launch of a sports channel and (f) certain unbudgeted costs associated with Liberty GO. These adjustments, in the aggregate, increased our target OCF for 2015 of $8.3 billion to $8.6 billion and decreased our target OCF CAGR for the performance period from 5.0% to 4.3%. For purposes of computing the adjusted actual OCF CAGR, the post-acquisition results of 2015 acquisitions were removed from the reported 2015 OCF.

Based on the foregoing, the compensation committee determined that approximately 101.8% of the target OCF CAGR had been achieved. This determination was made by dividing the adjusted actual OCF CAGR achieved (4.4%) by the adjusted target OCF CAGR (4.3%) using maximum available precision. That percentage achievement of the target OCF CAGR, which fell between the target and maximum levels in the preceding table, translated into 103.6% of the target 2014 PSUs being earned, as shown below. The compensation committee further determined that based on each NEO's and Mr. Hall's individual performance over the performance period, no reduction would be made to the percentage of target 2014 PSUs, which had been earned based on financial performance.

The table below sets forth the actual number of the 2014 PSUs that were earned and which were converted to time-vested RSUs pursuant to the terms of the 2014 PSUs.

Name	Liberty Global Class A RSUs	Liberty Global Class C RSUs	LiLAC Class A RSUs	LiLAC Class C RSUs
Michael T. Fries	81,093	162,185	4,054	8,109
Charles H.R. Bracken	27,031	54,062	1,351	2,703
Bernard G. Dvorak	27,031	54,062	1,351	2,703
Bryan H. Hall	21,627	43,250	1,081	2,162
Diederik Karsten	27,031	54,062	1,351	2,703
Balan Nair	27,031	54,062	1,351	2,703

The compensation committee discussed the goals that the 2014 PSUs had been designed to achieve and was satisfied that these goals had been met. In addition, the senior management team remained highly motivated and intact during the two-year period ended December 31, 2015.

The compensation committee approved the grant of 2016 PSUs to our senior management, including our NEOs. In considering the grants of the 2016 PSUs, our compensation committee determined that it would be in the best interest of the company to modify this incentive award component to better align these incentives over the longer term, promote achievement of the goals of the Liberty GO program and retain key leadership during the transformation period. As described above, our equity incentive awards have previously consisted of annual grants of two different types of equity awards: SARs representing approximately one-third of the total annual target equity value per participant and PSUs representing approximately two-thirds of the total annual target equity value. The annual grants of PSUs then had overlapping two-year performance periods.

For the 2016 PSUs, the compensation committee determined to:

- Combine the PSU grants for each of the next two years into a single award of 2016 PSUs with a single performance target;
- Extend the performance period for the 2016 PSUs to three years (2016, 2017 and 2018) in line with the execution phase of the Liberty GO program;
- Make no grant of PSUs in 2017 for participants who receive a grant of 2016 PSUs;
- Require the target performance to be 6.0% OCF CAGR during the three-year performance period ending December 31, 2018 (with 2015 as the base year), with over-performance payout opportunities if the OCF CAGR exceeds the target; and
- Maintain the annual SAR component from previous programs, as these awards vest in installments over a four-year period.

Each participant's total 2016 PSU grants have a target equity value that has been increased to accommodate the change to a three-year performance period and replacement of the grant of the 2017 PSUs, which otherwise would have been made to the participants in 2017. The 2016 PSU grant is 715,716 ordinary shares for our CEO, 190,860 ordinary shares for each of our other NEOs and 152,688 ordinary shares for Mr. Hall. The 2016 PSUs are divided among our shares based on a ratio of 20 Liberty Global Shares for every one LiLAC Share, with the Liberty Global and LiLAC Shares further divided on a 1:2 ratio between the respective Class A and Class C ordinary shares. The performance measure of 6% OCF CAGR may be adjusted at the compensation committee's discretion for events that may affect comparability, such as changes in foreign currency exchange rates and accounting principles or policies. Our compensation committee selected the target OCF CAGR based upon the company's internal projections and other factors. A performance range of 75% to 167.5% of the target OCF CAGR will generally result in award recipients earning 75% to 300% of their target 2016 PSUs, subject to reduction or forfeiture based on individual performance. One-half of the earned 2016 PSUs will vest on April 1, 2019 and the balance on October 1, 2019.

The compensation committee also established a minimum OCF CAGR base performance objective, which must be satisfied in order for any NEO to be eligible to earn any of their 2016 PSUs. Under the base performance objective, the OCF CAGR must be no less than 50% of the target OCF CAGR. If the base performance objective is achieved, our NEOs will be eligible to earn between 75% and 300% of their 2016 PSUs, subject to alignment with our company's and the individual's performance. For details regarding the target annual equity values for Mr. Fries in connection with the grant of Annual Equity Awards under our incentive plans, please see the description of the Fries Agreement in paragraph 7.10(a) (*Existing Liberty Global Directors' service agreements*) of Part XI of the Original Prospectus.

The foregoing discussion contains statements regarding corporate performance targets and goals. These targets and goals are disclosed in the limited context of our compensation programs and should not be construed to be estimates of our results or other guidance. In evaluating these statements, you should consider the risks and uncertainties of our business as further disclosed in the Original Prospectus and this Supplementary Prospectus.

(c) *Update to PSARs under the 2013 Challenge Awards*

The number of the 2013 Challenge Awards, earned by each of our NEOs and Mr. Hall, was based on the compensation committee's assessment of the executive's performance and achievement of individual goals in each of the years 2013, 2014 and 2015. The individual goals for the NEOs and our other executive officers consisted of quantitative and qualitative measures, which included individual strategic, financial, transactional, organizational and/or operational goals for each executive. At the end of the performance period, the compensation committee reviewed the performance of each NEO and other officers participating in the 2013 Challenge Awards based on their APR received in the company's annual performance review process. Finding that each of the NEOs and Mr. Hall received a rating of at least "superior" (or its equivalent) in each year of the performance period, the compensation committee did not exercise its discretion to reduce by up to 100%, the amount of such Liberty Global Executive Officer's 2013 Challenge Awards. The earned PSARs will vest on the third anniversary of the grant date and have a term of seven years from the grant date.

2.4 **Annual Cash Performance Awards**

(a) *Design of 2015 Annual Award Program*

The design of the 2015 Annual Award Program is the same as the annual cash performance award program for 2014 and 2013. The 2015 maximum achievable performance awards were unchanged at $2.5 million for each of our NEOs, other than Mr. Fries. As provided in Mr. Fries' employment agreement, his maximum achievable award was increased to $8.5 million.

The same general design was also implemented with similar performance metrics and weightings for the 2015 bonus programs for approximately 1,250 employees in our corporate offices in the U.K., the U.S. and the Netherlands.

The key elements of the 2015 Annual Award Program were:

- Sixty percent of each participant's maximum achievable performance award was based on achievement against financial performance metrics and 40% was based on individual achievement against defined performance goals.
- Two equally weighted financial performance metrics were used:
  - 2015 budgeted revenue growth on a consolidated basis and, if applicable, operating unit basis; and
  - 2015 budgeted OFCF growth on a consolidated basis and, if applicable, operating unit basis.
- The base performance objective for our NEOs required that either 40% of 2015 consolidated budgeted revenue growth or 40% of 2015 consolidated budgeted OFCF growth be achieved.

For purposes of the 2015 Annual Award Program, OFCF was defined as OCF less property and equipment additions. OCF is the primary measure used by our board and management to evaluate our company's operating performance and a key factor that is used to decide how to allocate capital and resources to our operating segments. The definition of OCF for these purposes is revenue less operating and selling, general and administrative expenses (excluding share-based compensation, depreciation and amortization, provisions for significant litigation and impairment, restructuring, and other operating items (which includes gains and losses on disposition of long-lived assets, direct acquisition and disposal costs and other acquisition-related items)) and is generally consistent with our definition of the term for public disclosure purposes.

Budgeted growth was determined by comparing rebased 2014 results for the applicable metric to the amount budgeted for that metric in the 2015 consolidated and operating unit budgets approved by our board. For consolidated Liberty Global, the 2015 budget provided for: revenue of $19.0 billion, with growth over 2014 of approximately $910.0 million or 5.0%, and OFCF of $4.8 billion, with growth over 2014 of approximately $128.0 million or 2.8%. The payout schedule for each financial metric is based on the percentage achievement against the 2015 budget, as adjusted for events during the performance period such as acquisitions, dispositions, the impact of unforeseen changes in laws and regulations and changes in foreign currency exchange rates and accounting principles or policies that affect comparability. The following table sets forth the performance against budget and related payouts approved by the compensation committee.

	Corresponding% of Achievement of 2015 Budget		
Achievement of Budgeted Growth over 2014	**Revenue (50% Weighting)**	**OFCF (50% Weighting)**	**Payout (% of Weighted Portion of Maximum Bonus Amount)(1)**
Over-Performance	≥ 105.0%	≥ 110.0%	150.0%
100.0%	100.0%	100.0%	100.0%
50.0%	97.6%	98.7%	50.0%
< 50.0%	< 97.6%	< 98.7%	—%

(1) Percentages shown represent the payout that would result if the specified performance levels were achieved for both the revenue and OFCF targets. Payout percentages for percentage achievement of revenue and OFCF budgets which fall in between points specified in the table would be determined by straight-line interpolation. The total payout based on the financial performance portion would represent the sum of the percentages derived by multiplying 50% times each of the respective payout percentages for revenue and OFCF, with a maximum payout of 100%.

Notwithstanding the over-performance feature indicated in the table, the aggregate payout for financial performance remained capped at 60% of the maximum achievable performance award.

The payout schedule for the 40% of each participant's maximum achievable performance award allocated to individual performance was based on the APR received under our global performance management process. A rating of "improvement required" results in no amount to be payable with respect to this portion of the award. A rating above "improvement required" and below a "strong" is subject to the compensation committee's discretion to reduce the amount payable. A rating of "strong" means the participant has performed well, meeting expectations with respect to his or her objectives. The compensation committee did not establish target amounts payable when it approved the maximum amount that each NEO could earn under the 2015 Annual Award Program.

(b) *2015 Performance*

The compensation committee reviewed the actual consolidated revenue and OFCF for 2015 based on our audited 2015 financial results. It also considered whether to exercise its discretion to reduce the amount payable to any of our NEOs. The exercise of the compensation committee's discretion was in each case based on its assessment of our 2015 financial performance and the individual NEO's performance overall as compared to his 2015 performance goals, taking into account the payout schedules for financial and individual performance.

The compensation committee first considered the percentage of budgeted revenue and budgeted OFCF achieved in 2015. For this purpose, the 2015 budget was adjusted in accordance with the terms of the 2015 Annual Award Program and for certain other unbudgeted events that the compensation committee, in its discretion and consistent with past practice, determined distorted performance against the financial performance metrics. These revisions included adjustments (1) to reflect consistent foreign currency exchange translations, (2) to include the acquisition of Ziggo and associated synergies and integration costs, (3) to include an acquisition in Puerto Rico, (4) to reflect an unbudgeted network extension program and (5) related to other individually immaterial items. In the aggregate, these adjustments resulted in a net decrease of budgeted revenue to $18.5 billion and budgeted OFCF to $4.6 billion. Actual 2015 revenue was over 98% of budgeted 2015 revenue and actual 2015 OFCF was over 99% of budgeted 2015 OFCF on a consolidated basis.

With respect to the remaining 40% of the maximum achievable awards, which was based on individual performance, the compensation committee considered each NEO's performance against individual performance goals. The individual performance goals consisted of numerous qualitative measures, which included strategic, financial, transactional, organizational and/or operational goals tailored to the individual's role within our company. In making its decision as to individual APRs, the compensation committee did not apply any particular weighting across the individual performance goals or relative to other considerations, nor did it require that the executive satisfy each of his goals.

Our CEO's performance goals were organized around four main themes: organic growth targets (including budget targets, product and operation initiatives); liquidity, leverage and capital structure targets and initiatives; acquisition and disposition opportunities; and core initiatives for each functional group. These functional groups include accounting, regulatory, technology, human resources, strategy, investor relations, programming and board matters. In addition, his performance goals were expanded to include the development of our Liberty 3.0 program. The Liberty 3.0 program, which has since been rebranded Liberty GO, is a comprehensive plan to drive top-line growth at Liberty Global while maintaining tight cost controls. In the evaluation of his 2015 performance, the compensation committee considered the various performance objectives that had been assigned to Mr. Fries and our company's accomplishments against those objectives. In this regard, the committee noted that our company had a number of significant performance accomplishments in 2015 under the leadership of Mr. Fries, including:

- the launch of the Horizon Go app, Replay TV and MyPrime video-streaming service in additional countries;
- the addition of a record 1.5 million next-generation video subscribers;
- the addition of over 250,000 premises through our U.K. network extension program;
- launched 4G mobile services in Chile, the Netherlands and Switzerland;
- the completion of key MVNO agreements and launch of full MVNO mobile products in Ireland, Austria and Hungary;
- increasing the top or lead internet speed in many of our markets;
- the proposed acquisition of BASE (completed in February 2016) and the proposed acquisition of CWC;
- the delivery of key financial targets, including OCF, adjusted free cash flow and equity repurchases;
- the distribution of the LiLAC Shares; and
- the successful completion of the Ziggo restructure.

In reviewing Mr. Fries' performance, the committee considered both what had been accomplished and how such accomplishments had been achieved. The compensation committee also considered Mr. Fries' responsibilities with respect to overall corporate policy-making and management, in-depth knowledge of our operations and finances, the regulatory and organizational complexities in which we compete, the increased size of our company, as well as his strong leadership capabilities in delivering key long-term strategic objectives in a challenging global economy and his handling of unanticipated additional responsibilities.

The compensation committee has approved the individual performance goals and set the maximum achievable cash performance award for the executive director. For 2016, the target achievable performance award for our executive director was increased from $8.5 million to $9.0 million pursuant to the terms of the Fries Agreement and in accordance with the directors' compensation policy.

With respect to the individual performance of our other NEOs and Mr. Hall, the compensation committee reviewed their performance with our CEO, giving much deference to our CEO's evaluation of their performance against their respective 2015 performance goals and the resulting APRs. The members of the compensation committee also have frequent interaction with each of these executives at meetings of the board of directors and events planned for the directors, which interaction assists in informing their judgment. The individual performance goals for the other NEOs and Mr. Hall related to their respective functional or operational areas of responsibility.

Mr. Bracken's goals related to financial strategy, developing a structured finance function, tax strategy, financial planning, improving efficiencies in business development, and group leadership and coordination with other functional groups.

Mr. Dvorak's goals related to financial reporting, internal audit and compliance, driving project management initiatives, integrating acquired companies, planning efforts for roll out of International Financial Reporting Standards for purposes of our U.K. statutory reporting requirements and participating in the Financial Accounting Standards Board's standard setting process.

Mr. Karsten's goals related to implementation of a new commercial organization, including key commercial targets, customer care initiatives, expansion of mobile services, the integration of Ziggo, expansion of services to businesses, execution of new product and service initiatives, and development of marketing initiatives.

Mr. Nair's goals related to optimizing operational synergies across entities, new build and upgrade targets, network operations, development and implementation of new technologies for our services, improving efficiencies of capital expenditures and delivering on video and wireless initiatives and expanding connectivity services. In each case, the compensation committee also considered how these goals were affected by the size and complexity of our company and the launch of the Liberty GO program.

Mr. Hall's goals related to legal support for the board and its committees, execution of the LiLAC Transaction in a timely and efficient manner, management of material litigation and regulatory matters, legal support for investment related financings, promoting customer centricity in the legal department and working with business leaders on key commercial contracts, including content acquisitions and procurement initiatives.

Based on its evaluation of individual performance and its decisions with respect to the financial performance metrics, the compensation committee approved the payments to our NEOs and Mr. Hall with respect to their maximum achievable performance awards set forth in the table below. Percentages in the table represent percentages of the maximum achievable performance award.

2015 Annual Cash Performance Award

Name	Maximum Achievable Award	% Payout for Financial Performance (Revenue & OFCF) (60%)	% Payout for Individual Performance (40%)	Aggregate % of Maximum Award (100%)	Approved Award
Michael T. Fries	$8,500,000	70.4%	100.0%	82.3%	$6,991,000
Charles H.R. Bracken	$2,500,000	70.4%	100.0%	82.3%	$2,056,000
Bernard G. Dvorak	$2,500,000	70.4%	100.0%	82.3%	$2,056,000
Bryan H. Hall	$2,500,000	70.4%	100.0%	82.3%	$2,056,000
Diederik Karsten	$2,500,000	70.4%	100.0%	82.3%	$2,056,000
Balan Nair	$2,500,000	70.4%	100.0%	82.3%	$2,056,000

The amounts paid to our NEOs under the 2015 Annual Award Program are rounded to the nearest thousand and are reflected in the Summary Compensation Table under the "Non-Equity Incentive Plan Compensation" column in paragraph 2.6 (*Summary of Liberty Global Executive Officers Compensation*) below.

(c) *Decisions for 2016*

The compensation committee approved individual performance goals and set the target achievable cash performance awards for members of our senior management, including our NEOs for 2016. They also approved the financial and operational targets for earning the awards. In approving these awards, our compensation committee modified the general design of the 2016 annual cash performance award program from previous year's awards. The target 2016 annual cash performance award will be split between the achievement of budgeted growth in revenue and OCF and achievement of a target average customer relationship net promotor score ("rNPS") for the fiscal year ending December 31, 2016. Based on the achievement of these operational performance metrics, a payout of up to 150% of the target bonus amount is available for over-performance against budget/target. In addition, each participant's 2016 individual APR will serve as a multiplier on the overall bonus payout (0 to 1.5x). Individual APRs for NEOs will be determined by considering individual performance against personal performance objectives approved by the compensation committee and could increase the maximum 2016 annual cash performance award to up to 225% of the target bonus amount.

If the 2016 base objective is achieved, each of the 2016 NEOs will be eligible to earn his maximum 2016 cash performance award, subject to our compensation committee's discretion to reduce the amount of the award to be paid to any 2016 NEO or to pay no award to such 2016 NEO. The exercise of our compensation committee's discretion as to the amount of the 2016 cash performance award payable to any 2016 NEO will be based on our compensation committee's assessment of our company's consolidated financial performance, our rNPS score and each executive's individual 2016 APR. The base objective relates to growth in consolidated revenue or consolidated OCF relative to budgeted growth. The 2016 target achievable performance award is $9.0 million for our CEO pursuant to the terms of the Fries Agreement and $2.5 million for each of the other 2016 NEOs. The same general design was also implemented, with similar performance metrics and weightings, for the 2016 bonus programs for other officers and senior management throughout the company (corporate and country operations).

2.5 **Summary of Liberty Global Directors' Remuneration**

(a) The following table summarizes the total remuneration received by Liberty Global Directors for the year ended December 31, 2015:

Director	Fees and Salary ($)	Taxable Benefits ($) (See below)	Annual Performance Awards ($)(1)	Long-term Performance Awards($)(2)	SAR/Option Awards ($)(3)	Pension ($)(4)	Total ($)
Executive							
Michael T. Fries	2,115,000(5)	889,710	6,991,000	10,563,783	9,103,052	—	29,662,545
Non-Executive							
Andrew J. Cole	115,750(6)	487	—	—	175,609	—	291,846
John P. Cole, Jr.	120,250(6)	558	—	—	252,415	—	373,223
Miranda Curtis	122,500	2,938	—	—	252,415	—	377,853
John W. Dick	124,000(6)	132,687	—	—	252,415	—	509,102
Paul A. Gould	149,000(6)(7)	29,277	—	—	252,415	—	430,692
Richard R. Green	115,750(6)	492	—	—	252,415	—	368,657
John C. Malone	—	326,570	—	—	1,664,235	—	1,990,805
David E. Rapley	125,750(7)	61,854	—	—	340,266	—	527,870
Larry E. Romrell	119,500	19,156	—	—	252,415	—	391,071
JC Sparkman	145,250	40,117	—	—	340,266	—	525,633
J. David Wargo	124,750(6)(7)	11,750	—	—	252,415	—	388,915

Notes to the Liberty Global Directors' Compensation table above:

(1) The amount reflects the annual cash performance awards earned by Mr. Fries under the 2014 Incentive Plan. For information regarding the operation of our annual cash performance awards, including the performance metrics and maximum achievable performance awards, see paragraph 2.4 (*Annual Cash Performance Awards*) above. The non-executive directors do not receive annual cash performance awards.

(2) The amount reflects the value of PSUs with a performance period that ended on December 31, 2015 based on the actual number of PSUs earned and the closing price of the shares as reported by NASDAQ on December 31, 2015. The PSUs generally vest in the year following the end of the performance period as long as the CEO is employed by our company on the vesting date. The non-executive directors do not participate in our long-term incentive programs.

(3) The amounts represent the intrinsic value for all SARs (i.e., the spread between the base price of the applicable SAR and the market price of the underlying shares on the respective vesting dates) or options that vested during 2015 as calculated based on the closing prices of our shares on the applicable vesting dates, as reported by NASDAQ. For our CEO, the amount consists solely of the aggregate value for all SARs that vested quarterly during 2015. For our non-executive directors, the amounts consist of the value of shares received by such director upon the vesting of RSUs during the year and the value of options that vested annually during the year, added together. No value is included for vested RSUs where the director elected to defer receipt of the shares under the Deferred Compensation Plan. SAR awards for our CEO and RSU and option awards for our non-executive directors are not subject to performance measures but are time-vested only. We believe time-vested awards are appropriate in order to have our directors retain a long-term interest in our company. The value of the awards will move with our share prices, which provides incentive to deliver on our company's long-term strategic objectives and is in line with our shareholders' interests.

(4) We do not provide a pension or other defined benefit plan for our directors.

(5) Amount includes $1,797,750 of Mr. Fries' 2015 salary, the payments of which Mr. Fries elected to defer pursuant to our Deferred Compensation Plan. Such deferred amount accrues interest at the rate of 9% per annum compounded daily until paid in full. The amount deferred, plus accrued interest, will be paid upon the earlier of December 31, 2019, Mr. Fries' separation of service or a change in control of Liberty Global.

(6) Includes the dollar amount of fees paid in our Liberty Global Class A shares and Liberty Global Class C shares at the election of the director.

(7) The following table indicates the amount of fees included in the table that the directors listed have elected to defer in the years indicated pursuant to the Director Deferred Compensation Plan. Such deferred amounts accrue interest at the rate of 9% per annum, compounded daily, until paid in full.

Non-Executive Director	Amount Deferred ($)
Paul A. Gould	73
David E. Rapley	110,000
J. David Wargo	94

(b) The following tables present the Liberty Global Directors' Taxable Benefits for the year ended December 31, 2015.

Taxable benefits provided to our executive director include the following:

Executive Director	Group Term Life Insurance ($)	Interest on Deferred Compensation ($)	Use of Company Plane & Sports Box ($)	Professional Memberships & Fees ($)(1)	Gifts & Tax Gross- up ($)	Total ($)
Michael T. Fries	1,656	486,807	368,665	22,342	10,240	889,710

(1) As provided in the Fries Agreement, includes reimbursement for professional fees incurred in the preparation and negotiation of the Fries Agreement ($10,342).

Taxable benefits provided to our non-executive directors include the following:

Non-Executive Director	Interest on Deferred Compensation ($)	Entertainment & Travel Expenses ($)(1)	Miscellaneous Expenses ($)	Use of Company Plane ($)	U.K. Group Health Insurance ($)	Gifts & Tax Gross- up ($)	Total ($)
Andrew J. Cole	—	—	—	—	—	487	487
John P. Cole, Jr.	—	—	—	—	—	558	558
Miranda Curtis	—	—	—	—	2,392	546	2,938
John W. Dick	—	1,970	126,185(2)	1,654	2,392	486	132,687
Paul A. Gould	17,547	10,839	—	—	—	891	29,277
Richard R. Green	19	—	—	—	—	473	492
John C. Malone	—	—	300,000(3)	26,104	—	466	326,570
David E. Rapley	46,601	14,215	—	83	—	955	61,854
Larry E. Romrell	—	—	—	18,683	—	473	19,156
JC Sparkman	—	—	—	39,529	—	588	40,117
J. David Wargo	11,203	—	—	—	—	547	11,750

(1) These expenses include travel and entertainment costs for spouses joining members of our board for board meetings.

(2) These expenses include our costs for a medical air transport for the director and his companion from Rwanda to London England, due to a medical emergency ($125,550). Also includes the cost of a laptop computer provided at the request of the director.

(3) These expenses represent reimbursement for personal expenses related to the ownership of our shares and his services as chairman in 2015.

2.6 Summary of Liberty Global Executive Officers Compensation

The following table sets out information concerning the compensation of the Liberty Global Executive Officers for the financial year 2015. The values presented in the table do not always reflect the actual compensation received by our executive officers during the fiscal year. Amounts paid in British pounds sterling or Euros, as the case may be, have been converted into U.S. dollars based on the average exchange rate for the year.

Name and Principal Position	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)(3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)(4)	All Other Compensation ($)(5)	Total ($)
Michael T. Fries	2,115,000(6)	—	10,050,959	7,294,690	6,991,000	345,623	903,903	27,701,175
Charles H.R. Bracken	1,037,303(7)	—	3,350,352	1,796,864	2,056,000	—	130,468	8,370,987
Bernard G. Dvorak	1,057,500(8)	—	3,350,352	2,431,692	2,056,000(10)	214,202	42,479	9,152,225
Bryan H. Hall	1,057,500(9)	—	2,680,233	1,945,472	2,056,000	132,622	23,341	7,895,168
Diederik Karsten	889,402(11)	—	3,350,352	1,796,864	2,056,000	—	57,485	8,150,103
Balan Nair	1,057,500	—	3,350,352	2,431,692	2,056,000(10)	151,837	35,037	9,082,418

(1) The 2015 dollar amounts shown in the "Stock Awards" column reflect the grant date fair value of each NEO's target 2015 PSUs determined in accordance with Topic 718 of the Financial Accounting Standards Board's Accounting Standards Codification ("FASB ASC 718"). The grant date fair value for the maximum achievable 2015 PSU awards (150% of target) would be $15,076,439 for Mr. Fries and $5,025,543 for each of the other NEOs. Earned 2015 PSU awards will vest, subject to forfeiture or acceleration under certain circumstances, in two equal installments on each of April 1, 2017 and October 31, 2017.

(2) The 2015 dollar amounts shown in the "Option Awards" column reflect the grant date fair value of SAR awards granted to our NEOs in 2015 determined in accordance with FASB ASC 718. The dollar amounts for the SAR awards exclude the impact of estimated forfeitures and assume a risk-free interest rate of 1.73%, a volatility rate of 30.1% and an expected term of 5.5 years with respect to Messrs. Fries, Dvorak and Nair and a risk-free interest rate of 1.40%, a volatility rate of 25.1% and an expected term of 4.3 years with respect to Messrs. Bracken and Karsten. Messrs. Bracken, Dvorak, Karsten and Nair were each granted the same number of SAR awards in 2015. The differences in the grant date fair value of their SARs are attributable to the different valuation assumptions described above, which were applied based on their respective home countries. The SAR awards vest 12.5% on November 1, 2015 and thereafter in 14 equal quarterly installments commencing February 1, 2016, and have a seven year term.

(3) The dollar amounts in the “Non-Equity Incentive Plan Compensation” column reflect the annual cash performance awards earned by the NEOs under the applicable equity incentive plan during 2015. The awards were paid out in March 2016.

(4) The dollar amounts shown in the “Change in Pension Value and Nonqualified Deferred Compensation Earnings” column reflect the above-market value of accrued interest on compensation previously deferred by the applicable NEO under our Deferred Compensation Plan. The above-market value of accrued interest is that portion of the accrued interest equal to the amount that exceeds 120% of the applicable federal long-term rate (with compounding) at the time the interest rate under the Deferred Compensation Plan was set.

(5) The “All Other Compensation” column represents the amounts deriving from, amongst others, the following sources: (a) 401(k) Plan; (b) Liberty Global Group Pension Plan in the U.K.; (c) Dutch Liberty Global Pension Plan; and (d) premiums for life term insurance, aircraft use, etc.

(6) Amount includes $1,797,750 of Mr. Fries’ 2015 salary, the payments of which Mr. Fries elected to defer pursuant to our Deferred Compensation Plan. Such deferred amount accrues interest at the rate of 9% per annum compounded daily until paid in full. The amount deferred, plus accrued interest, will be paid upon the earlier of December 31, 2019, Mr. Fries’ separation of service or a change in control of Liberty Global.

(7) Mr. Bracken received all or a portion of his salary, perquisites and employee benefits in British pounds, which have been converted for this presentation to U.S. dollars based upon the average exchange rate in effect (0.6545 for 2015).

(8) Amount includes $560,475 of Mr. Dvorak’s 2015 salary, the payment of which Mr. Dvorak elected to defer pursuant to our Deferred Compensation Plan. Such deferred amounts accrue interest at the rate of 9% per annum compounded daily until paid in full. The amount deferred in 2015, plus accrued interest, will be paid in five equal annual installments upon the earlier of Mr. Dvorak’s separation of service or a change in control of Liberty Global.

(9) Amount includes $793,125 of Mr. Hall’s salary, the payment of which Mr. Hall elected to defer pursuant to our Deferred Compensation Plan. Such deferred amount accrues interest at the rate of 9% per annum compounding daily until paid in full. The amount deferred, plus accrued interest, will be paid in three installments as follows: 33% in March 2016, 33% in March 2017 and 34% in March 2018 or earlier in full upon Mr. Hall’s separation of service or a change in control of Liberty Global.

(10) The 2015 annual cash performance award amount includes $1,028,000 for each of Mr. Dvorak and Mr. Nair, deferred at their respective elections pursuant to our Deferred Compensation Plan at the time such award was paid in 2016. Such deferred amount, plus accrued interest at the rate of 9% per annum, compounds daily until paid in full. With respect to Mr. Dvorak, the amount deferred, plus accrued interest, will be paid in two equal annual installments upon the earlier of January 1, 2020 or a change in control of Liberty Global. With respect to Mr. Nair, the amount deferred, plus accrued interest, will be paid on the earlier of October 19, 2021, his separation of service or a change in control of Liberty Global.

(11) Mr. Karsten received all or a portion of his salary, perquisites and employee benefits in euros, which have been converted for this presentation to U.S. dollars based upon the average exchange rate in effect of 0.9009 for 2015.

PART II

ADDITIONAL INFORMATION

1. Responsibility

Liberty Global and the Liberty Global Directors, whose names appear below, accept responsibility for the information contained in this document. To the best of the knowledge and belief of Liberty Global and that of the Liberty Global Directors (having taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and contains no omission likely to affect the import of such information. It is noted that, without limiting his responsibility for the information contained in this document, Mr. Malone recused himself from all deliberations and voting on certain matters relating to the Transaction.

Liberty Global Directors

John C. Malone (Chairman, Non-executive Liberty Global Director)

Andrew J. Cole (Independent Non-executive Liberty Global Director)

John P. Cole, Jr. (Independent Non-executive Liberty Global Director)

Miranda Curtis (Independent Non-executive Liberty Global Director)

John W. Dick (Independent Non-executive Liberty Global Director)

Michael T. Fries (President, Chief Executive Officer and Executive Liberty Global Director)

Paul A. Gould (Independent Non-executive Liberty Global Director)

Richard R. Green (Independent Non-executive Liberty Global Director)

David E. Rapley (Independent Non-executive Liberty Global Director)

Larry E. Romrell (Independent Non-executive Liberty Global Director)

JC Sparkman (Independent Non-executive Liberty Global Director)

J. David Wargo (Independent Non-executive Liberty Global Director)

2. Withdrawals

CWC Shareholders who have returned a Form of Election and subsequently wish to withdraw or amend that election, may do so by contacting Equiniti in writing by no later than 4.30 p.m. on the date which falls one Business Day prior to the Election Return Time, or such later time or date (if any) as may be announced by CWC through a Regulatory Information Service. CWC Shareholders should clearly specify whether they would like to withdraw or amend the election that they have made and ensure that their request contains an original signature. Any written requests of this nature should be sent to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

If an election was made through a transfer to escrow (TTE) Electronic Election, CWC Shareholders may withdraw their election through CREST by sending (or, if a CWC Shareholder is a CREST sponsored member, procuring that their CREST sponsor sends) an ESA instruction to settle in CREST by no later than 2.00 p.m. on the last day for elections in relation to each election to be withdrawn.

3. Documents on display

In addition to those documents set out in paragraph 16 of Part XI (*Additional Information*) of the Original Prospectus, copies of the following documents are available for inspection during usual business hours on any Business Day for a period beginning on the date of the publication of this Supplementary Prospectus and ending on the Effective Date at the offices of Liberty Global at Griffin House, 161 Hammersmith Road, London, United Kingdom, W6 8BS:

(i) this Supplementary Prospectus; and

(ii) the 2016 Annual Proxy Statement.

For the purposes of the Prospectus Rules, this document will be published in electronic form and made available, subject to certain restrictions relating to persons in Restricted Jurisdictions, at www.libertyglobal.com.

4. New definitions

The following words or expressions, when used in this Supplementary Prospectus, have the meanings set out below.

2015 Annual Award Program	means the 2015 annual cash performance award program
2016 AGM	means the annual general meeting of Liberty Global, to be held on June 16, 2016 in London, England
2016 Annual Proxy Statement	means the annual proxy statement in relation to Liberty Global's 2016 AGM, filed with the SEC on April 29, 2016 and sent by Liberty Global to Liberty Global Shareholders on or around such date, which included a note in relation to the 2016 AGM
APR	means annual performance rating
Electronic Election	means an election made in accordance with the Scheme in respect of the LiLAC Alternative, the First Dual Share Alternative and the Second Dual Share Alternative
Equiniti	means Equiniti Limited, a company registered in England and Wales with number 6226088 whose registered office is at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom
Form of Election	means the form of election relating to the Recommended Offer, the LiLAC Alternative, the First Dual Share Alternative and the Second Dual Share Alternative
Liberty GO	means Liberty 3.0 (as rebranded), with Liberty 3.0 having the meaning given to that term in the Original Prospectus

Printed by RR Donnelley, 175626