unitymedia kabel bw

Annual Report for Year Ended December 31, 2014

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FORWARD-LOOKING STATEMENTS

Certain statements in this annual report constitute forward-looking statements. To the extent that statements in this annual report are not recitations of historical fact, such statements constitute forward-looking statements, which, by definition, involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. In particular, statements under *Business* (including, but not limited to, *Competition, Regulatory, Intellectual Property* and *Legal Proceedings*), *Material Contracts* and *Management's Discussion and Analysis of Financial Condition and Results of Operations* contain forward-looking statements, including statements regarding our future projected contractual commitments, expectations with respect to our growth prospects and our strategic initiatives, our expectations regarding our percentage of revenue represented by our property, equipment and intangible asset additions in 2015, our business, product and finance strategies, our capital expenditures, subscriber growth and retention rates, competitive, regulatory and economic factors, the maturity of our markets, liquidity, credit risks, foreign currency risks and target leverage levels. In some cases, you can identify these statements by terminology such as "aim," "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," and "will" and similar words used in this annual report.

By their nature, forward-looking statements are subject to numerous assumptions, risks and uncertainties. Many of these assumptions, risks and uncertainties are beyond our control. Accordingly, actual results may differ materially from those expressed or implied by the 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 operate. Where, in any forward-looking statement, we express an expectation or belief as to future results or events, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the expectation or belief will result or be achieved or accomplished.

The following include some but not all of the factors that could cause actual results or events to differ materially from anticipated results or events:

- economic and business conditions and industry trends in the markets in which we operate;
- the competitive environment in Germany, including competitor responses to our products and services;
- fluctuations in currency exchange rates and interest rates;
- instability in global financial markets, including sovereign debt issues and related fiscal reforms;
- consumer disposable income and spending levels, including the availability and amount of individual consumer debt;
- changes in consumer television viewing preferences and habits;
- consumer acceptance of our existing service offerings, including our digital video, broadband internet, fixed-line telephony, mobile and business service offerings, and of new technology, programming alternatives and other products and services that we may offer in the future;
- our ability to manage rapid technological changes;
- our ability to renew on equivalent terms existing contracts with housing associations and Professional Operators (as defined and described below), especially in light of the present and any future conditions imposed on us as a result of our acquisition of KBW (as defined and described below);
- our ability to maintain our revenue from channel carriage arrangements;
- our ability to maintain or increase the number of subscriptions to our digital video, broadband internet, fixed-line telephony and mobile service offerings and our average revenue per household;
- our ability to provide satisfactory customer service, including support for new and evolving products and services;
- our ability to maintain or increase rates to our subscribers or to pass through increased costs to our subscribers;
- the impact of our future financial performance, or market conditions generally, on the availability, terms and deployment of capital;
- changes in, or failure or inability to comply with, government regulations in the markets in which we operate and adverse outcomes from regulatory proceedings;

- government intervention that impairs our competitive position, including any intervention that would impact our contractual relationships with housing associations and Professional Operators or would open our broadband distribution networks to competitors;

- our ability to obtain regulatory approval and satisfy other conditions necessary to close acquisitions, and the impact of conditions imposed by competition and other regulatory authorities in connection with acquisitions, including the impact of the present and any future conditions imposed in connection with our acquisition of KBW on our operations;

- changes in laws or treaties relating to taxation, or the interpretation thereof, in the markets in which we operate;

- changes in laws and government regulations that may impact the availability and cost of credit and the derivative instruments that hedge certain of our financial risks;

- the ability of suppliers and vendors to timely deliver quality products, equipment, software and services;

- the availability of attractive programming for our digital video services and the costs associated with such programming, including retransmission and copyright fees payable to public and private broadcasters;

- uncertainties inherent in the development and integration of new business lines and business strategies;

- our ability to adequately forecast and plan future network requirements;

- the availability of capital for the acquisition and/or development of telecommunications networks and services;

- our ability to successfully integrate and realize anticipated efficiencies from the businesses we or Liberty Global (as defined and described below) acquire;

- the leakage of sensitive customer data;

- the outcome of any pending or threatened litigation;

- the loss of key employees and the availability of qualified personnel;

- changes in the nature of key strategic relationships with partners;

- changes in the nature of key relationships with Deutsche Telekom and certain of its affiliates for the access and operation of a significant portion of our network;

- our ability to successfully interact with labor councils and unions; and

- events that are outside of our control, such as political unrest in international markets, terrorist attacks, malicious human acts, natural disasters, pandemics and other similar events.

The broadband distribution and mobile service industries are changing rapidly and, therefore, the forward-looking statements of expectations, plans and intent in this annual report are subject to a significant degree of risk. These forward-looking statements and the above-described risks, uncertainties and other factors speak only as of the date of this annual report, and we expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein, to reflect any change in our expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based. Readers are cautioned not to place undue reliance on any forward-looking statement.

BUSINESS

In this annual report, unless the context otherwise requires, the terms "we", "our", "our company", "us" and "Unitymedia KabelBW" refer to Unitymedia KabelBW GmbH and its consolidated subsidiaries. Unless otherwise indicated, operational and statistical data, including subscriber statistics and product offerings, are as of December 31, 2014.

Introduction

We are a subsidiary of Liberty Global plc (Liberty Global) that provides digital and analog cable television and broadband internet and telephony services to our customers over our broadband communications network and mobile services as a mobile virtual network operator (MVNO). We are the second largest cable operator in Germany and the largest cable operator in the German states of North Rhine-Westphalia and Hesse (collectively, the Unitymedia footprint) and Baden-Württemberg (the KabelBW footprint) in terms of customer relationships. As of December 31, 2013, the three federal states have a population and combined number of households of 34.2 million and 16.5 million, respectively, and include the major cities of Cologne, Dortmund, Düsseldorf, Essen, Frankfurt, Karlsruhe, Mannheim, Stuttgart and Wiesbaden.

Liberty Global is the largest international cable company with operations in 14 countries. Liberty Global connects people to the digital world and enables them to discover and experience its endless possibilities. Liberty Global's market-leading triple play services are provided through next-generation networks and innovative technology platforms that connected 27 million customers subscribing to 56 million television, broadband internet and telephony services as of December 31, 2014. In addition, Liberty Global served 5 million mobile subscribers across nine countries at year-end 2014.

We classify our customers based on our main subscription-based business activities. The following table shows our operating statistics as of December 31, 2014 and 2013. Unless otherwise indicated, the operating information set forth in the table below and elsewhere in this section represents the aggregation of both the Unitymedia and KabelBW footprints.

	December 31,	
	2014	2013
Footprint		
Homes Passed [1]	12,713,300	12,634,300
Two-way Homes Passed [2]	12,401,900	12,295,200
Subscribers (RGUs) [3]		
Digital Cable [4]	2,277,800	2,234,900
Analog Cable [5]	4,280,100	4,366,500
Total Video	6,557,900	6,601,400
Internet [6][10]	2,896,400	2,579,600
Telephony [7][10]	2,748,000	2,517,500
Total RGUs	12,202,300	11,698,500
Penetration		
Digital Cable as % of Total Video Subs [8]	34.7 %	33.9%
Internet as % of Two-way Homes Passed [9]	23.4 %	21.0%
Telephony as % of Two-way Homes Passed [9]	22.2 %	20.5%
Customer relationships [10]		
Customer Relationships [11]	7,126,800	7,069,800
RGUs per Customer Relationship	1.71	1.65
Customer bundling		
Single-Play	60.0 %	63.4%
Double-Play	8.9 %	7.7%
Triple-Play	31.1 %	28.9%
Mobile statistics		
Mobile subscribers [12]	309,800	239,500

(1) Homes Passed are homes, residential multiple dwelling units or commercial units that can be connected to our network without materially extending the distribution plant. Our Homes Passed counts are based on census data that can change based on either revisions to the data or from new census results.

(2) Two-way Homes Passed are Homes Passed by those sections of our network that are technologically capable of providing two-way services, including video, internet and telephony services, up to the street cabinet, with drops from the street cabinet to the building generally added and, in-home wiring generally upgraded, on an as-needed, success-based basis.

(3) Revenue Generating Unit (RGU) is separately an Analog Cable Subscriber, Digital Cable Subscriber, Internet Subscriber or Telephony Subscriber (as defined and described below). A home, residential multiple dwelling unit or commercial unit may contain one or more RGUs. For example, if a residential customer subscribed to our digital cable service, telephony service and broadband internet service, the customer would constitute three RGUs. Total RGUs is the sum of Analog Cable, Digital Cable, Internet and Telephony Subscribers. RGUs generally are counted on a unique premises basis such that a given premises does not count as more than one RGU for any given service. On the other hand, if an individual receives one of our services in two premises (e.g., a primary home and a vacation home), that individual will count as two RGUs for that service. Each bundled cable, internet or telephony service is counted as a separate RGU regardless of the nature of any bundling discount or promotion. Non-paying subscribers are counted as subscribers during their free promotional service period. Some of these subscribers may choose to disconnect after their free service period. We do not include subscriptions to mobile services in our externally reported RGU count.

(4) Digital Cable Subscriber is a home, residential multiple dwelling unit or commercial unit that receives our digital cable service over our broadband network. We count a subscriber with one or more digital converter boxes that receives our digital cable service in one premises as just one subscriber. A Digital Cable Subscriber is not counted as an Analog Cable Subscriber. As we migrate customers from analog to digital cable services, we report a decrease in our Analog Cable Subscribers equal to the increase in our Digital Cable Subscribers. As discussed in further detail in note 5 below, Basic Digital Cable Subscribers are not included in our Digital Cable Subscriber count.

(5) Analog Cable Subscriber is a home, residential multiple dwelling unit or commercial unit that receives our analog cable service over our broadband network. The Analog Cable Subscriber count also includes subscribers who may use a purchased set-top box or other means to receive our basic digital cable channels without subscribing to any services that would require the payment of recurring monthly fees in addition to the basic analog service fee (Basic Digital Cable Subscriber). Our Basic Digital Cable Subscribers are attributable to the fact that our basic digital cable channels are unencrypted.

(6) Internet Subscriber is a home, residential multiple dwelling unit or commercial unit that receives internet services over our network. Our Internet Subscribers do not include customers that receive services from dial-up connections. In our Unitymedia footprint, we offer a low-speed wholesale internet service to housing associations on a bulk basis. As of December 31, 2014, our Internet Subscribers include approximately 8,300 subscribers within such housing associations who have requested and received a modem that enables the receipt of this low-speed wholesale internet service.

(7) Telephony Subscriber is a home, residential multiple dwelling unit or commercial unit that receives voice services over our network. Telephony Subscribers exclude mobile telephony subscribers.

(8) Digital cable penetration is calculated by dividing the number of digital cable RGUs by the total number of digital and analog cable RGUs.

(9) Internet and telephony penetration is calculated by dividing the number of internet and telephony RGUs by the number of two-way homes passed.

(10) Our business-to-business (B2B) revenue is primarily derived from small office/home office (SOHO) subscribers that pay a premium price to receive enhanced service levels along with video, internet and telephony services that are the same or similar to the mass marketed products offered to our residential subscribers. All mass marketed products provided to SOHOs, whether or not accompanied by enhanced service levels and/or premium prices, are included in our RGU and customer counts, with only those services provided at premium prices considered to be “SOHO RGUs” or “SOHO customers”. With the exception of our B2B SOHO subscribers, we generally do not count customers of B2B services as customers or RGUs for external reporting purposes.

(11) Customer Relationships are the number of customers who receive at least one of our video, internet or telephony services that we count as RGUs, without regard to which, or to how many services they subscribe. Customer Relationships generally are counted on a unique premises basis. Accordingly, if an individual receives our services in two premises (e.g., a primary home and a vacation home), that individual generally will count as two Customer Relationships. We exclude mobile customers from Customer Relationships.

(12) Our mobile subscriber count represents the number of subscriber identification module (SIM) cards in service.

History

Our predecessor company was formed on September 20, 2002, as a German limited liability company (*Gesellschaft mit beschränkter Haftung*), which we refer to as "Old Unitymedia." Old Unitymedia's operations resulted from the acquisition by Unitymedia Hessen GmbH & Co. KG (Unitymedia Hessen) of Unitymedia NRW GmbH (Unitymedia NRW) in 2005 and the integration of the assets and liabilities of the cable network business of Tele Columbus which were located in North Rhine-Westphalia and Hesse. The combinations allowed Old Unitymedia to interconnect the broadband cable networks in North Rhine-Westphalia and Hesse and build the first fully integrated cable network in Germany. In May 2007, Old Unitymedia introduced a single Unitymedia brand for its products and services and, in its upgraded network coverage area, began to offer a triple-play product, combining digital cable television services with broadband internet access and fixed-line telephony services.

We were formed by Liberty Global on October 15, 2009, in contemplation of the issuance of debt financing in connection with our then potential acquisition of Old Unitymedia. On January 28, 2010, we acquired 100% of Old Unitymedia and on September 16, 2010, we completed the merger with Old Unitymedia and we were the surviving entity in the merger. With effect from August 8, 2012 we changed our name to Unitymedia KabelBW GmbH (Unitymedia KabelBW).

On December 15, 2011, UPC Germany HoldCo 2 GmbH (UPC Germany HC2), a wholly-owned indirect subsidiary of UPC Germany (Unitymedia KabelBW's immediate parent company), completed the LG/KBW Transaction pursuant to which it acquired all of the shares of KBW Musketeer, the indirect parent company of Kabel BW GmbH (KBW). The acquisition was completed in order to achieve certain financial, operational and strategic benefits through the integration of KBW with our company, and, to a lesser extent, with Liberty Global's other broadband communications operations in Europe. The Federal Cartel Office (FCO) conditioned its approval of the acquisition of KBW (the LG/KBW Transaction) upon the agreement of our company and KBW with several conditions primarily concerning certain agreements and relationships our company and KBW have with housing associations and the encryption of digital free-to-air television services. For more information regarding these conditions, see "*Regulatory — LG/KBW Transaction Imposed Conditions*".

As part of a reorganization during 2012 that was effected through a series of mergers and consolidations, KBW Musketeer and its immediate subsidiary, Kabel BW Erste Beteiligungs GmbH (Kabel BW), were merged into UPC Germany HC2 and UPC Germany HC2 was subsequently merged into KBW. As a result of these transactions, which were effective upon registration in March 2012, UPC Germany HoldCo 1 GmbH (UPC Germany HC1) became the immediate parent company of KBW. In May 2012, the "KBW Fold-in" was completed which resulted in the immediate parent company of UPC Germany HC1, UPC Germany Holdings GmbH (UPC Germany Holdings), becoming a direct subsidiary of Unitymedia Hessen. As part of our continuing internal reorganization following the LG/KBW Transaction and the subsequent KBW Fold-in, on August 24, 2012 Unitymedia Hessen sold its shares in UPC Germany Holdings to a newly formed subsidiary, UPC Germany NewCo GmbH (UPC Germany NewCo). In addition, each of the following mergers was registered with the commercial register (*Handelregister*) between August 29 and August 31, 2012: (i) UPC Germany Holdings was merged into UPC Germany NewCo; (ii) UPC Germany HC1 was merged into KBW; and (iii) Kabel Baden-Württemberg Verwaltungs-GmbH was merged into KBW. On September 3, 2013, the merger of Hessen Verwaltungs-GmbH into Unitymedia NRW was registered with the commercial register.

We are registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Cologne under number HRB 68501. Our principal business address is Aachener Strasse 746-750, 50933 Cologne, Germany. A copy of this annual report, our quarterly reports and our other releases are available on Liberty Global's website (www.libertyglobal.com). None of the information posted on this website is incorporated into this annual report.

Products and Services

We currently provide digital and analog cable television and radio services, including premium digital cable services, to customers in the three federal states of North Rhine-Westphalia, Hesse and Baden-Württemberg, Germany. In addition, in the upgraded portion of our network coverage area (which covers over 98% of our total network coverage area), we offer our customers access to triple-play services under the brands "Unitymedia" and "Kabel BW" consisting of digital cable video, broadband internet and fixed-line telephony. Starting in April 2015, we will use solely the Unitymedia brand, discontinuing the Kabel BW brand. We also offer quadruple-play bundles that include certain mobile voice and data services. The upgraded portion of our network provides us with full bi-directional capability that enables us to provide premium digital cable services, broadband internet service at very high speeds and fixed-line telephony services. Through our partnership with Telefónica Germany GmbH & Co. OHG (Telefónica Germany) we offer our customers mobile voice and data services.

We generate revenue principally from relationships with our customers who pay subscription fees for the services provided. Subscription fees for basic cable video services are typically paid directly by single family homes (or single dwelling units) subscribing to the service or, in the case of multi-dwelling units (MDUs), we enter into a bulk contract with the owner or housing association of the multi-dwelling structure based on the number of units connected. Single family home customers also pay us directly for the subscription fees associated with our premium digital cable services, as well as the broadband internet, fixed-line telephony and mobile services they purchase from us. Generally, the owner of an MDU allows us to sell digital cable (including our premium digital cable services), broadband internet and fixed-line telephony services directly to individual tenants.

Video Business

We offer a full range of video services that include basic, digital and premium television offerings. Our premium digital cable services include premium subscription channels, high definition (HD) channels, digital video recorder (DVR) functionality, HD receivers, our Horizon TV platform (as defined and described below) and access to video-on-demand (VoD). In some circumstances, a subscriber may use a common interface plus (CI+) module in combination with a smart card to access our encrypted digital services. No set-top box, CI+ module or smart card is required to receive our basic digital services because our basic digital services are unencrypted across our footprint. Subscribers with the necessary equipment and who pay the monthly subscription fee for our basic package are also able to watch our basic digital television channels. Our network passes 12.7 million homes or approximately 77% of all households in North Rhine-Westphalia, Hesse and Baden-Württemberg, or nearly one-third of all homes in Germany.

There are 2.3 million RGUs that subscribe to our digital products and 4.3 million RGUs that subscribe to our basic video package of television channels. We continue to upgrade our systems to expand our digital service offerings and encourage our analog subscribers to convert to a digital service, so that customers have access to our premium digital cable services.

Basic and Digital Cable Services

Our basic digital cable product, “Digital TV BASIC,” offers an entry level digital cable product. In the Unitymedia footprint, it offers over 84 digital channels, up to 40 analog channels, over 69 digital radio and up to 33 analog radio channels. This basic digital cable product also provides access to certain HD. In the Unitymedia footprint, seven HD channels are currently included, of which three are from public broadcasters. In the KabelBW footprint, this basic cable product offers over 83 digital channels (including seven HD channels, of which two are from public broadcasters), up to 38 analog channels, up to 114 digital radio channels and up to 36 analog radio channels. We regularly update our basic cable program offerings to reflect changes in viewer interest.

Premium Digital Cable Services

Our premium digital cable services include premium HD channel offerings, VoD, DVR functionality and premium programming channels that we assemble into packages. We offer an HD option that includes HD free-to-air content from commercial and public broadcasters. Our digital cable customers can subscribe to this HD option for an additional monthly fee if they have a suitable HD capable device. This HD option currently includes 24 HD channels in both footprints. In September 2013 and November 2014, we introduced our next generation set-top box platform, which we refer to as Horizon TV, in the Unitymedia and KabelBW footprints, respectively, offering an enhanced interactive TV experience for consumers. Horizon TV is an all-in-one set-top box with an integrated EuroDocsis 3.0 modem (as defined and described below) and a WiFi connection, providing an intuitive advanced user interface, access to premium TV and VoD. For more information, see *“— Horizon TV”* below. In addition, to further fuel the digital conversion, we offer a regular HD interactive set-top box without DVR functionality and a CI+ module, both including a smartcard, that allows those video households with an enabled HD television set to watch premium standard-definition (SD) or HD content. Customers can either purchase or rent these devices for an additional monthly fee or as part of a triple-play bundle at a discount and a one-time activation fee. Our Horizon TV, HD DVR and HD interactive receivers provide access to our extensive VoD offering that can be watched on a per-view basis. This includes over 11,000 titles of on-demand content in both footprints.

We offer two premium content packages, which can be ordered individually or bundled at discounted rates within our triple-play offerings. Digital TV HIGHLIGHTS offers 17 film, series, documentary, children and music channels in both footprints. Digital TV ALLSTARS contains 55 channels in both the Unitymedia and the KabelBW footprints, including the channels offered in Digital TV HIGHLIGHTS. In addition, subscribers to Digital TV HIGHLIGHTS or Digital TV ALLSTARS can also upgrade to premium HD packages for an additional monthly fee, bringing the number of HD channels for Digital TV HIGHLIGHTS subscribers to 37 in both footprints. For Digital TV ALLSTARS subscribers, this brings the total number of HD channels to 49 channels in both of our footprints. Our video customers may also subscribe to premium SD and HD content offered by Sky Deutschland AG (Sky Deutschland) for an incremental subscription fee through a smart card on our network. These customers can access the premium content of Sky Deutschland via attractive bundles in combination with our Digital TV HIGLIGHTS and

ALLSTARS packages. In total, we currently offer 66 and 67 HD channels in the Unitymedia and KabelBW footprints, respectively, (including 21 Sky Deutschland HD channels in each footprint), in each case including free-to-air and premium channels by public and commercial broadcasters. For more details regarding our arrangement with Sky Deutschland, see "— *Material Contracts — Other Significant Supply Agreements — Sky Deutschland*."

We also offer digital foreign language packages under the name "Digital TV INTERNATIONAL" in both the Unitymedia footprint and the KabelBW footprint. Digital TV INTERNATIONAL consists of our individual foreign language programming packages in Arabic, Bosnian, Croatian, English, French, Greek, Italian, Polish, Portuguese/Spanish, Russian, Serbian and Turkish. In the Unitymedia footprint we offer a Japanese package as well, whereas an Albanian package is offered in our KabelBW footprint.

Maxdome. In March 2015 we entered into a distribution agreement with ProSiebenSAT.1 Media AG (ProSiebenSAT.1) for their subscription video-on-demand (SVoD) service, known as Maxdome. We offer the Maxdome SVoD platform via our Horizon TV platform, Horizon Go (as defined and described below) and certain of our interactive set-top boxes. The Maxdome product can be ordered by our customers on a standalone basis, but is also a standard component of certain of our triple-play bundles. Via the Maxdome option our customers have access to the majority of Maxdome's unlimited SVoD offer.

Horizon TV. We introduced our next generation set top box platform, Horizon TV, in September 2013 in our Unitymedia footprint and in November 2014 in our KabelBW footprint. Horizon TV is a central media platform that is capable of distributing video, voice and data content throughout the home and to multiple devices. It has a sophisticated user interface that enables customers to view linear channels, VoD programming and personal media content and to pause, replay and record programming. On our Horizon TV platform, we also offer applications for various services (such as YouTube, Facebook and others). The Horizon TV platform includes an online television application that offers over 100 linear video channels, of which the majority is available out-of-home, and access to VoD and SVoD across multiple devices (Horizon Go).

Our Customers. We divide our basic cable subscribers into two specific market segments: residential subscribers in single-dwelling units (SDUs) and subscribers in MDUs. Nearly two-thirds of our video RGUs are with MDUs. Each market segment is targeted with tailored marketing, sales and advertising techniques.

In the SDU market segment, residential subscribers typically enter into standard form contracts with us. We have a direct customer relationship with our residential subscribers and deliver targeted marketing directly to this market segment.

In the MDU market segment, video subscription fees are paid by housing or condominium associations, administrators, landlords and other third parties that own or manage the MDUs and third parties (Professional Operators) that operate and administer the in-building network on behalf of housing associations. We either enter into a signal delivery agreement with a housing association or landlord under which we supply our signal to the connection point or a bulk agreement that allows for exclusive provision of video, broadband internet and fixed-line telephony services directly to end customers. In addition, we may also maintain and operate the network required to deliver the signal into the tenant's home where we have entered into modernization agreements with housing or condominium associations, administrators, landlords and others under which we modernize the relevant in-house networks and receive a building cost allowance (Baukostenzuschuss) in some instances. In return, we have the right to use the respective in-house network and to serve the respective households with broadband cable services. We typically invoice the housing association for our fees relating to basic cable services and offer our premium digital cable, broadband internet and fixed-line telephony services directly to the tenants. Thus, we create a relationship with such subscribers for all our advanced services beyond the basic cable services, unless we are prohibited from doing so by the housing association. In order to provide these advanced services to tenants who request them, we typically add a drop to connect our distribution network to the building and upgrade the in-home wiring, on an as-needed or success-based basis.

Within our MDU base, we also offer our services to Professional Operators, also sometimes referred to as "level 4 operators." Professional Operators procure basic television signals from other providers or us and generally resell them to housing associations. Professional Operators generally enjoy volume-based discounts built into our standard rate card, which create incentives for these operators to cluster their subscribers behind individual connection points. Historically, our agreements with Professional Operators have included additional volume-based rate discounts to our standard rate card. Operator-specific discounts, when combined with volume-based discounts built into the standard rate card, have traditionally resulted in a substantially lower average revenue per unit within this customer segment. However, our costs associated with these customers are also lower for a variety of reasons, particularly because we are not responsible for certain activities such as customer care, which the Professional Operators provide.

Although the majority of our service agreements with housing associations have multi-year terms, in connection with the LG/KBW Transaction, we agreed to grant early termination rights on certain agreements that we have with the largest housing associations and which had a remaining term of more than three years as of December 15, 2011. For additional information concerning the commitments we made to regulators in connection with the LG/KBW Transaction, see "*Regulatory — LG/KBW Transaction Imposed Conditions*" below.

Cable Service and Subscription Fees. Subscribers in SDUs to either our analog or basic digital access products are charged a monthly subscription fee. The pricing under certain multi-user contracts is based on our standard rate card or on individual rates with discount reduction for lump sum contracts. Subscription fees for our basic analog cable television services for customers with MDUs are based on our standard rate card. The rate card is based on the number of dwelling units connected to each connection point to the end-customers' premises. In order to upgrade to any of our premium digital cable services, tenants in MDUs have the option to enter into a direct contract with us and pay an additional monthly fee for such services. Any such fee is in addition to the basic analog cable fee that the landlord pays to us and that is passed on to the tenant as part of the monthly utility bill.

In addition to the monthly subscription fees, subscribers generally pay an activation fee upon connecting or re-connecting to our network. This activation fee is sometimes waived for larger MDU customers, for example when a subscriber is reconnecting to our network, when a customer moves into a previously connected household or as part of periodic marketing promotions. We also charge one-time activation fees for premium boxes, such as our Horizon boxes.

Broadband Internet

We provide broadband internet services to 2.9 million RGUs. We have expanded the availability of our ultra high-speed broadband internet services through the deployment of EuroDOCSIS 3.0 (an international standard that defines requirements for a data transmission over a cable system) capable equipment to 98% of our homes passed.

We market our broadband internet services through a product portfolio with particular focus on our bundled double-play and triple-play offerings. We currently provide broadband internet services to our customers at a download speed of up to 200 Mbps without any time or data volume restrictions. Customers can choose between different packages, each of which includes our broadband internet access. Our current core products in both footprints offer a download speed of 120 Mbps. We offer broadband internet services on a standalone basis, either as a double-play or triple-play option each that bundles our broadband internet services with fixed-line telephony access with a flat rate to national landlines and, for the triple-play option, certain digital cable products, including certain premium subscriptions.

Subscribers to any of our internet/telephony packages generally use our cable modems free of charge. For households located in the upgraded portion of our network who do not subscribe to our cable video services, we also market and sell broadband internet and/or telephony services separately from our video products. In addition to monthly subscription fees, subscribers pay an activation fee upon subscribing to one of these products. In certain cases, these one-time charges are waived for promotional reasons. Currently, we also offer certain promotional campaigns for new subscribers to our bundled broadband offerings, granting certain free months of service for customers that switch to our service from another provider and a reduced subscription fee during the first 9 months of a two-year minimum contract. We may prolong or extend these promotional services.

We also offer additional services included with our broadband internet bundled packages, including an internet security package consisting of anti-virus, anti-spyware, firewall, spam protection and a child-proof lock, and other value-added services, such as online storage and web space. We charge the customer a monthly fee for each of these add-on services after a free trial period.

Fixed-line telephony

We provide our fixed-line telephony services to 2.7 million RGUs. In line with our broadband internet portfolio, we offer telephony services via voice-over-internet-protocol (VoIP) technology on a standalone basis and bundled with broadband internet services as part of our double-play and triple-play product portfolios. The fixed-line telephony products offered as part of these packages include a flat-rate connection for unlimited calls to landlines in Germany. Telephony subscribers can also add additional options to existing telephony contracts under which customers, for a fee, can benefit from significant savings on their fixed-to-mobile calls or have unlimited calls in certain international destinations. We offer international flat rates that allow subscribers to make landline calls without any time restrictions. "Europa Flat Plus" offers landline calls without any time restrictions to 25 countries for a monthly subscription fee, whereas our "International Flat Plus" option includes calls to 75 international destinations, including the countries in the "Europa Flat Plus" option. We further provide an incremental option for our telephony subscribers, which includes a premium router with additional functionalities such as integrated services digital network compatibility (commonly known as ISDN), voicemail and a second or third line for an additional monthly fee and a one-time activation fee.

Our fixed-line telephony services use VoIP as the method of transporting voice over our cable network. Analog voice information is digitally encoded and converted into packets, and then sent to their destinations via our own telephony switches. We pay interconnection fees to other internet and telephony providers when our subscribers connect with another network and receive similar fees from providers when their users connect with our network through interconnection points.

Business Services

Beginning in early 2011, we started offering broadband internet and telephony services for B2B customers, targeting the SOHO and, to a lesser extent, medium-sized business segments in the market with a streamlined portfolio in both footprints. These products are similar to our residential offerings and offer a core bundle with a download speed of 100 Mbps. Our product offerings to B2B customers are characterized by additional features, such as static IP addresses, higher upload speeds, more extensive customer service and a premium pricing structure. In addition, in certain cases we offer individual B2B solutions via direct fiber with ultra-high broadband speeds of up to 10 Gbps. We also offer mobile data and voice services for B2B customers, as well as a business TV product.

Mobile

We launched mobile telephony services in our KabelBW footprint in November 2010 and in our Unitymedia footprint in December 2011. In each footprint, the mobile service is provided over the wireless network of mobile phone operator Telefónica Germany. Mobile services are presently offered in both our footprints as an option to our customers who subscribe to a double-play or triple-play bundle. These services are also offered, to a lesser extent, on a standalone basis to customers that live in our network footprint. Each household in our footprint can order up to five SIM cards.

Calls placed by our mobile phone subscribers into our fixed and mobile network are free-of-charge. Out-of-network calls are billed according to different tariff plans, which include a per minute or monthly charge for certain unlimited calls and, in certain subscription packages, include limited (or capped) mobile internet surfing with a smart phone and/or flat-rate voice calls to all German mobile and fixed networks. To those customers that also subscribe to certain fixed-line bundles, we offer a discount on the mobile subscription plan versus the standalone price. We also typically charge a one-time activation fee to our customers for each SIM card. Our mobile phone offerings have been introduced as part of our strategy to offer our customers a full product portfolio from a single source, with the aim to increase customer loyalty and satisfaction and reduce churn.

Carriage Fees

We charge television broadcasters carriage fees for delivering their free-to-air television channels (as opposed to channels marketed in premium subscription packages) over our network. We have entered into feed-in agreements with certain large commercial broadcasters pursuant to which they pay us fees for the distribution of digital and analog signals. In general, carriage fees are charged on a monthly basis, depending on the number of video subscribers. We also carry the HD free-to-air channels from the commercial broadcaster groups on our network as well as certain premium HD content from national and international commercial broadcasters. Our digital cable customers that have a suitable Horizon TV, HD DVR, HD set-top box or CI+ module can watch the respective content in HD when subscribing to any of the premium HD packages. We invoice the carriage fees directly to all broadcasters. Certain of the incremental fees for our free-to-air HD content as part of our HD option received from our subscribers are shared with the commercial broadcasters. Prior to January 1, 2013, we maintained feed-in arrangements with the German public broadcasters Arbeitsgemeinschaft der Öffentlich-Rechtlichen Rundfunkanstalten der Bundesrepublik Deutschland (ARD) and Zweites Deutsches Fernsehen (ZDF). During 2012, ARD and ZDF sent us notices purporting to terminate the feed-in agreements at the end of 2012 and have ceased to pay any feed-in fees as of January 1, 2013. Our total carriage fee revenue is subject to contracts with broadcasters that expire or are otherwise terminable by either party at various dates ranging from 2015 through 2018. The aggregate amount of revenue related to our carriage contracts represents approximately 5% of our total revenue during the three months ended December 31, 2014. Our ability to increase the aggregate carriage fees that we receive for each channel is limited through 2016 by certain commitments we made, or could be required to make in the future, to regulators in connection with the LG/KBW Transaction. See "*Regulatory — LG/KBW Transaction Imposed Conditions.*" For more information regarding our feed-in agreements, see "*— Material Contracts — Other Significant Supply Agreements — Feed-in Agreements*". For more information regarding lawsuits we have filed against ARD and ZDF for, among other matters, payment of carriage fees, see "*— Legal Proceedings*".

Operations

Marketing and Sales

We market and sell our products to customers using a broad range of sales channels, including our own retail stores, third-party retailers and partner shops, web sales, inbound and outbound telemarketing and direct sales as well as informal "customer-gets-customer" promotions. The manner in which we target customers depends on the customer segment. We believe consumer awareness underpins our sales to direct subscribers.

We have a team of dedicated in-house sales support managers who work exclusively with our key account customers. These include housing associations, housing administrations, real estate investors and wholesale partners and carriers, who have more than 300 units under contract. This in-house sales staff develops and cultivates close working relationships with our key account customers and works with residential sales teams to generate customer sales leads and increase retention of existing customers. In addition, this in-house sales staff develops and maintains contact with local authorities and construction companies to ensure that new buildings will be connected to our cable network in North Rhine-Westphalia, Hesse and Baden Württemberg.

We promote our products and services to landlords and residential customers through direct marketing by direct sales agents working with small and medium enterprises (typically, MDUs with less than 300 units) (SME) and field sales agents working to sell our products and services to residential customers. The field sales agents are responsible for sales of our basic cable video service, digital and premium digital cable offerings, broadband internet and telephony services, and also manage disconnections of services. Our direct sales agents are independent contractors who work on commission. In addition, we have over 260 exclusive stores and partner shops in various cities in our footprints, including rural areas. We further target residential customers through partnerships with retail outlets, such as multi-media retailers, electronics and telecommunications stores. We also have cooperation arrangements in place with certain mega-retailers.

Customer Service

The customer service function is responsible for all customer care activities, including handling customer queries and complaints. In addition, customer service also provides inbound telemarketing and sales support functions for the residential and SME segments. We operate dedicated customer service centers in Bochum, Heidelberg, Kerpen and Villingen-Schwenningen with over 600 full-time equivalent customer service agents, supplemented by outsourced call-center capacity of over 2,400 full-time equivalents. Our customer service agents are skilled in multiple areas, including marketing campaigns, customer care and sales for a variety of products as well as technical service. Our customer service organization is structured as a process-oriented organization with special teams for the various processes, such as order entry, number porting and complaint management.

Our Network

Our network passes 12.7 million homes, or 77% of the households, in the German federal states of North Rhine-Westphalia, Hesse and Baden-Württemberg. Our network utilizes the hybrid fiber coaxial cable and consists of approximately 214,900 kilometers of coaxial cable and approximately 6,200 kilometers of fiber cable excluding leased fibre capacity. In April 2014 we completed the integration of the KabelBW information technology platform, that was still operating separately from the Unitymedia platform. During the integration, we faced certain temporary network availability issues and, as a result, we are not able to track our performance precisely due to related reporting system issues. However, we estimate that our average network availability during 2014 was below our historical averages during 2013 and 2012 of approximately over 99.9%. These technical issues have been resolved and our average network availability since May 2014 was approximately 99.7%.

The original infrastructure, which was a single direction broadcast network, was based on the homogeneous topology developed by the predecessor Deutsche Telekom AG (Deutsche Telekom) and its predecessor's companies. Of our homes passed, 98% are served by a two-way upgraded network with full bi-directional capability, based on EuroDOCSIS 3.0 technology, over an 862 MHz band. This enables us to provide advanced bi-directional cable services such as broadband internet at very high speeds, telephony and VoD, and the distribution of digital and analog signals, including HD channels.

Deutsche Telekom and its predecessors originally constructed both our cable television network and Deutsche Telekom's current fixed-line telephony network. Certain parts of the infrastructure (including cable ducts, towers, fiber optic transmission systems, and equipment locations) are shared by both the Deutsche Telekom telephony network and our cable television network. We lease these assets from Deutsche Telekom. In general, the network is comprised of fiber and coaxial cable that is either buried in the ground (86%) or housed in cable ducts (14%). The ducts are typically owned by Deutsche Telekom, and we lease duct space for our network from Deutsche Telekom under long-term contracts. The distribution plant is powered by approximately 112,000 amplifiers. With the exception of the ducts, we operate all of the distribution plant and associated electronics. We purchase the electrical power required to operate the master headend, regular headends, hubs and amplifiers through Deutsche Telekom, Vattenfall Europe AG (Vattenfall) and MVV Energie AG. Purchasing the power from Deutsche Telekom is necessary because, in many cases, the same power source supplies Deutsche Telekom's telephone plant and our cable plant. For a description of our agreements with Deutsche Telekom, see "*— Material Contracts — Material Supply Contracts — Unitymedia's Agreements with Deutsche Telekom*" and "*— Material Contracts — Material Supply Contracts — The Kabel BW Group's Agreements with Deutsche Telekom*".

Competition

The markets for video, broadband internet and telephony services are highly competitive and rapidly evolving. Specifically, the media and communications market in Germany is progressively characterized by convergence as customers are increasingly looking to receive their media and communications services from one provider at attractive prices. In response, service providers are providing video, broadband internet, telephony services and increasingly mobile services bundled as triple-play or quadruple-play offerings. Consequently, we have faced, and will continue to face, increased competition across all of our product and service offerings. While we have continued to make progress in growing our subscriber base by increasing penetration of our video base with advanced services, the competition we face in our markets, as well as a decline in the economic environment, could adversely impact our ability to increase or, in certain cases, maintain our revenue, RGUs, cash flow and liquidity. We are unable to predict the extent of any of these potential adverse effects.

We believe that German cable operators are well positioned to benefit from these convergence trends as they increasingly up-sell broadband internet, telephony, access to a large number of free-TV and premium channels, premium HD channels and mobile services to their existing basic cable television customers. The German television subscription market size in 2013 is estimated to be €3.9 billion (Source: Dataxis, 2014) compared to approximately €28.6 billion for the German fixed-line market and €57.4 billion (Source: Federal Network Agency, 2013) for the total German fixed-line and mobile telephony market including traditional voice, VoIP and internet services. The internet broadband access and telephony markets therefore offer an opportunity that is a multiple in size of the television subscription market that cable operators traditionally focused on. In the German market, there are principally two major distribution platforms through which triple-play services are provided: cable and digital subscriber line (DSL). Deutsche Telekom is the major operator offering triple-play via DSL and to a lesser extent fiber technology. Moreover there are several independent DSL operators, or resellers, that base their offerings on access to Deutsche Telekom's infrastructure and/or local loop. Vodafone GmbH (Vodafone) is one of these resellers and also owns a majority stake in Kabel Deutschland Holding AG (KDG), another large cable operator active in all German federal states outside of our footprint. While Vodafone's acquisition of KDG does not give it access to a cable network in our footprint, Vodafone may be able to leverage its national marketing power in a joint effort with KDG to increase the amount of its broadband subscribers in our footprint via its access to Deutsche Telekom's DSL infrastructure, which runs across our network. Cable networks upgraded to bi-directional transmission are particularly well suited to provide triple-play services with high bandwidth requirements due to their network characteristics. As they were originally designed for transmission of large data amounts, cable networks are able to deliver consistent speeds irrespective of the distance to the customer, unlike other distribution platforms. The EuroDOCSIS 3.0 broadband technology allows us currently to deliver speed levels of up to 200 Mbps with the potential to further increase these without substantial network investments. DOCSIS technology is evolving and the next standard EuroDOCSIS 3.1 is expected to increase speeds to 1 Gbps and beyond.

Video Business Market

The German television market is the largest in Europe, with approximately 38.6 million television homes as of July 2014, and a combined cable, satellite, terrestrial and internet protocol television (IPTV) penetration rate of approximately 96% based on approximately 39.9 million households. (Source: German Digitization Report and Federal Statistical Office of Germany). Similar to other European markets, television consumer behavior in Germany is starting to put more emphasis on digital, innovative, high definition and interactive television services such as VoD requiring high bandwidth and bi-directional distribution platforms. Although pay TV penetration is currently still low, cable as a distribution platform is well positioned to benefit from the growth opportunities arising from these new services given its network characteristics. Only a few distribution platforms are able to provide interactivity, for example the distribution of VoD.

The German broadcasting market is characterized by a relatively large availability of free television channels. The free television offering is dominated by two broadcasting groups including public broadcaster groups and major commercial broadcasters. Broadcasters in Germany generally pay carriage fees to cable operators for the transmission and distribution of analog and digital television and radio signals via their network. However, during 2012, public broadcasters (ARD and ZDF) sought to terminate existing carriage fee arrangements and have ceased to pay any feed-in fees as of January 1, 2013. Despite these actions, ARD and ZDF expect that their signals will continue to be distributed over cable operators' networks based on existing must-carry regulations. For further information about our feed-in of content on our network and our claims against certain of these public broadcasters, see "*Business of Unitymedia KabelBW - Carriage Fees*", "*Business of Unitymedia KabelBW - Material Contracts - Other Significant Supply Agreements - Feed‑in Agreements*" and "*Business of Unitymedia KabelBW - Legal Proceedings*".

We are the second largest cable television provider in Germany based on the number of video cable subscribers, with operations in the three federal states of North Rhine-Westphalia, Hesse and Baden-Württemberg. Our video cable service competes directly with a wide range of providers, including:

- traditional over-the-air broadcast television services;
- direct-to-home satellite (DTH) providers;
- digital terrestrial video broadcast (DVB-T), which comprises the digital broadcasting of television signals over terrestrial antennas and other earthbound circuits;
- other fixed-line telecommunications carriers and broadband providers, including Deutsche Telekom, the incumbent telephony operator, which primarily use DSL technologies to provide IPTV and VoD; and
- over-the-top (OTT) video content providers that deliver TV signals as a video stream on top of third parties' broadband internet access services.

According to the German Digitization Report, as of July 2014: 46% of German television homes used cable as their primary means for receiving television signals; followed by satellite with also 46% of German television homes; terrestrial transmission systems were used in 10% of German television homes; and IPTV was used in 5% of German television homes. The total percentage exceeds 100 because some homes use more than one distribution platform. DVB-T is often used as a platform for a second television set.

Cable. Cable television is the most commonly used transmission medium for television services in Germany, with a penetration rate of approximately 46% of households as of July 2014 (Source: German Digitization Report). Approximately 70% of German households are passed by cable networks (Sources: ANGA and Federal Statistical Office of Germany, 2013). Cable network services are characterized by easy-to-use technology, efficient installation of customer equipment and reliability of a protected signal delivered directly to the home. Unlike in the case of services provided via satellite platforms, cable television subscribers have the additional benefit of customer services provided ensuring a point of contact with the cable service provider.

We generate revenue principally from relationships with our customers who pay subscription fees for the services provided. Subscription fees for basic cable video services are typically paid directly by single family homes (or single dwelling units) subscribing to the service or, in the case of MDUs, we enter into a bulk contract with the owner or housing association of the multi‑dwelling structure based on the number of units connected. Single family home customers also pay us directly for the subscription fees associated with our premium digital cable services, as well as the broadband internet and telephony services they purchase from us. Generally, the owner of an MDU allows us to sell digital cable (including our premium digital cable services), broadband internet and telephony services directly to individual tenants. In addition, we are generally compensated for the use of capacity in our network by broadcasters which pay carriage fees for the transmission and distribution of their free-to-air television and audio signals via our network. For further information on our carriage fee arrangements with broadcasters, see "*Business of Unitymedia KabelBW - Carriage Fees*", "*Business of Unitymedia KabelBW - Material Contracts - Other Significant Supply Agreements - Feed‑in Agreements*" and "*Business of Unitymedia KabelBW - Legal Proceedings*".

We face competition for housing association contracts from housing associations, municipal carriers telecommunication operators, and Professional Operators. Professional Operators typically enter into long‑term contracts with housing associations and may have greater flexibility in their pricing strategies, which limits our opportunities to win new contracts or prolong existing contracts with these housing associations and may hinder our efforts to effectively market our services to housing associations. In 2011, Deutsche Telekom announced that it was seeking to provide video and broadband services to MDUs, and Deutsche Telekom announced in December 2011 that it had entered into a contract with a large housing association. Deutsche Telekom also announced its entry into contracts with two housing associations in our KabelBW footprint, and its plans to switch over approximately 14,000 of our video subscribers and a number of advanced services to its network in the first half of 2015. As of December 31, 2014, DT reported to have approximately 280,000 units under contract within the MDU segment and at its capital market days in February 2015 Deutsche Telekom announced its plan to target 780,000 units by 2018 throughout Germany. We expect to experience more competition in the MDU market segment from Deutsche Telekom and alternative providers, which may lead to MDU contract losses or average monthly subscription revenue per average RGU pressure. In addition, certain of the conditions our company agreed to in connection with the completion of the LG/KBW Transaction will increase competition with respect to the MDU market segment. See "*Regulatory - LG/KBW Transaction Imposed Conditions*" and "*Recent Developments - FCO Regulatory Issues*".

To strengthen our competitive position, we have enhanced our digital service with DVR functionality and HD services. We introduced our next generation set top box platform, Horizon TV, in September 2013 in our Unitymedia footprint and in November 2014 in our KabelBW footprint. In 2014, we also further increased the number of HD channels available to up to 66 channels and 67 channels, respectively, and expanded our VoD services (including catch-up television) to over 11,000 titles in both footprints. The bundle options allow subscribers to select various combinations of services to meet their needs. Promotional discounts are typically available to new subscribers. For more information on Horizon TV, see "*Business of Unitymedia KabelBW - Horizon TV*".

Satellite. We face significant competition from free-to-air satellite distribution for our basic cable video services. An increase in the market share of satellite distribution, particularly free-to-air satellite, may have a negative impact on our video subscriber base and related basic cable fees in the future. Certain digital premium and pay-TV providers, such as Sky Deutschland, have made use of their own satellite platforms and introduced DVRs to provide additional functionality for those subscribers who receive their digital pay programming through satellite, thereby making satellite more attractive to potential customers. In addition, we compete with providers of digital cable programming that currently utilize our network to reach their own subscribers. For example, we have an agreement with Sky Deutschland that gives our customers the opportunity to subscribe to premium content offered by Sky Deutschland through a smart card on our network. These providers may decide to develop or use alternative distribution platforms, such as free-to-air satellite or OTT services, adversely affecting our ability to generate carriage fees and subscriber revenue, and potentially reducing the appeal of cable television.

The second most popular form of television reception in Germany after cable is DTH. Satellite operators such as Sky Deutschland, SES S.A. Astra (SES Astra) and Eutelsat Communications S.A. (Eutelsat), provide television users with over 300 digital free- and pay-TV channels targeted at the German market and several hundred international television programs, depending on the location of the satellite transponder. To receive programming distributed via satellite, viewers need a satellite dish and a set-top box. Viewers also require a smart card for premium television services distributed via satellite. Except for the premium HD+ service by SES Astra, satellite providers do not have any relationship with end customers in Germany and, consequently, do not receive any subscription or other fees from them. If applicable, satellite customers are charged premium subscription fees directly by the providers of such programs. Eutelsat, with its KabelKiosk pay-TV service, and Sky Deutschland, with its premium subscription packages, also offer premium subscription packages to Professional Operators for wholesale distribution as an alternative to our premium digital channels. In August 2011, Deutsche Telekom began bundling its DSL-based broadband internet and fixed-line telephony services with a satellite-based video solution, targeting households in rural areas that already have a satellite dish installed or are planning to install a satellite dish and where very high bit rate digital subscriber lines (VDSL) or fiber-based bandwidth wireline capacity is not available with its existing network to broadcast linear content via IPTV. Satellite may be heavily promoted in the future by Sky Deutschland or Deutsche Telekom, other content providers or satellite operators by offering more attractive content, in particular premium and HD content.

Satellite's main strengths compared to cable include: lower costs over time for consumers, given that the initial cost of purchasing a satellite dish is offset by the absence of recurring subscription fees; satellite's almost universal coverage across Germany, including remote and rural areas where a cable connection is not available; and a broader offering of international channels. We compete with satellite providers by offering customers an easily delivered triple-play bundle of services and advanced services including VoD capability as our network is well suited for bi-directional high-speed data transfer. In addition, satellite requires a large up-front commitment by the customer and there are limitations on satellite reception due to location or external conditions, such as adverse weather conditions. In certain circumstances, restrictions set by zoning laws and contractual arrangements with property owners prohibit the installation of a satellite dish. Applicable regulations, however, may change in the future, and, as a result, competition with satellite providers may increase further.

Terrestrial (DVB-T). Another television delivery medium is DVB-T, which is available primarily in metropolitan areas. Currently, the number of television channels that are transmitted via DVB-T in most areas in our footprint is limited to up to 24 (12 channels in Baden-Württemberg). Similar to satellite, DVB-T does not allow for the provision of enhanced bi-directional functionalities given the lack of a return path. A switch to DVB-T 2 technology, however, could increase the transmission capacity and could increase the number of SD channels and allow HD offerings as well. The terrestrial transmission infrastructure is owned and operated by Media Broadcast GmbH, and public broadcasters ARD and ZDF. According to a DVB-T Überallfernsehen 2010 press release, DVB-T can be received by more than 90% of all television households in Germany via antenna. Mediengruppe RTL Deutschland (RTL) originally announced its intention to cease its DVB-T distribution in Germany by the end of 2014 but reversed this decision and extended its DVB-T distribution until the end of 2016. Additionally, RTL announced its intention to start charging for HD content when the upcoming DVB-T2 standard, which allows for this technology, is introduced. ProSiebenSAT1 announced that it plans to continue to use DVB-T as a distribution platform until 2018 and might expand its current offering. In order to receive DVB-T, a consumer needs an antenna and a receiver, but the consumer is not required to pay any subscription fees. TV sets that are currently sold in retail stores in Germany often have a DVB-T tuner (as well as a digital cable and/or satellite tuner) already included. Demand for digital terrestrial television may increase in the future as the price of the receiving equipment decreases and as the quality of the service will improve following the DVB-T2 standard.

Video and Television Distribution Over the Internet. As a consequence of improvements in internet access and data transmission technologies, in particular the upgrade of DSL to VDSL or fiber-to-the-home (FTTH), the internet is increasingly being used as a platform for the distribution of IPTV and VoD services. Deutsche Telekom introduced its IPTV offering for the first time in 2006 and today is the leading provider of IPTV in Germany, also offering a VoD service. Including its satellite-based video solution and MDU's, Deutsche Telekom has reported 2.6 million video subscribers as of December 31, 2014, and has announced plans to target approximately 5 million customers with its TV services in Germany by 2018. Vodafone is the second largest IPTV provider in Germany while Telefónica Germany closed down its IPTV platform Alice TV at the end of 2013. Both Deutsche Telekom and Vodafone currently offer IPTV services to their customers with a broadband connection that delivers speeds of at least 3-6 Mbps. In order to provide IPTV services at a comparable technical quality to cable, satellite and terrestrial TV offerings, Deutsche Telekom is currently investing in extending its VDSL coverage and is rolling out or plans to roll-out fiber-based technologies including VDSL and vectoring in 38 smaller cities. We believe this currently allows Deutsche Telekom to offer IPTV services (including HD channels) to over 60% of the homes passed by our network. We believe that Deutsche Telekom today is able to distribute IPTV to another estimated 25% of our homes passed via asymmetric digital subscriber line 2+ (ADSL2+), but with technical limitations. Deutsche Telekom recently announced an updated roadmap of their extensive VDSL roll-out in the next few years and plans to cover approximately 80% of German homes with its VDSL footprint by 2018 compared to a reported coverage of 44% as per December 31, 2014. At the same time, supported by a decision of the Federal Network Agency dated August 29, 2013 limiting its competitors' access to the local loop, Deutsche Telekom already started to implement vectoring technology, enhancing maximum broadband speeds of up to 100 Mbps from the current speeds of up to 50 Mbps. In those parts of Deutsche Telekom's footprint that are overbuilt with cable networks, Deutsche Telekom is further planning to increase these speeds via enhanced vectoring technology to up to 250 Mbps by 2018. We estimate that Deutsche Telekom will have overbuilt nearly our entire footprint with VDSL by the end of 2016 and therefore will be able to offer its IPTV based TV service on a larger scale.

Over-the-top content (OTT). We currently see increased competition in the market for video from OTT content providers. These providers deliver television signals as video stream on top of third parties' broadband internet access services (including our network). There are several OTT players active in the German market such as, ProSiebenSAT.1's Maxdome, currently one of the largest OTT content providers in Germany, and Netflix, the world's largest streaming service that entered the German market in September 2014. Other OTT players include, among others, Sky Deutschland's Snap by Sky, Amazon's Prime Instant Video, Vivendi's Watchever and Apple Inc.'s Apple TV. These OTT providers are competitive especially for their SVoD services. Their services are often available via an application on a TV set and/or mobile device. According to the German Digitization Report, as of July 2014, approximately 32% of the 38.6 million German television homes have a connected TV screen set-up for video streaming (either build-in or via connected device). Out of the regular catch-up TV and on-demand users that consume paid content, approximately 70% does this via SVoD services. We believe these services to become more popular, in particular among Germany's younger consumers, and are competing with our premium content offering. We therefore have a distribution agreement in place with ProSiebenSAT.1's Maxdome. This agreement enables us to integrate Maxdome's unlimited SVoD content in our bundles. For more information on Maxdome, see "*Business of Unitymedia KabelBW - Maxdome*"

Broadband Internet Market

Germany is the largest internet market in Europe with an estimated 29.4 million fixed-line broadband internet subscribers as of September 2014; compared to 25.5 million in France and 23.5 million in the United Kingdom (Source: Analysys Mason, December 2014). Access lines with speeds higher than 1 Mbps are generally classified as broadband internet. The main broadband access line technologies in Germany are DSL (including VDSL and ADSL2+) and cable.

High speed access lines with speeds higher than 16 Mbps are growing rapidly. Cable is, in our view, well positioned to benefit from this speed migration (and additional future speed migrations) as it allows customers to receive broadband internet with download speeds of 200 Mbps. At December 2013, only 16% of total subscribing internet lines in Germany used a marketed speed of at least 30 Mbps (Federal Network Agency, 2014), whereas at the same time 64% of internet subscribers using cable technology subscribed to a speed of at least 30 Mbps (ANGA, 2014).

The broadband internet services business in Germany is highly competitive. We compete with companies that provide low-speed and low-cost internet services over traditional telephone lines. For broadband internet access, DSL is currently the dominant technology and the major DSL service provider in Germany is Deutsche Telekom with 12.4 million broadband internet subscribers as of December 31, 2014, of which 9.9 million are in its consumer segment. We estimate that Deutsche Telekom is able to offer its high-speed product with up to 50 Mbps internet speed to over 60% of the homes passed by our network. This penetration compares to the 44% VDSL coverage or 18.7 million households in Germany that Deutsche Telekom reported as of December

31, 2014. Furthermore, Deutsche Telekom recently announced its intention to increase its VDSL coverage to approximately 80% of German homes by 2018. At the same time, Deutsche Telekom already started to implement vectoring technology, enhancing maximum broadband speeds to up to 100 Mbps from the current regular VDSL speeds of up to 50 Mbps. In those parts of Deutsche Telekom's footprint that are overbuilt with cable networks, Deutsche Telekom is further planning to increase these speeds via enhanced vectoring technology to up to 250 Mbps by 2018. We estimate that Deutsche Telekom will have overbuilt nearly all of our footprint with VDSL at the end of 2016 and therefore the competitiveness of Deutsche Telekom and other competitors using this vectoring technology (via bit stream access agreements) will increase.

Other major competitors in the broadband internet market are resellers of Deutsche Telekom's services, including United Internet AG (United Internet), and alternative network operators such as Vodafone and Telefónica Germany that generally lease the unbundled local loop from Deutsche Telekom or use other forms to access Deutsche Telekom's network. During 2012 and 2013, United Internet, Vodafone and Telefonica Germany, each signed agreements with Deutsche Telekom to gain bitstream access to Deutsche Telekom's VDSL lines (including vectoring in the future), based on minimum commitments (Kontingent Modell), which gives these operators access to high internet speeds. In addition, we face competition from local operators and city carriers, such as NetCologne Gesellschaft mbH, (NetCologne) in regional clusters. Additional internet access technologies comprise FTTH and fiber-to-the-building (FTTB) that are usually deployed in densely populated areas. NetCologne, for example, is rolling out FTTB in the city of Cologne and Deutsche Telekom, as well as other local operators, in conjunction with municipal utility companies, are increasingly rolling out fiber-based technologies in parts of our footprint.

In addition, mobile broadband services have been launched by mobile network operators such as Deutsche Telekom, Vodafone, Telefónica Germany and its recently acquired E Plus Service GmbH & Co. KG (E Plus). This market segment has experienced strong growth. Although mobile broadband services generally offer speeds and capacities slower than cable and DSL/VDSL operators, such network capabilities were enhanced by long-term evolution (LTE) network roll-outs in 2012, 2013 and 2014. Vodafone, for example, currently invests approximately €4 billion in their mobile network across Germany targeting to finish its network modernization in 2016, while currently having LTE coverage of approximately 73% of Germany's surface as of December 31, 2014. Deutsche Telekom announced its aim for an outdoor population coverage of 95% in Germany by 2018 while currently covering about 80%. Furthermore, at the end of 2014, Deutsche Telekom started to bundle their mobile products with their fixed products by giving certain customers who take both services additional benefits, including a discount on their mobile services. In March 2015, Deutsche Telekom further introduced a hybrid router that combines landline and mobile LTE network bandwidths. Other technologies for internet access may also be developed and become competitive alternatives. Accordingly, we will continue to face additional competition and new technologies may force us to increase capital expenditures to upgrade our system and provide additional products and services.

We believe we operate a network with superior technology, and that we can offer customers maximum upload and download speeds at varying tiers of service tailored to the customer's needs throughout our footprint. As a result of implementing EuroDOCSIS 3.0, our network has the ability to deliver broadband speeds of up to 200 Mbps, which today is at least three times the speed of regular VDSL, with the potential to further increase these without substantial network investments. DOCSIS technology is evolving and the next standard, EuroDOCSIS 3.1, is expected to increase speeds to 1 Gbps and beyond. These speed levels cannot be matched by DSL without deep fiber deployment. In addition, our large video customer base provides a strong basis to up-sell our broadband internet service. We also compete by selling value added services such as internet security packages and online back-up solutions.

Telephony Market

Fixed-line telephony. Deutsche Telekom dominates the fixed-line telephony market with 20.7 million subscribers as of December 31, 2014, representing a market share of 58% (Federal Network Agency, 2014). However, as a result of deregulation, the market share of Deutsche Telekom has been decreasing both in terms of phone lines and minutes sold since 1998.

The fixed-line telephony market is increasingly under pressure from resellers, alternative carriers, declining mobile phone charges and alternative access technologies such as VoIP services offered via DSL or other broadband internet connections such as cable and other service providers, such as Skype. The German market for phone services is typically price sensitive. We expect competition, including price competition, from traditional and non-traditional fixed-line and mobile phone providers to continue. The total number of fixed-line telephony subscribers in Germany declined from 38.5 million subscribers in 2009 to 36.8 million in 2014, mainly as a result of substitution from fixed-line to mobile services (Source: Dialog Consult/VATM, 2014). In recent years, fixed-line phone calls have been transformed into a commodity and have become increasingly dependent on a quality broadband offering, as phone is increasingly bundled with broadband internet services. Fixed-line telephony has experienced significant price erosion over the last few years, with operators increasingly offering flat-rate products. We seek to compete based on the speed of our network connections, pricing and product innovation. We also offer varying plans to meet customer needs and various bundled service options with our digital video and broadband internet services.

Cable operators in Germany offer voice services generally as a flat-rate product for domestic fixed-line calls with additional charges for international and mobile calls. Voice services are offered both on a standalone basis and as part of a triple-play product offering. The key factors differentiating the telephony offering of cable companies are its pricing and the fact that it is typically integrated into product bundles. Furthermore, the bundling of services is an appealing value proposition for the customer, while at the same time providing attractive economics to the cable operator. The basic cable TV subscriber base of German cable operators is typically under penetrated with respect to broadband internet and VoIP offerings. This relative under-penetration of German cable customers offers significant growth opportunities. In addition, telephony and internet products via cable can be offered on an unbundled basis in order to target additional customers that do not also want to receive video services via cable or do not need an internet connection.

Mobile. There are three network operators in the German market: Deutsche Telekom, Vodafone and the combination of Telefónica Germany and E-plus. Each of these operators has its own mobile access network. Over recent years the mobile operators utilized their networks by allowing MVNOs to sell their own branded mobile products. The German market has one of Europe's most advanced mobile service provider sectors, with freenet AG's subsidiary mobilcom-debitel GmbH currently being the largest service provider. Discounters and large retailers have also entered the market in cooperation with mobile operators and offer mobile voice and data services under their own brands. The mobile penetration rate in Germany is estimated to be 143% (Federal Network Agency, 2014) and the German market for mobile services is still growing. The volume of mobile call minutes, short message service (commonly known as SMS) and data has increased substantially over the years, whereby mobile data revenue as a percentage of total mobile revenue has increased considerably (Source: Dialog Consult/VATM, 2014). Given the increased relevance of mobile data, mobile network operators are investing in upgrading their networks. Vodafone for example currently invests approximately €4 billion in their mobile network across Germany targeting to finish its network modernization in 2016, while currently having LTE coverage of approximately 73% of Germany's surface as of December 31, 2014. Deutsche Telekom announced its aim for an outdoor population coverage of 95% in Germany by 2018 while currently covering about 80%. Telefonica Germany is targeting to have a 90% LTE population coverage by 2016, an increase from 62% as of December 31, 2014. The total German mobile market size is large, with €26.2 billion of revenue in 2013, of which €18.8 billion represent customer subscription fees (Source: Federal Network Agency, 2014). At the same time, price levels are decreasing and we expect increasing competition, including price erosion.

Business Customers

In 2011, we began to actively offer specific products to meet the broadband internet and fixed-line phone needs of SOHO and medium-sized enterprises. In our view, our main competitors in this business area include Deutsche Telekom, Vodafone, BT (Germany) GmbH & Co. OHG, Verizon Deutschland GmbH, Colt Telecom GmbH, Telefónica Germany, QSC AG, Versatel AG, and NetCologne. In addition to our residential offerings, these product offerings include premium customer care hotline services and several value-added services such as higher upload speeds and static internet protocol services. In 2013, we expanded our portfolio with mobile voice and data services, based on our existing agreement with Telefónica Germany, as well as introducing a business TV product.

Intellectual Property

The German Act on Copyright and Related Rights (*Gesetz über Urheberrecht und verwandte Schutzrechte*) generally requires that the operators of cable networks pay royalties for the retransmission of certain radio and television programs. Claims for these royalties can be asserted exclusively by the German copyright collecting societies (*Verwertungsgesellschaften*) and not by the authors of such protected intellectual property themselves. Broadcasters have the choice, however, to assert their rights individually or via a copyright collecting society. The Gesellschaft für musikalische Aufführungs und mechanische Vervielfältigungsrechte (GEMA), one of the German copyright collecting societies, has been mandated by most of the relevant German copyright collecting societies to collect these royalties from the cable network operators. In addition, VG Media GmbH (VG Media) was mandated by some German commercial broadcasters to assert their royalty claims based on their cable retransmission rights. The amount of the royalties due is not provided for under the German Act on Copyright and Related Rights, and GEMA and VG Media have, in the past, each asserted royalty amounts that we disputed.

We have agreements with GEMA (and other collecting societies and public broadcasters) and VG Media regarding the payment of royalties for retransmission of television and radio programs. We entered into the agreement with GEMA in April 2009 that has a year-to-year term, subject to termination by either party at the end of each year. Under the agreement, we pay GEMA an annual fee equal to 3.3% of our basic cable service revenue (as defined in the agreement with GEMA and generally includes the revenue we generate from the delivery of free-to-air TV programs to video subscribers, but excludes revenue we receive for premium or advanced services, or activation or equipment fees), subject to certain minimum commitments. Our agreements with VG Media and RTL require us to pay an annual fee equal to 1.0% in the aggregate (0.64% for VG Media and

0.36% for RTL) of our basic cable service revenue (as defined in the agreements with VG Media and RTL and similar to the definition in the GEMA agreement), subject to minimum annual commitments. The VG Media agreement and the RTL agreement expire in 2015.

In addition, GEMA may demand fees under the German Act on Copyright and Related Rights regarding the distribution of our premium subscription service. In December 2009, GEMA brought a claim against us in the Munich arbitration court of the German Office for Patents and Trademarks for an indeterminate amount of fees relating to the distribution of our premium channels. At this time, we are unable to predict the outcome of this litigation or estimate our potential liability. Under nearly all of our current agreements with our suppliers of premium channels, we are indemnified for any payments we make to GEMA with respect to such distribution.

We also pay a license fee to the applicable content providers for the premium channels we distribute. The license fee is generally paid based on the number of subscribers to whom we make such programming available.

Legal Proceedings

From time to time, we may become involved in legal proceedings arising out of our operations in the normal course of business. We believe the ultimate resolution of any of these existing contingencies would not likely have a material adverse effect on our business, results of operations or financial condition. The outcome of legal proceedings, however, can be extremely difficult to predict with certainty, and we can offer no assurances in this regard.

Appeal of the Dusseldorf Court of Appeal's ruling in relation to the FCO's approval of LG/KBW Transaction. In January 2012, two of our competitors (collectively, the Appellants), including the incumbent telecommunications operator, each filed an appeal (collectively, the FCO Appeals) against the FCO regarding its decision to approve our LG/KBW Transaction. On August 14, 2013, the Düsseldorf Court of Appeal issued a ruling that set aside the FCO's clearance decision. Although the Düsseldorf Court of Appeal did not grant the right to appeal against its ruling to the Federal Supreme Court, on September 16, 2013, we filed a formal request to appeal to the Federal Court of Justice seeking permission to appeal the Düsseldorf Court of Appeal's decision and our reasoned submission was filed on December 16, 2013. During the first quarter of 2014, interested third parties commented on our submission. The Düsseldorf Court of Appeal's ruling is not legally binding until all appeals have been rejected.

During the fourth quarter of 2014, we and Liberty Global reached settlements with the Appellants. The Appellants have withdrawn the FCO Appeals and, on January 21, 2015, the FCO consented to the withdrawal. Once the Federal Court of Justice terminates the proceedings, which we expect to occur during the first half of 2015, the FCO's clearance decision with respect to our LG/KBW Transaction will become final and binding without any additional review or conditions.

Deutsche Telekom Litigation. On December 28, 2012, we filed a lawsuit against Telekom Deutschland GmbH, an operating subsidiary of Deutsche Telekom, in which we assert that we pay excessive prices for the co-use of Deutsche Telekom's cable ducts in our footprint (as further described under "— *Material Contracts — Material Supply Contracts*" below). The Federal Network Agency approved rates for the co-use of certain comparable ducts of Telekom Deutschland GmbH in March 2011. Based on the cost calculation underlying the determination of these approved rates, we are seeking a reduction of the annual lease fee (approximately €76 million for 2012) by approximately two-thirds and the return of similarly calculated overpayments from 2009 through the ultimate settlement date, plus accrued interest. While we expect a decision by the court of first instance during the first half of 2015, the resolution of this matter may take several years and no assurance can be given that our claims will be successful.

DVR Set-Top Boxes. Pursuant to agreements we have with the suppliers of our DVR set-top boxes, we are responsible for the payment of the copyright fees for such set-top boxes owed under German copyright law to a co-operation of collecting societies called ZPÜ. The tariffs applicable are subject to ongoing litigation between an association of set-top box manufacturers and ZPÜ. We are unable to predict the outcome of this litigation or estimate our potential liability. Given the increasing number of set-top boxes we deploy with DVR functionality, there is a risk that we may have to pay a considerably higher amount of these copyright fees than the amount accrued.

Statement of Claim against ARD and ZDF. On December 18, 2012, we filed lawsuits against ARD and ZDF in which we argue that the termination notices provided by ARD (consisting of several public broadcasters) and ZDF in relation to our feed-in contracts are void on the basis that they formed an illegal cartel when agreeing their cable strategy (which included the termination of our feed-in agreements) under Section 1 of the German Act Against Restraints of Competition and Article 101 of the Treaty of the Functioning of the European Union at the Regional Courts in Cologne and Mannheim. On December 13, 2013, the Regional Court of Mannheim rejected our claim and we appealed this decision to the Higher Regional Court of Stuttgart. Similarly, on November 12, 2014, the Regional Court of Cologne rejected our parallel claim and we also aim to appeal this decision. In addition, we also filed lawsuits against ZDF and six of ARD's local public broadcasters in the administrative courts challenging their position that their must carry status would require us to distribute their channels without receiving any compensation for the required cable capacity. We can give no assurance that our causes of action will be successful or that any of our feed-in agreements with ARD, ZDF, or any other broadcaster, will be renewed or extended on financially equivalent terms, or at all. In a similar proceeding, claims made by KDG were recently rejected as unfounded in first instance decisions and also certain second instance rulings. A ruling of the Federal High Court on KDG's appeals is announced for June 16, 2015.

Employees

As of December 31, 2014, Unitymedia KabelBW, including its consolidated subsidiaries, had an aggregate of approximately 2,550 full-time equivalent employees. We also use contract and temporary employees, which are not included in this number, for various projects. We believe that our relations with employees, works councils and unions are good.

MATERIAL CONTRACTS

The agreements described below are of material importance to us or one of our operating subsidiaries as of December 31, 2014. Agreements entered into in the ordinary course of business are not described. For a description of our material financing agreements, see "*Description of Indebtedness*." The summary of each agreement set forth below is a summary of the material terms of such agreement as in effect as of the date of this annual report.

Material Supply Contracts

Unitymedia's Agreements with Deutsche Telekom. The various services offered by Deutsche Telekom are defined under so-called "Term Sheets" that are based on two master service agreements (MSAs), one with our subsidiary Unitymedia Hessen and one with our subsidiary Unitymedia NRW. The Term Sheets govern the co-use of cable ducts, the use of cable protection tubes, the offer of co-use of further cable ducts, the use of fiber optic transmission systems, the lease of space for broadband cable technology and the purchase of energy for broadband equipment. Except for the Term Sheets on the offer for co-use of further cable ducts, which have already expired, the terms of the Term Sheets are generally indefinite, but the Term Sheets are subject to certain termination rights and, according to German law, lease agreements are subject to a mandatory statutory termination right of either party after a term of 30 years. Furthermore, under the MSAs and most of the Term Sheets, Deutsche Telekom is generally not entitled to terminate the services provided under the Term Sheets on co-use of cable ducts (not including the offer of co-use of further cable ducts), cable protection tubes, fiber optic transmission systems or lease of space for broadband cable technology. There are limited exceptions related to situations in which Deutsche Telekom discontinues the use of assets previously used for the provision of the respective services, intends to transfer the assets to a third party or intends to abandon leased space in its function as space used for technical purposes.

The charges for the individual services are set out in the Term Sheets. The MSAs include price adjustment clauses related to a change of Deutsche Telekom's costs. Under the MSA with Unitymedia NRW, price increases may not exceed the increase of the German cost of living index and a decrease may not fall below the prices as of October 1, 2002 set out in the individual Term Sheets. From time-to-time we have disputes with Deutsche Telekom as to the charges, quality and accessibility of leased surfaces under the Term Sheets, and on December 28, 2012, we filed a lawsuit against Telekom Deutschland GmbH, an operating subsidiary of Deutsche Telekom, in which we assert that we pay excessive prices for the co-use of Deutsche Telekom's cable ducts in our footprint compared to the regulated prices. For additional information on this lawsuit, see "— *Legal Proceedings.*" We have also entered into various other license, rental and operating lease agreements with Deutsche Telekom, all of which are expensed as services are provided.

The Kabel BW Group's Agreements with Deutsche Telekom. In July 2003, Kabel BW entered into a framework service agreement with Deutsche Telekom and certain of its affiliates for the lease of cable duct space for a portion of Kabel BW's cable network as well as for fiber optic transmission capacity, tower and facility space and for other services. In addition, Kabel BW purchases a portion of the electricity required for the operation of its network through Deutsche Telekom under such agreement. The various services and assets provided by Deutsche Telekom are specified under so-called "Term Sheets" that are part of the framework service agreement. The framework service agreement is a long-term contractual arrangement and has strict guidelines regarding Deutsche Telekom's ability to modify prices. The assets that are shared between Kabel BW's network and that of Deutsche Telekom include underground cable ducts used to house Deutsche Telekom's phone network and our cable television network, facilities which house Deutsche Telekom's phone switches and our cable television headends, fiber optic systems used to transmit both phone and cable television signals and electricity supplied to shared facilities. The term of the framework service agreement is unlimited, and Deutsche Telekom is generally not entitled to terminate the services provided under the Term Sheets on co-use of cable ducts (not including the offer of co-use of further cable ducts), cable protection tubes, fiber optic transmission systems or lease of space for broadband cable technology, except under certain circumstances. Deutsche Telekom may terminate the other services according to the applicable Term Sheets under certain circumstances. For example, if Deutsche Telekom decides to discontinue using cable ducts carrying Kabel BW's cables without replacing the ducts, it may terminate Kabel BW's rights to use such facilities. In addition, according to German law, lease agreements are subject to an ordinary termination right of either party after a term of 30 years. From time-to-time we have disputes with Deutsche Telekom as to the charges, quality and accessibility of leased surfaces under the Term Sheets, and on December 28, 2012, we filed a lawsuit against Telekom Deutschland GmbH, an operating subsidiary of Deutsche Telekom, in which we assert that we pay excessive prices for the co-use of Deutsche Telekom's cable ducts in our footprint compared to the regulated prices. For additional information on this lawsuit, see "— *Legal Proceedings.*"

Furthermore, Kabel BW entered into an agreement with Deutsche Telekom for the lease of 862 MHz broadband cable systems in June 2008 and several amendment agreements thereto. The agreements have a term until June 2018 and may be terminated by Deutsche Telekom only for good cause (*wichtiger Grund*).

Other Significant Supply Agreements

Sky Deutschland. On April 10, 2012, we entered into a new agreement with Sky Deutschland concerning the feed-in and marketing of Sky Deutschland's services, including its premium packages, VoD and pay-per-view services ("Sky Anytime"). This new distribution agreement replaced the previous agreements our company had with Sky Deutschland. The agreement has a term until December 31, 2015. We agreed to market Sky Deutschland's packages on a standalone basis or in bundled offers together with our services, based on a shared customer relationship. We have also agreed that we can market Sky Deutschland's premium packages such as the Bundesliga (German premier soccer league) in a bundle with our pay-TV packages. We and Sky Deutschland have agreed that each party will maintain a direct contractual relationship with new customers receiving Sky Deutschland's programming in combination with our services. We are responsible for customer service, billing and collections for all triple-play and related services and cover bad debt risk. Sky Deutschland must assign all claims against "bad payers" to us. As compensation for our services rendered to Sky Deutschland (including feed-in and distribution), we receive both fixed service fees per subscriber and a share of the revenue Sky Deutschland receives from the customers. In September 2012, we started to bundle Sky Deutschland's premium content with our own pay-TV packages and actively offer those bundles to existing and new subscribers in our Unitymedia footprint.

Feed-in Agreements. We have entered into numerous feed‑in agreements with public and commercial broadcasters for the analog and/or digital nonpay and pay carriage of their signals. The most important feed-in agreements are with RTL and ProSiebenSAT.1 and, prior to December 31, 2012, the public broadcasters ARD and ZDF. During 2012, ARD and ZDF sent us notices purporting to terminate the feed‑in agreements at the end of 2012 and have ceased to pay any feed‑in fees as of January 1, 2013. For more information about a claim we filed against ARD and ZDF, see "— *Legal Proceedings*". The feed-in agreements with the commercial broadcasters have terms ranging from 2015 through 2018 and include distribution of HD channels and, to a certain extent, cooperation arrangements with respect to premium channels and VoD services. The aggregate amount of revenue related to our carriage contracts represents approximately 5% of our total revenue during the three months ended December 31, 2014 (excluding revenue from our feed‑in agreements with ARD and ZDF as we no longer recognize revenue from these contracts, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations of Unitymedia KabelBW — Revenue*"). We have rejected the termination notices and filed lawsuits for payment of carriage fees against these public broadcasters. In addition, we also filed lawsuits against ZDF and six of ARD's local public broadcasters arguing that we are not obligated to distribute must‑carry channels without receiving adequate compensation for the required cable capacity. The aggregate amount of revenue related to ARD and ZDF was €6.0 million or 1% of our total revenue during the three months ended December 31, 2012. In light of the foregoing, no assurance can be given that any of our carriage fee contracts will be renewed or extended on financially equivalent terms, or at all. Also, our ability to increase the aggregate carriage fees that we receive for each channel is limited through 2016 by certain commitments we made, or could be required to make in the future, to regulators in connection with the LG/KBW Transaction. See "*Regulatory — LG/KBW Transaction Imposed Conditions*". Any lowering of the carriage fees that we receive from program providers, or change in the distribution model, may adversely affect our business, financial condition and results of operations.

Bulk Agreements. Nearly two-thirds of our basic cable video RGUs reside in MDUs that are subject to bulk agreements with landlords or with Professional Operators. During the three months ended December 31, 2014, the 20 largest bulk agreement accounts generated approximately 7% of our total revenue (including estimated amounts billed directly to the building occupants for premium cable, broadband internet and fixed-line telephony services). For these customers, our contractual relationship is with a landlord or Professional Operator, many of which own or represent multiple buildings that house a large number of customers. In some cases, the bulk agreements allow us to sell digital video (including our premium digital cable services), broadband internet and telephony services directly to individual tenants. Our bulk agreements are, to a significant extent, medium and long-term contracts. As of December 31, 2014, bulk agreements covering approximately 39% of the video subscribers that we serve through these agreements expire by the end of 2015 or are terminable on 30-days notice. In addition, in connection with the LG/KBW Transaction, we agreed to grant early termination rights on certain agreements that our company has with the largest housing associations and which have a remaining term of more than three years. For additional information concerning the commitments our company made to regulators in connection with the LG/KBW Transaction, see "*Regulatory — LG/KBW Transaction Imposed Conditions*." In addition, housing associations may terminate such agreements prematurely if, for example, the agreements are deemed to violate antitrust laws or laws governing general terms and conditions. There can be no assurance that we will be able to retain any of these customers or renew the contracts on commercially favorable terms, if at all.

Intercompany Agreements with Liberty Global

We have various related-party transactions with certain of our and Liberty Global's affiliates and with other Liberty Global subsidiaries, including UPC Holding B.V. (UPC Holding). These related-party transactions are reflected in operating expenses, selling, general and administrative expenses, allocated share-based compensation expense, fees and allocations, net, interest expense, interest income and other income (expense), net in the Unitymedia KabelBW consolidated financial statements. For additional information, see note 16 to our consolidated financial statements included in Part II of this report.

Operating Expenses

Related-party operating expenses represent certain cash settled charges from other Liberty Global subsidiaries, including charges that originate with UPC Holding, to our company primarily for (i) technology-related services based on the global contract of another Liberty Global subsidiary for encryption services and (ii) certain backbone services. We recorded related-party operating expenses of €13.1 million during the year ended December 31, 2014.

Selling, General and Administrative Expenses

Related-party selling, general and administrative expenses represent certain cash settled charges from other Liberty Global subsidiaries, including charges that originate with UPC Holding, to our company, primarily for software maintenance services. We recorded related-party selling, general and administrative expenses of €1.4 million during the year ended December 31, 2014.

Allocated Share-Based Compensation Expense

Allocated share-based compensation expense is allocated to our company by Liberty Global and represents the share-based compensation associated with the Liberty Global share-based incentive awards held by certain employees of our subsidiaries. We recorded allocated share-based compensation of €2.8 million during the year ended December 31, 2014. During 2014, we recorded aggregate capital charges of €2.8 million in our consolidated statement of shareholder's equity (deficit) in connection with the exercise of Liberty Global share appreciation rights and the vesting of Liberty Global restricted share awards held by certain employees of our subsidiaries. These capital charges, which we and Liberty Global have agreed will not exceed the amount of share-based compensation allocated to our company by Liberty Global, are based on the fair value of the underlying Liberty Global shares on the exercise or vesting date, as applicable.

Fees and Allocations

Related-party fees and allocations represent fees charged by UPC Holding to our company that originate with Liberty Global, UPC Holding and certain other Liberty Global subsidiaries, and include charges for management, finance, legal, technology, marketing and other services that support our company's broadband communications operations, including the use of the UPC trademark. We recorded fees and allocations, net, of €105.6 million during the year ended December 31, 2014.

During the first three quarters of 2014, UPC Holding allocated technology-based costs to our company and other Liberty Global subsidiaries based on each subsidiaries' estimated proportionate share of these costs. During the fourth quarter of 2014, UPC Holding changed the approach used to charge technology-based fees to our company and other Liberty Global subsidiaries to a royalty-based method that was made retroactively effective to January 1, 2014. The resulting technology-based fees are payable quarterly and are cash settled unless otherwise determined by UPC Germany and Unitymedia KabelBW. For the year ended 2014, our €39.9 million proportional share of the technology-based costs incurred by UPC Holding was €23.7 million more than the royalty-based technology fee charged by UPC Holding under the new approach. Accordingly, the €23.7 million portion of our related-party payables to UPC Holding that was attributable to this excess amount was contributed to additional paid-in capital during the fourth quarter of 2014 and reflected as a deemed contribution of technology-related services. The charges under the new royalty-based fee are expected to escalate in future periods. Any excess of these charges over our estimated proportionate share of the underlying technology-based costs will be classified as a management fee and added back to arrive at the consolidated EBITDA figure used in our leverage covenant calculations.

Effective April 2, 2012, we began paying a subsidiary of Liberty Global an annual fee for the use of the UPC trademark equal to 0.5% of our revenue. Fees of €10.3 million, €9.6 million and €5.0 million were recorded during 2014, 2013 and 2012, respectively. These fees are payable quarterly and are generally loan settled.

Interest Expense

Related-party interest expense relates to (i) our 2010 Shareholder Loan, 2012 Shareholder Loan and 2013 Shareholder Capex Loan (each defined and described below), which was fully repaid during the third quarter of 2014, and (ii) our loan with Unitymedia International GmbH (UMI), which was fully repaid during the second quarter of 2013. Accrued interest is transferred to the respective loan balance annually on January 1 for the 2010 Shareholder Loan and the 2012 Shareholder Loan. For additional information, see note 13 to our consolidated financial statements included in Part II of this annual report. We recorded related-party interest expense of €116.8 million during the year ended December 31, 2014.

Interest Income

Related-party interest income relates to the UPC Germany Loan Receivable and, during the periods following the August 2013 issuance date, the UMI Loan Receivable, each as defined and described below. We recorded related-party interest income of €16.8 million during the year ended December 31, 2014.

Share of Associate Gain

Share of associate gain represents our share of the results of the operations of UMI, as discussed below. Share of associate gain is included in other income, net, in our consolidated statements of operations. We recorded share of associated gain of €1.8 million during the year ended December 31, 2014.

Property, Equipment and Intangible Asset Additions

Related-party property and equipment additions (i) primarily represent the carrying values of customer premises and network-related equipment acquired from other Liberty Global subsidiaries, including Liberty Global Europe B.V. and UPC Holding and (ii) are generally cash settled. We recorded €86.7 million of these property, equipment and intangible asset additions during the year ended December 31, 2014.

UPC Germany Loan Receivable

We have a loan receivable with UPC Germany in the amount of €859.7 million (the UPC Germany Loan Receivable). Pursuant to the UPC Germany Loan Receivable agreement, we can require the repayment of all or part of the amount outstanding within five days of providing notice to UPC Germany. Amounts loaned to UPC Germany pursuant to the UPC Germany Loan Receivable agreement are subject to certain restrictions contained in the instruments governing our indebtedness. The interest rate on this loan, which is subject to adjustment, was 2.98% as of December 31, 2014. The net increase during 2014 includes (i) cash loaned of €4,165.9 million, (ii) cash received of €3,236.9 million, (iii) a €500.0 million non-cash decrease related to the settlement of amounts due under the 2012 Shareholder Loan, (iv) accrued interest of €16.8 million and (v) individually insignificant net non-cash increases of €0.7 million. During the fourth quarter of 2014, Unitymedia KabelBW entered into an agreement with UPC Germany that allowed for a €500.0 million reduction to the 2012 Shareholder Loan and a corresponding decrease to the UPC Germany Loan Receivable.

Investment in Associate

Investment in associate represents our 100% equity investment in UMI. UMI was formed for the purpose of effecting certain asset purchase and related leasing transactions involving certain of UPC Holding's subsidiaries, including certain purchase and leaseback transactions that were initiated in December 2011. UMI is considered a special purpose entity and is consolidated by UPC Holding. Although UPC Holding has no equity or voting interest in UMI, all of the revenue of UMI is derived from UPC Holding. As such, UPC Holding is required by the provisions of International Financial Reporting Standards as adopted by the European Union to consolidate UMI. As a result, we use the equity method to account for our investment in UMI.

UMI Loan Receivable

We have a loan receivable from UMI in the amount of €27.5 million, that was issued in August 2013 and matures at various dates through June 2017 (the UMI Loan Receivable). Amounts loaned to UMI pursuant to this agreement are subject to certain restrictions contained in the instruments governing our indebtedness. The interest rate on this loan, which is subject to adjustment, was 2.61% as of December 31, 2014. The net decrease in the UMI Loan Receivable during 2014 includes (i) cash repayments of €38.7 million, (ii) cash loaned of €33.0 million and (iii) the transfer of €0.2 million in non-cash accrued interest to the receivable balance.

Shareholder Loans to UPC Germany

We have various shareholder loans to UPC Germany: (i) the 2010 Shareholder Loan, (ii) the 2012 Shareholder Loan and (iii) the 2013 Shareholder Capex Loan, which was fully repaid during the third quarter of 2014.

2010 Shareholder Loan. The 2010 Shareholder Loan represents a loan payable to our shareholder, UPC Germany, that originated on December 1, 2010. The 2010 Shareholder Loan bears interest at 8.125% per annum and accrued interest is transferred to the loan balance annually on January 1. All principal and accrued interest on this loan (collectively €197.4 million at December 31, 2014) is due and payable on January 1, 2030. The increase in the principal amount during 2014 includes (i) a non-cash increase of €48.8 million related to the settlement of related-party payables and (ii) the transfer of €8.9 million in non-cash accrued interest to the loan balance.

2012 Shareholder Loan. The 2012 Shareholder Loan represents a loan payable to our shareholder, UPC Germany, issued in May 2012 as consideration for all outstanding shares of UPC Germany Holdings transferred in connection with the KBW Fold-in. All principal and accrued interest (collectively €674.5 million at December 31, 2014) outstanding under this loan is due and payable on December 31, 2025. Interest accrues on the principal balance at 9.625% per annum, is subject to adjustment annually and is transferred to the loan balance annually on January 1. Amounts outstanding may be converted to equity at the option of UPC Germany. The net decrease in the principal amount during 2014 includes (i) a €500.0 million non-cash decrease related to the settlement of amounts due under the UPC Germany Loan Receivable and (ii) the transfer of €110.4 million in non-cash accrued interest to the loan balance.

2013 Shareholder Capex Loan. The 2013 Shareholder Capex Loan represents a loan payable to our shareholder, UPC Germany, issued in September 2013. The 2013 Shareholder Capex Loan, which was fully repaid during the third quarter of 2014, bore interest at an agreed upon rate (7.500% per annum during all periods that the loan was outstanding). During the third quarter of 2014, we paid €13.2 million to settle outstanding amounts due under the 2013 Shareholder Capex Loan, which consisted of €11.8 million of principal and €1.4 million of accrued and unpaid interest.

Third-Party Copyrights

We have certain agreements with GEMA,VG Media and RTL regarding the payment of royalties for the retransmission of television and radio programs protected under the German Act on Copyright and Related Rights. For a description of these arrangements, see "*Business — Intellectual Property*."

REGULATORY

Our business is subject to various regulatory requirements and obligations including the telecommunications and media laws, general antitrust law, as well as technical and other regulations. Relevant legislation imposes a variety of rules on us and other market participants. Certain key provisions are set forth below. This description is not intended to be a comprehensive description of all regulation in this area nor a review of specific obligations which have been imposed on us.

Telecommunications Regulation

The Regulatory Framework. The telecommunications business in Germany is subject to the regulatory regime of the German Telecommunications Act and certain ordinances promulgated under the German Telecommunications Act. The German Telecommunications Act covers the transport of any signal by telecommunications installations encompassing television signals, internet data transport and voice telephony, all of which we provide.

The German regulatory framework is predominantly based on the European Union (EU) regulatory framework. The body of EU law that deals with communications regulation consists of a variety of legal instruments and policies (collectively referred to as the EU Regulatory Framework). The key elements of the EU Regulatory Framework are various directives that require Member States, of which Germany is one, to harmonize their laws, as well as certain regulations that have effect without any national transposition.

The EU Regulatory Framework primarily seeks to open European markets for communications services and to establish basic user rights. It harmonizes the rules for the establishment and operation of electronic communications networks, including cable television and traditional telephony networks, and the offer of electronic communications services, such as telephony, internet and, to some degree, television services. The EU Regulatory Framework does not generally address issues of content (in particular, radio and television programs, which are specifically regulated by the Audiovisual Media Services Directive of March 10, 2010).

On September 11, 2013, the EU Commission proposed a new regulation on measures for the European single market for electronic communications. This proposal seeks to introduce a single EU authorization and regulatory supervision for communications providers, coordinated frequency use within the EU, to further reduce roaming charges and further harmonize contract terms used against end consumers, and to create certain net neutrality obligations, see also below "Net neutrality". The Commission's proposal is currently undergoing a consultation process between the different European legislative bodies. After European Parliament called for more restrictive rules (especially regarding net neutrality), the EU Council's Presidency has now issued a rather liberal proposal. The date of such regulation's enactment is uncertain at this stage.

The Regulatory Bodies. The German Federal Network Agency (Bundesnetzagentur), an independent governmental body, is inter alia responsible for the regulation of the German telecommunications market. The Federal Network Agency has various powers with respect to the enforcement of telecommunications laws and ordinances. All decisions of the Federal Network Agency may be challenged before the competent administrative court (Verwaltungsgericht) in Cologne and further appealed at higher instances.

Under the EU Regulatory Framework, a Body of the European Regulators for Electronic Communications (BEREC) has been created and new powers have been given to national regulators. For example, the national regulators have rights to mandate access to ducts even on operators without significant market power. The revisions also strengthen the rights of the European Commission to participate in national regulatory procedures, for example regarding service fees regulation, see "*Regulation of Fees*".

Potential Additional Regulated Markets. Broadcasting transmission services are currently not subject to supervision by the Federal Network Agency but only by the FCO under general competition law as well as by state media authorities, see "Media Regulation". The European Commission is in the process of evaluating the current list of relevant wholesale telecommunications markets. Based on the results of a public consultation and after consultation with BEREC and the Communications Committee (an advisory committee composed of member state representatives), the European Commission will adopt a revised markets recommendation. We cannot rule out the possibility that such revision might subject further aspects of our services to regulatory supervision or that the Federal Network Agency will for example restore sector specific regulation for the market for broadcasting transmission services.

With respect to the commercial provision of (narrowband) phone services to end-customers based on a self-operated fixed-line telecommunications network, we are deemed to have significant market power pursuant to regulatory orders issued by the

Federal Network Agency in 2009 and on November 19, 2013, with respect to market 1 (formerly market 3) regarding call termination on individual public phone networks of alternative network operators provided at a fixed location.

Notification Requirements. The German Telecommunications Act does not require telecommunications network operators and telecommunciations service providers to obtain a license, but provides for an obligation to notify the Federal Network Agency of the commencement, any modification and the termination of the operation of a public telecommunications network and of the offering of telecommunications services to the public.

Interconnection and Access Obligations. The German Telecommunications Act does not require telecommunications network operators and telecommunciations service providers to obtain a license, but provides for an obligation to notify the Federal Network Agency of the commencement, any modification and the termination of the operation of a public telecommunications network and of the offering of telecommunications services to the public.

The regulatory powers of the Federal Network Agency are comprehensive vis-à-vis operators with "Significant Market Power," irrespective of their granting access to end customers. Based on a market analysis, the Federal Network Agency may impose on operators of public telecommunications networks with "Significant Market Power" various obligations to interconnect and to grant other undertakings access to their telecommunications networks for the provision of telecommunications services. With respect to the commercial provision of (narrowband) phone services to end-customers based on a self-operated fixed-line telecommunications network, we are deemed to have significant market power, see *"Regulated Markets"*.

Regulation of Fees. Under the German Telecommunications Act, the fees for telecommunications access services offered by providers can be subject to pricing regulation if significant market power has been determined or if the operator controls access to end-users. The German Telecommunications Act distinguishes between fees that require prior regulatory approval (ex ante) and those that are subject to an ex post review. The way in which fees are regulated is dependent on the possession of significant market power as well as on the imposition of access obligations. On August 11, 2014, the Federal Network Agency decided not to subject our termination fees for inbound calls to our telephony customers to an ex ante regulation, to the extent we receive such telephony traffic from other operators via Public Switched Telephone Network interfaces. Accordingly, only calls terminating via Next Generation Network interfaces have to be approved under an ex ante price control regime. On September 10, 2014, the European Commission expressed "serious doubts" whether the fees that were approved by the Federal Network Agency exercising its ex ante control were compliant with the European telecommunications regulatory regime. Notwithstanding this serious doubts determination, the Federal Network Agency approved the level of our call termination fees for the call termination rates applicable until November 30, 2014. However, the fees for call termination rates applicable after December 1, 2014 for calls terminating via Next Generation Network interfaces remains subject to the review of the EU commission as a result of its serious doubts determination in September 2014. Accordingly, for the period December 1, 2014 onwards, the fees we are allowed to charge to interconnection partners with respect to calls terminating via Next Generation Network interfaces may ultimately be lower than the rates currently recommended by the Federal Network Agency. Regulation of fees by the Federal Network Agency also affects the costs we incur for interconnection and termination services from other telecommunications network operators. Such decisions of the Federal Network Agency can be overruled by courts and the German Constitutional Court has recently been asked to evaluate to which extent such rulings can have retroactive effect, which could lead to substantial claims in case fees get adjusted by courts.

Allocation and use of Frequencies. The use of frequencies in our cable network is no longer subject to the German Telecommunications Act and therefore does not require a frequency allocation by the Federal Network Agency. This is also clarified by one of the recent amendments of the German Telecommunications Act. Even though no frequency allocation is required for the operation of our cable network, its operation is subject to the German Electromagnetic Compatibility Act (Gesetz über die *elektromagnetische Verträglichkeit von Betriebsmitteln*) and a complementary ordinance (Sicherheitsfunk-Schutzverordnung). How in practice compatibility between the use of frequencies by mobile operators and by us (in our cable) will be embellished, is currently discussed in various instances.

Rights of Way. Operators of public telecommunications networks that wish to use public streets, squares, bridges, public waters and railroads for the laying and operating of telecommunications lines have to apply to the Federal Network Agency in order to obtain the respective rights of way. In particular, the Federal Network Agency has to determine whether the applicant has demonstrated sufficient professional expertise, reliability and financial capability to operate telecommunications lines. Both the installation of new telecommunications lines and the modification of existing telecommunications lines also require the consent of the competent road construction and maintenance authority. Due to amended provisions of the German Telecommunications Act, the Federal Network Agency may require us, other operators of public telecommunications networks as well as other owners of ducts and wirings to share certain in-house infrastructure. A European Union directive dated May 15, 2014, aims at reducing the cost of building broadband networks according to which every operator will be obliged to co-ordinate civil works with other operators. In addition, the directive grants an access right for every operator to use in-house infrastructure and/or nearby concentration points of third parties. Germany is obliged to transpose the directive into national law and is currently evaluating the steps necessary for such legislation by way of a national consultation process which has not yet been finalized.

Net neutrality. Pursuant to the German Telecommunications Act, the German government is empowered to release orders to ensure net neutrality. After proposing a corresponding draft order in July 2013, the German government decided to refrain from further initiatives in this regard and instead deferred the decision to the European level. On September 11, 2013, the EU Commission proposed provisions to safeguard a certain level of net neutrality, see above "*The Regulatory Framework*". If eventually adopted, such regulation would impose additional transparency and information obligations as well as a fundamental principle of non-discrimination on internet access providers. Such limitations would hinder or prohibit the provision of specialized services as well as exclusive cooperations with content providers requiring a certain quality of service. In the meantime, the German federal states of North Rhine-Westphalia and Thuringia have amended their State Media Acts to generally allow for regulatory action to safeguard net neutrality, although the state media authorities (see below "*Media Regulation*") have not yet adopted corresponding measures.

Media Regulation

Regulation of the media falls within the legislative competence of the German federal states (Bundesländer). The media laws of all 16 federal states have been partially harmonized by the State Broadcasting Treaty (*Rundfunkstaatsvertrag*). The State Broadcasting Treaty establishes the main framework of the German regulation of broadcast. In particular, it provides for a regime designed to ensure that a diversity of opinions is secured in the mix of public and commercial radio and television channels and their respective programming. The regime affects our ability to decide how to use our digital platform and therefore may impact our business.

Nearly every German state has established its own independent regulatory body, the state media authority (*Landesmedienanstalt*), for the regulation of the private broadcasting sector. The state media authorities are primarily responsible for licensing and supervising of commercial broadcasters and the allocation of transmission capacities for radio and television channels (must carry regulation as described below). They are also in charge of the regulation of carriage fees, conditional access systems, interfaces, electronic program guides/navigators, the bundling of programs and price regulation. Any decision of the state media authorities can be challenged before the competent administrative courts.

Broadcasters have the right to file a complaint with the relevant state media authority in the event that cable network operators refuse to carry their signals. The state media authorities are vested with the power to order the transmission of channels upon receipt of such complaints, provided that the respective broadcaster's programs enjoy a "must carry" status or that the network has sufficient excess capacity. Whether or not a broadcaster, in particular one enjoying must carry status, is entitled to claim a distribution directly from the cable network operator is unclear.

Allocation and Use of Transmission Capacities. The State Broadcasting Treaty sets forth the rules for the allocation and use of digital transmission capacities and digital playout facilities for television channels. The allocation and use of analog cable transmission capacities for both radio and television channels is governed by the laws of the respective states. The allocation and use of digital transmission capacities for digital television and radio channels are, however, primarily governed by the must carry rules of the State Broadcasting Treaty.

Regulations regarding the analog cable transmission of radio and television channels vary from state to state and cable network operators are generally not free to allocate analog channels in their networks. Rather, the state media authorities make allocation decisions regarding the programs that will be transmitted over the cable networks, in order to ensure a diversity of opinions in the mix of channels and programming. In the analog range, the specific allocation of channels varies from state to state and rules relating to the allocation of radio channels are usually less strict than those relating to television channels. The media law in the states of Baden Württemberg, North Rhine-Westphalia, and Hesse require us to carry 18, 24 and 28 analog television channels, respectively, and also limits the possibility to gradually convert these analog television channels into digital television channels, however, there is no obligation to continue analog distribution if we decide to entirely switch over to digital TV distribution.

In the digital range, the must carry obligations currently apply for the distribution of certain digital channels (up to a maximum of one third of our digital bandwidth dedicated to broadcasting services). Practically speaking, up to one third of digital capacity is must carry, up to one third is allocated to ensure diversity and one third is for the cable operator's own choice.

Platform Regulation. The operation of digital platforms for television services is governed by both the State Broadcasting Treaty and the German Telecommunications Act. The provisions on digital television platforms in the State Broadcasting Treaty are supplemented by a specific bylaw on open access to digital services and on platform regulation (*Satzung über die Zugangsfreiheit zu digitalen Diensten und zur Plattformregulierung*), which has been adopted by the state media authorities. They provide general rules for the use of conditional access systems, interfaces, electronic program guides/navigators and the bundling of programs. Under these regulations, which are supervised by the state media authorities, where we are registered as a platform provider, we must generally grant a diverse program offering and must not unfairly obstruct or discriminate against broadcasters and other content providers. The German Telecommunications Act then contains specific provisions for conditional access systems supervised by the Federal Network Agency.

Antitrust regulation

In addition to the regulation by the Federal Network Agency under the German Telecommunications Act, the FCO has powers under the German Act against Restraints of Competition (*Gesetz gegen Wettbewerbsbeschränkungen*) that prohibits the abuse of a market-dominant position as well as the distortion of competition through agreements or collusive behavior by market participants. Similar powers are vested with the European Commission.

If the FCO or the European Commission determine that a company has a dominant position in a relevant market or distorts competition through agreements or collusive behavior, the competent authority is entitled to prohibit such practices and to impose various punitive measures, including fines or disgorgement of profits generated by such behavior. In addition, third parties may initiate civil proceedings against companies that willfully or negligently violate provisions of the German Act against Restraints of Competition to obtain compensation for damages suffered, provided that these provisions were intended to protect the interests of such third parties.

LG/KBW Transaction Imposed Conditions

The LG/KBW Transaction was subject to the approval of the FCO, which approval was received in December 2011, upon final agreement of certain commitments we made to address the competition concerns of the FCO, as outlined below:

- We committed to the distribution of basic digital television channels (as opposed to channels marketed in premium subscription packages) on our entire network in unencrypted form commencing January 1, 2013. This commitment generally covers free-to-air television channels in SD and HD and is consistent with the practice that had been adopted by KBW prior to the LG/KBW Transaction. If, however, free-to-air television broadcasters request their HD content to be distributed in an encrypted HD package, the encryption of free-to-air HD channels is still possible. In addition, we made a commitment that, through December 31, 2016, the annual carriage fees we receive for each such free-to-air television channel distributed in digital or simulcast in digital and analog would not exceed a specified annual amount, determined by applying our applicable rate card systems as of January 1, 2012;
- Effective January 1, 2012, we waived exclusivity rights in access agreements with housing associations, with respect to the usage of infrastructures other than our in-building distribution networks to provide television, broadband internet or telephony services within the building;
- Effective January 1, 2012, upon expiration of the minimum term of an access agreement with a housing association, we will transfer the ownership rights to the in-building distribution network to the building owner or other party granting access. In addition, we waived the rights to remove in-building distribution networks; and
- A special early termination right was granted with respect to certain of our existing access agreements (the "Remedy HA Agreements") with the largest housing associations that cover more than 800 dwelling units and which had a remaining term of more than three years as of December 15, 2011. The total number of dwelling units covered by the Remedy HA Agreements was approximately 340,000 as of December 15, 2011. The special termination right may be exercised on or before September 30 of each calendar year up to the expiration of the current contract term, with termination effective as of January 1 or July 1 of the following year. If the special termination right is exercised, compensation will be paid to partially reimburse our company for unamortized investments in modernizing the in-building network based on an agreed formula. To the extent we are successful in obtaining renewals of the Remedy HA Agreements, we expect that these renewed contracts will contain pricing and other provisions that are somewhat less favorable to our company than those in previous agreements. At December 31, 2014, approximately 10% of the dwelling units covered by the Remedy HA Agreements remain subject to the special termination right.

For information regarding a legal proceeding arising out of the FCO's clearance decision, see "- *Legal Proceedings*".

DESCRIPTION OF INDEBTEDNESS

Set forth below is a summary of our outstanding indebtedness as of December 31, 2014, and of the material terms of the agreements and arrangements governing such indebtedness as of such date. The capitalized terms used but not defined below have been defined in the notes to our consolidated financial statements included in Part II of this annual report.

Unitymedia KabelBW Notes and KBW Notes

Unitymedia KabelBW Exchange, Special Optional Redemptions and KBW Fold-in. Prior to the exchange and redemption transactions described below, the KBW Notes consisted of (i) UPC Germany HoldCo 1 GmbH's €680.0 million principal amount of 9.5% senior notes due 2021 (the KBW Senior Notes) and (ii) the following notes issued by KBW: (a) €800.0 million principal amount of 7.5% senior secured notes due 2019 (the KBW Euro Senior Secured Notes), (b) $500.0 million (€382.0 million) principal amount of 7.5% senior secured notes due 2019 (the KBW Dollar Senior Secured Notes and, together with the KBW Euro Senior Secured Notes, the KBW Senior Secured Fixed-Rate Notes) and (c) €420.0 million principal amount of senior secured floating-rate notes due 2018 (the KBW Senior Secured Floating-Rate Notes and, together with the KBW Senior Secured Fixed-Rate Notes, the KBW Senior Secured Notes).

In May 2012, we completed (i) the exchange (the Unitymedia KabelBW Exchange) of (a) 90.9% of the outstanding principal amount of the KBW Senior Notes for an equal amount of UM Senior Exchange Notes (as defined and described below) and (b) 92.5% of the outstanding principal amount of the KBW Senior Secured Notes for an equal amount of UM Senior Secured Exchange Notes (as defined and described below), (ii) the redemption (the Special Optional Redemptions) of the remaining KBW Notes that were not exchanged pursuant to the Unitymedia KabelBW Exchange and (iii) the KBW Fold-in. The redemption price with respect to the Special Optional Redemptions was 101% of the applicable principal amount thereof, and such redemptions were initially funded with borrowings under the Unitymedia KabelBW Revolving Credit Facilities (as defined and described below). In connection with these transactions, we recognized a loss on debt modification and extinguishment, net, of €1.1 million representing the redemption premium paid pursuant to the Special Optional Redemptions.

The details of (i) the Unitymedia KabelBW Exchange and (ii) the Special Optional Redemptions are as follows:

KBW Notes	Outstanding principal amount prior to the Unitymedia KabelBW Exchange		Principal amount exchanged pursuant to the Unitymedia KabelBW Exchange		Principal amount redeemed pursuant to the Special Optional Redemptions	
	Borrowing currency	Euro equivalent (a)	Borrowing currency	Euro equivalent (a)	Borrowing currency	Euro equivalent (a)
			in millions			
KBW Senior Notes (b)	€ 680.0	€ 680.0	€ 618.0	€ 618.0	€ 62.0	€ 62.0
KBW Euro Senior Secured Notes (c)	€ 800.0	800.0	€ 735.1	735.1	€ 64.9	64.9
KBW Dollar Senior Secured Notes (d)	$ 500.0	382.0	$ 459.3	350.9	$ 40.7	31.1
KBW Senior Secured Floating-Rate Notes (e)	€ 420.0	420.0	€ 395.9	395.9	€ 24.1	24.1
Total		€ 2,282.0		€ 2,099.9		€ 182.1

(a) Translations are calculated as of the May 4, 2012 transaction date.

(b) The KBW Senior Notes tendered for exchange were exchanged for an equal principal amount of 9.5% senior notes issued by Unitymedia KabelBW due March 15, 2021 (the UM Senior Exchange Notes).

(c) The KBW Euro Senior Secured Notes tendered for exchange were exchanged for an equal principal amount of 7.5% senior secured notes issued by Unitymedia Hessen and Unitymedia NRW (together, the UM Senior Secured Notes Issuers) due March 15, 2019 (the UM Euro Senior Secured Exchange Notes).

(d) The KBW Dollar Senior Secured Notes tendered for exchange were exchanged for an equal principal amount of 7.5% senior secured notes issued by the UM Senior Secured Notes Issuers due March 15, 2019 (the UM Dollar Senior Secured Exchange Notes and, together with the UM Euro Senior Secured Exchange Notes, the UM Senior Secured Fixed-Rate Exchange Notes). During 2014, the UM Senior Secured Fixed-Rate Exchange Notes were redeemed in full as described below.

(e) The KBW Senior Secured Floating-Rate Notes tendered for exchange were exchanged for an equal principal amount of senior secured floating rate notes issued by the UM Senior Secured Notes Issuers due March 15, 2018 (the UM Senior Secured Floating-Rate Exchange Notes and, together with the UM Senior Secured Fixed-Rate Exchange Notes, the UM Senior Secured Exchange Notes). The UM Senior Secured Floating-Rate Exchange Notes, prior to their redemption as described below, bore interest at a rate of EURIBOR plus 4.25%.

We collectively refer to the UM Senior Exchange Notes, the September 2012 UM Senior Secured Notes, the December 2012 UM Senior Secured Notes, the January 2013 UM Senior Secured Notes, the April 2013 UM Senior Secured Notes, the November 2013 UM Senior Secured Notes, the October 2014 UM Senior Notes and the December 2014 UM Senior Secured Notes, each as defined and described below, as the "Unitymedia KabelBW Notes."

December 2014 UM Senior Secured Notes. On December 17, 2014, the UM Senior Secured Notes Issuers issued (i) €1,000.0 million principal amount of 4.0% senior secured notes due January 15, 2025 (the December 2014 UM Euro Senior Secured Notes) and (ii) $550.0 million (€454.5 million) principal amount of 5.0% senior secured notes due January 15, 2025 (the December 2014 UM Dollar Senior Secured Notes and, together with the December 2014 UM Euro Senior Secured Notes, the December 2014 UM Senior Secured Notes). The net proceeds from the December 2014 UM Senior Secured Notes were used to redeem in full the UM Senior Secured Fixed-Rate Exchange Notes and, subsequent to December 31, 2014, repay the outstanding balance under the UM Super Senior Secured Facility (as defined and described below). In connection with the redemption, we recognized a loss on debt extinguishment of €49.9 million, which includes (a) the payment of €57.0 million of redemption premium, (b) the write-off of €8.6 million of unamortized premium and (c) the write-off of €1.5 million of deferred financing costs.

October 2014 UM Senior Notes. On October 22, 2014, Unitymedia KabelBW issued $900.0 million (€743.8 million) principal amount of 6.125% senior notes due January 15, 2025 (the October 2014 UM Senior Notes). On November 7, 2014, the net proceeds from the October 2014 UM Senior Notes were used to fully redeem the €665.0 million principal amount of 9.625% senior notes (the 2009 UM Senior Notes). In connection with this transaction, we recognized a loss on debt extinguishment of €57.1 million, which includes (i) the payment of €36.0 million of redemption premium, (ii) the write-off of €11.3 million of deferred financing costs and (iii) the write-off of €9.8 million of unamortized discount.

November 2013 UM Senior Secured Notes. On November 21, 2013, the UM Senior Secured Notes Issuers issued €475.0 million principal amount of 6.25% senior secured notes due January 15, 2029 (the November 2013 UM Senior Secured Notes). A portion of the net proceeds from the issuance of the November 2013 UM Senior Secured Notes were used to redeem all of the then outstanding 2009 UM Euro Senior Secured Notes (as defined and described below). In connection with this transaction, we recognized a loss on debt extinguishment of €30.8 million, which includes (i) the payment of €18.2 million of redemption premium and (ii) the write-off of €12.6 million associated with deferred financing costs and unamortized discount.

April 2013 UM Senior Secured Notes. On April 16, 2013, the UM Senior Secured Notes Issuers issued €350.0 million principal amount of 5.625% senior secured notes due April 15, 2023 (the April 2013 UM Senior Secured Notes).

January 2013 UM Senior Secured Notes. On January 21, 2013, the UM Senior Secured Notes Issuers issued €500.0 million principal amount of 5.125% senior secured notes due January 21, 2023 (the January 2013 UM Senior Secured Notes). The net proceeds from the issuance of the January 2013 UM Senior Secured Notes were used to redeem a portion of the €1,430.0 million principal amount of 8.125% senior secured notes (the 2009 UM Euro Senior Secured Notes). In connection with this transaction, we recognized a loss on debt extinguishment of €52.6 million, which includes (i) the payment of €37.4 million of redemption premium and (ii) the write-off of €15.2 million associated with deferred financing costs and unamortized discount.

December 2012 UM Senior Secured Notes. On December 14, 2012, the UM Senior Secured Notes Issuers issued $1.0 billion (€826.4 million) principal amount of 5.5% senior secured notes due January 15, 2023 (the December 2012 UM Dollar Senior Secured Notes) and €500.0 million principal amount of 5.75% senior secured notes due January 15, 2023 (the December 2012 UM Euro Senior Secured Notes and, together with the December 2012 UM Dollar Senior Secured Notes, the December 2012 UM Senior Secured Notes), each at par. The net proceeds from the issuance of the December 2012 UM Senior Secured Notes were used to purchase and redeem (i) all of the $845.0 million (€698.3 million) principal amount 8.125% senior secured notes (the 2009 UM Dollar Senior Secured Notes) and (ii) €524.0 million of the 2009 UM Euro Senior Secured Notes. In connection with these transactions, we recognized a loss on debt extinguishment of €133.7 million, which includes (a) the payment of €95.9 million of redemption premium and (b) the write-off of €37.8 million associated with deferred financing costs and unamortized discount.

September 2012 UM Senior Secured Notes. On September 19, 2012, the UM Senior Secured Notes Issuers issued €650.0 million principal amount of 5.5% senior secured notes due September 15, 2022 (the September 2012 UM Senior Secured Notes). The net proceeds from the issuance of the September 2012 UM Senior Secured Notes were used to redeem in full the UM Senior Secured Floating-Rate Exchange Notes at a redemption price of 101%, with the remaining €241.8 million available for general corporate purposes. In connection with this transaction, we recognized a loss on debt extinguishment of €8.6 million representing the payment of redemption premium.

The UM Senior Exchange Notes and the October 2014 UM Senior Notes are senior obligations of Unitymedia KabelBW that rank equally with all of the existing and future senior debt of Unitymedia KabelBW and are senior to all existing and future subordinated debt of Unitymedia KabelBW. The UM Senior Exchange Notes and the October 2014 UM Senior Notes are guaranteed on a senior subordinated basis by various subsidiaries of Unitymedia KabelBW and are secured by a first-ranking pledge over the shares of Unitymedia KabelBW and junior-priority share pledges and other asset security of certain subsidiaries of Unitymedia KabelBW.

The September 2012 UM Senior Secured Notes, the December 2012 UM Senior Secured Notes, the January 2013 UM Senior Secured Notes, the April 2013 UM Senior Secured Notes, the November 2013 UM Senior Secured Notes and the December 2014 UM Senior Secured Notes are (i) senior obligations of the UM Senior Secured Notes Issuers that rank equally with all of the existing and future senior debt of each UM Senior Secured Notes Issuer and are senior to all existing and future subordinated debt of each of the UM Senior Secured Notes Issuers and (ii) are secured by a first-ranking pledge over the shares of the UM Senior Secured Notes Issuers and certain other share and/or asset security of Unitymedia KabelBW and certain of its subsidiaries.

The Unitymedia KabelBW Notes contain certain customary incurrence-based covenants. For example, the ability to raise certain additional debt and make certain distributions or loans to other subsidiaries of Liberty Global is subject to a consolidated leverage or net leverage ratio test, as specified in the applicable indenture. The Unitymedia KabelBW Notes provide that any failure to pay principal prior to expiration of any applicable grace period, or any acceleration with respect to other indebtedness of €25.0 million (or €75.0 million with respect to the October 2014 UM Senior Notes and the December 2014 UM Senior Secured Notes) or more in the aggregate of Unitymedia KabelBW or a UM Senior Secured Notes Issuer or any of the restricted subsidiaries (as specified in the applicable indenture) is an event of default under the Unitymedia KabelBW Notes.

Subject to the circumstances described below, the Unitymedia KabelBW Notes are non-callable prior to the applicable call date as presented in the below table. At any time prior to the respective call date, Unitymedia KabelBW or UM Senior Secured Notes Issuers may redeem some or all of the applicable notes by paying a "make-whole" premium, which is the present value of all remaining scheduled interest payments to the applicable call date using the discount rate (as specified in the applicable indenture) as of the redemption date plus 50 basis points.

Unitymedia KabelBW Notes	**Call Date**
UM Senior Exchange Notes	March 15, 2016
September 2012 UM Senior Secured Notes	September 15, 2017
December 2012 UM Senior Secured Notes	January 15, 2018
January 2013 UM Senior Secured Notes	January 21, 2018
April 2013 UM Senior Secured Notes	April 15, 2018
November 2013 UM Senior Secured Notes	January 15, 2021
October 2014 UM Senior Notes	January 15, 2020
December 2014 UM Senior Secured Notes	January 15, 2020

Unitymedia KabelBW or the UM Senior Secured Notes Issuers (as applicable) may redeem some or all of the Unitymedia KabelBW Notes at the following redemption prices (expressed as a percentage of the principal amount) plus accrued and unpaid interest and additional amounts (as specified in the applicable indenture), if any, to the applicable redemption date, if redeemed during the twelve-month period commencing on March 15, in the case of the UM Senior Exchange Notes, September 15, in the case of the September 2012 UM Senior Secured Notes, January 15, in the case of the December 2012 UM Senior Secured Notes, the November 2013 UM Senior Secured Notes, the October 2014 UM Senior Notes and the December 2014 UM Senior Secured Notes, January 21, in the case of the January 2013 UM Senior Secured Notes, or April 15, in the case of the April 2013 UM Senior Secured Notes, of the years set forth below:

	Redemption Price									
Year	UM Senior Exchange Notes	September 2012 UM Senior Secured Notes	December 2012 UM Dollar Senior Secured Notes	December 2012 UM Euro Senior Secured Notes	January 2013 UM Senior Secured Notes	April 2013 UM Senior Secured Notes	November 2013 UM Senior Secured Notes	October 2014 UM Senior Notes	December 2014 UM Euro Senior Secured Notes	December 2014 UM Dollar Senior Secured Notes
2016	104.750%	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2017	103.167%	102.750%	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2018	101.583%	101.833%	102.750%	102.875%	102.563%	102.813%	N.A.	N.A.	N.A.	N.A.
2019	100.000%	100.917%	101.833%	101.917%	101.708%	101.875%	N.A.	N.A.	N.A.	N.A.
2020	100.000%	100.000%	100.917%	100.958%	100.854%	100.938%	N.A.	103.063%	102.000%	102.500%
2021	N.A.	100.000%	100.000%	100.000%	100.000%	100.000%	103.125%	102.042%	101.333%	101.667%
2022	N.A.	N.A.	100.000%	100.000%	100.000%	100.000%	102.083%	101.021%	100.667%	100.833%
2023	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	101.042%	100.000%	100.000%	100.000%
2024 and thereafter	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	100.000%	100.000%	100.000%	100.000%

KBW and its immediate parent (collectively, the New UM Guarantors) have granted, in addition to guarantees provided by Unitymedia KabelBW and/or certain of its subsidiaries, a senior guarantee of the September 2012 UM Senior Secured Notes, the December 2012 UM Senior Secured Notes, the January 2013 UM Senior Secured Notes, the April 2013 UM Senior Secured Notes, the November 2013 UM Senior Secured Notes and the December 2014 UM Senior Secured Notes. The New UM Guarantors have also granted a senior subordinated guarantee of the UM Senior Exchange Notes and the October 2014 UM Senior Notes. In addition, the New UM Guarantors have provided certain share and asset security in favor of the September 2012 UM Senior Secured Notes, the December 2012 UM Senior Secured Notes, the January 2013 UM Senior Secured Notes, the April 2013 UM Senior Secured Notes, the November 2013 UM Senior Secured Notes and the December 2014 UM Senior Secured Notes.

If all or substantially all of the assets of (i) Unitymedia KabelBW and certain of its subsidiaries or (ii) the UM Senior Secured Notes Issuer and certain of their subsidiaries are disposed of or any other change of control (as specified in the relevant Unitymedia KabelBW Notes) is triggered, Unitymedia KabelBW or the UM Senior Secured Notes Issuers (as applicable) must offer to repurchase all of the relevant Unitymedia KabelBW Notes at a redemption price of 101% of the principal amount of such Unitymedia KabelBW Notes.

Unitymedia KabelBW Revolving Credit Facilities

During the third quarter of 2014, Unitymedia Hessen completed the refinancing of its then existing €337.5 million and €80.0 million revolving credit facilities (the Old Unitymedia KabelBW Revolving Credit Facilities). Pursuant to this refinancing, the respective commitments of the lenders under the Old Unitymedia KabelBW Revolving Credit Facilities were cancelled and Unitymedia Hessen entered into (i) a new €80.0 million super senior secured revolving credit facility agreement (the UM Super Senior Secured Facility) and (ii) a new €420.0 million senior secured revolving credit facility agreement (the UM Senior Secured Facility and, together with the UM Super Senior Secured Facility, the Unitymedia KabelBW Revolving Credit Facilities). At December 31, 2014, we had €280.0 million outstanding under the Unitymedia KabelBW Revolving Credit Facilities and our availability was limited to €15.1 million. When the relevant December 31, 2014 compliance reporting requirements have been completed and assuming no changes from December 31, 2014 borrowing levels, we anticipate that our availability will be limited to €123.7 million.

The UM Super Senior Secured Facility bears interest at EURIBOR plus a margin of 2.25%, matures in December 2020 and has a fee on unused commitments of 0.9% per year. The UM Senior Secured Facility bears interest at EURIBOR plus a margin of 2.75%, matures in December 2020 and has a fee on unused commitments of 1.1% per year. The UM Super Senior Secured Facility is senior with respect to the priority of proceeds received from the enforcement of shared collateral to (i) the Unitymedia KabelBW Notes and (ii) the UM Senior Secured Facility. The Unitymedia KabelBW Revolving Credit Facilities may be used for general corporate and working capital purposes.

In addition to customary restrictive covenants and events of default, the Unitymedia KabelBW Revolving Credit Facilities require compliance with a consolidated net leverage ratio, as specified in the applicable facility, in the event that the outstanding borrowings under either facility are more than 33.3% of the total commitments. The Unitymedia KabelBW Revolving Credit Facilities are secured by a pledge over the shares of the borrower and certain other asset security of certain subsidiaries of Unitymedia KabelBW. The Unitymedia KabelBW Revolving Credit Facilities permit Unitymedia KabelBW to transfer funds to its parent company (and indirectly to Liberty Global) through loans, dividends or other distributions provided that Unitymedia KabelBW maintains compliance with applicable covenants. If a change of control occurs, as specified in the Unitymedia KabelBW Revolving Credit Facilities, each lender may cancel its commitments and declare all outstanding amounts immediately due and payable.

Subsequent Event

For information regarding financing transactions completed subsequent to December 31, 2014, see note 19 to our consolidated financial statements included in Part II of this annual report.

MANAGEMENT

The ultimate authority within Unitymedia KabelBW vests with UPC Germany, as our sole shareholder. UPC Germany is, in turn, indirectly controlled by Liberty Global. All fundamental decisions regarding Unitymedia KabelBW are reserved for the decision of the shareholders' meeting, including, but not limited to, the following:

- instructions to the managing directors;
- appointment and removal of managing directors;
- granting of discharge from liabilities to the managing directors;
- determination of annual financial statements and distribution of profits;
- measures in connection with monitoring and supervising managing directors;
- amendments of the articles of incorporation;
- fundamental structural changes (e.g., mergers, a conversion or a splitting of the company);
- consent to the conclusion of a domination or profit and loss absorption agreement; and
- Unitymedia KabelBW may expand the authority of the shareholders' meeting.

Supervisory Board

In accordance with German corporate law, we are managed by our Managing Directors (Geschäftsführer). Responsibilities for operations are delegated to members of senior management. After the KBW Fold-in, the Unitymedia KabelBW entities employ more than 2,000 employees. Consequently, the German Co-Determination Act (Mitbestimmungsgesetz) applies and requires the implementation of a supervisory board for the German holding company of the Unitymedia KabelBW entities with twelve members, six of which will be shareholder representatives, while the remaining six members will be employee representatives. On September 30, 2013, the following members were appointed to the supervisory board:

Name	Age	Position
Diederik Karsten	58	Executive Vice President, European Broadband Operations Division of Liberty Global
Ritchy Drost	40	Chief Financial Officer, European Broadband Operations Division of Liberty Global
Manuel Kohnstamm	53	Senior Vice President and Chief Policy Officer, Liberty Global
Sascha Vollmer	40	Vice President Planning, Controlling and Reporting
Lars Ziegenhagen	43	Senior Vice President Legal
Dr. Philipp Wohland	39	Senior Vice President Human Resources
Erwin Gilbert	61	Labor Union Representative
Markus Frings	49	Labor Union Representative
Robert Feuchter	56	Works Council Representative
Peter Rieken	57	Works Council Representative
Stefan Kerpers	54	Works Council Representative
Ralf Mielke	47	Director Level 4 Provide

The inaugural meeting of the supervisory board occurred on November 6, 2013. The supervisory board advises and supervises the managing board. The supervisory board is further responsible for appointment and removal of managing directors. It is also in charge of the auditors and is responsible for reviewing the financial statements. The supervisory board's rules of procedure, which are yet to be implemented, shall determine that certain transactions require the supervisory board's consent.

Managing Directors

The Managing Directors are responsible for the day-to-day management of the business. Our Managing Directors and the Managing Directors of each of our subsidiaries are appointed at a shareholders' meeting for each company. Such Managing Directors may also be removed at the applicable shareholders' meeting. The Managing Directors are obligated to report regularly to the applicable shareholders' meeting or partners' meeting, as the case may be, on the business activities and strategy of the applicable company, and the shareholders or partners, as the case may be, may request additional reports at any time. The Managing Directors must obtain prior approval from the shareholders or partners, as the case may be, with respect to certain material matters, but the shareholders or partners, as the case may be, are generally not entitled to assume management functions or interfere with the day-to-day management of the business.

We currently have four Managing Directors:

Name	Age	Position	Year First Appointed
Lutz Schüler	47	Managing Director	2011
Frank Meywerk	50	Managing Director	2013
Winfried Rapp	46	Managing Director	2013
Dr. Herbert Leifker	61	Managing Director	2005

- ***Lutz Schüler*** was appointed our Chief Executive Officer in January 2011. Mr. Schüler has significant experience in the German telecommunications market, with many years of strategic and operational experience and extensive experience in marketing, sales and operations across a wide range of products. He has served in several senior management roles with Telefónica Germany since 1998, lastly leading the integration of Hansenet Telekommunication GmbH as its CEO in Hamburg, when it was acquired by Telefónica Germany in early 2010. From 2006 to 2010, he was Managing Director, Marketing & Sales for Telefónica Germany. Before joining Telefónica Germany in 1998, he worked as product manager with VIAG Interkom GmbH and T-Mobile. After an apprenticeship in a German bank, Mr. Schüler studied business administration at the University of Augsburg and holds a masters degree in business administration.
- ***Frank Meywerk*** has been our Chief Technology Officer since September 2013 and is responsible for our network operations and technology, and the further upgrade of our broadband network. Frank Meywerk previously spent over four years as CTO at T‑Mobile Netherlands BV and T‑Mobile Czech Republic a.s., where he was responsible for network and information technology. From 2004 to 2009, he led the Radio Access Network division at T‑Mobile Deutschland as a Senior Vice President. Frank Meywerk began his career at Siemens AG and Alcatel‑SEL, including positions in the areas of network planning, network design and optimization. He studied telecommunications engineering at the University of Hanover and has over 20 years' experience in the telecommunications industry.
- ***Winfried Rapp*** has been our CFO since October 2013 and leads our Finance division. Winfried Rapp comes from SAP, where he spent ten years in various national and international finance functions, most recently as CFO for the Global Service division, and previously as Regional CFO for Western Europe. Born in Ulm, Winfried Rapp previously worked for Deutsche Telekom in Central Group Controlling and at T‑Mobile UK. He has many years of experience in IT and telecommunications, and has also gained experience in various finance roles in the automotive/manufacturing industries and in the logistics sector**.**
- ***Dr. Herbert Leifker*** has been our (or Old Unitymedia's) Chief Commercial Officer since 2005, following the Tele Columbus acquisition. With over 20 years' cable experience in Germany, Dr. Leifker has a deep understanding of the industry and strong long-term relationships with the housing industry. This has allowed Unitymedia KabelBW to pioneer new co-operation models such as the "Multimedia-Anschluss" that have now become standard in the housing industry. He was previously Managing Director and CEO of TeleColumbus, which he led for 15 years, growing it from a start-up to Germany's largest operator of in-home networks. He began his career with an auditing company and in the banking industry, where he held responsibility as a divisional manager of a savings bank. Dr. Leifker studied Law and Business Studies in Münster and Hamburg and holds a doctorate in Law.

The business address of all the Managing Directors named above is Aachener Str. 746-750, 50933 Cologne, Germany.

Auditor's Report (Translation)

The following auditor's report (Bestätigungsvermerk) has been issued in accordance with Section 322 German Commercial Code (Handelsgesetzbuch - HGB) in German language on the German version of the consolidated financial statements of Unitymedia KabelBW GmbH as of and for the fiscal year ended December 31, 2014 and the group management report. The group management report is not included here. The management discussion & analysis was not subject to the audit.

"Auditor's Report

We have audited the consolidated financial statements prepared by Unitymedia KabelBW GmbH, Cologne, comprising the consolidated balance sheets, the consolidated statements of operations, the consolidated statements of comprehensive loss, the consolidated statements of changes in shareholder´s equity (deficit), the consolidated statements of cash flows and the notes to the consolidated financial statements, together with the group management report for the financial year from January 1 to December 31, 2014. The preparation of the consolidated financial statements and the group management report in accordance with IFRS as adopted by the EU, and the additional requirements of German commercial law pursuant to Section 315 (1) of the German Commercial Code [HGB] are the responsibility of the parent Company's management. Our responsibility is to express an opinion on the consolidated financial statements and on the group management report based on our audit.

We conducted our audit of the consolidated financial statements in accordance with Section 317 of the German Commercial Code [HGB] and the generally accepted standards for the audit of financial statements promulgated by the German Institute of Public Auditors [IDW]. Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the consolidated financial statements in accordance with the applicable financial reporting framework and in the group management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Group and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the consolidated financial statements and the group management report are examined primarily on a test basis within the framework of the audit. The audit includes assessing the annual financial statements of those entities included in consolidation, the determination of entities to be included in consolidation, the accounting and consolidation principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements and the group management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion, based on the findings of our audit, the consolidated financial statements comply with IFRS as adopted by the EU, the additional requirements of German commercial law pursuant to Section 315 (1) of the German Commercial Code [HGB] and give a true and fair view of the net assets, financial position and results of operations of the Group in accordance with these requirements. The group management report is consistent with the consolidated financial statements and as a whole provides a suitable view of the Group's position and suitably presents the opportunities and risks of future development."

Düsseldorf, March 18, 2015

KPMG AG
Wirtschaftsprüfungsgesellschaft

Original German version signed by:

Wallraf	Nölgen
Wirtschaftsprüfer	Wirtschaftsprüfer
German Public Auditor	German Public Auditor

UNITYMEDIA KABELBW GMBH

CONSOLIDATED BALANCE SHEETS

	December 31, 2014	December 31, 2013
	in millions	
ASSETS		
Current assets:		
Cash and cash equivalents	€ 14.4	€ 13.6
Trade receivables and unbilled revenue, net (note 9)	118.9	107.1
Loan receivable - related-party (note 16)	859.7	413.2
Other current assets (note 6 and 16)	60.3	28.2
Total current assets	1,053.3	562.1
Property and equipment, net (note 8)	3,329.1	3,403.7
Goodwill (note 8)	2,841.7	2,841.7
Intangible assets subject to amortization, net (note 8)	834.8	971.9
Investment in associate (note 16)	62.9	61.1
Other noncurrent assets (notes 6, 9, 10 and 16)	168.3	62.2
Total noncurrent assets	7,236.8	7,340.6
Total assets	€ 8,290.1	€ 7,902.7

The accompanying notes are an integral part of these consolidated financial statements.

UNITYMEDIA KABELBW GMBH

CONSOLIDATED BALANCE SHEETS - (Continued)

	December 31, 2014	December 31, 2013
	in millions	
LIABILITIES AND SHAREHOLDER'S EQUITY		
Current liabilities:		
Accounts payable	€ 54.0	€ 64.8
Accrued liabilities (note 11)	199.9	173.3
Accounts payable and accrued liabilities – related-party (note 16)	65.7	45.5
Corporate income taxes payable	33.4	25.8
Current provisions (note 12)	23.0	23.5
Deferred revenue and advance payments from subscribers and others	97.2	100.0
Current portion of debt and finance lease obligations (note 13)	476.3	139.5
Other current liabilities (note 6)	22.6	27.8
Total current liabilities	972.1	600.2
Noncurrent debt and finance lease obligations (note 13):		
Third-party	6,074.0	5,506.4
Related-party	871.9	1,219.5
Deferred tax liabilities (note 14)	479.4	495.9
Noncurrent provisions (note 12)	31.6	25.8
Other noncurrent liabilities (note 6)	13.1	38.4
Total noncurrent liabilities	7,470.0	7,286.0
Total liabilities	8,442.1	7,886.2
Commitments and contingencies (note 17)		
Shareholder's equity (deficit) (note 15):		
Share capital	—	—
Additional paid-in capital	964.5	940.7
Accumulated deficit	(1,110.7)	(920.7)
Accumulated other comprehensive loss, net of taxes	(5.8)	(3.5)
Total shareholder's equity (deficit)	(152.0)	16.5
Total liabilities and shareholder's equity (deficit)	€ 8,290.1	€ 7,902.7

The accompanying notes are an integral part of these consolidated financial statements.

UNITYMEDIA KABELBW GMBH

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year ended December 31,		
	2014	2013	2012
		in millions	
Revenue (note 3)	€ 2,052.3	€ 1,927.4	€ 1,801.6
Operating costs and expenses:			
Operating (other than depreciation and amortization) (OpEx) (note 16)	541.9	548.4	508.3
Selling, general and administrative (other than depreciation and amortization) (including share-based compensation) (SG&A) (note 16)	241.4	222.9	228.7
Impairment, restructuring and other operating items, net	(2.8)	16.2	29.7
Related-party fees and allocations (note 16)	105.6	76.4	53.7
	886.1	863.9	820.4
Earnings before interest, taxes, depreciation and amortization (EBITDA)	1,166.2	1,063.5	981.2
Depreciation and amortization	719.4	678.6	638.9
Earnings before interest and taxes (EBIT)	446.8	384.9	342.3
Financial and other income (expense):			
Interest expense:			
Third-party	(403.8)	(404.6)	(424.0)
Related-party (note 16)	(116.8)	(120.6)	(98.1)
Foreign currency transaction gains (losses), net	(184.1)	47.7	20.1
Realized and unrealized gains (losses) on derivative instruments, net (note 6)	156.9	(72.7)	(43.1)
Losses on debt modification and extinguishment, net (note 13)	(107.0)	(83.4)	(143.6)
Other income, net (note 16)	19.1	11.4	6.8
Net financial and other expense	(635.7)	(622.2)	(681.9)
Loss before income taxes	(188.9)	(237.3)	(339.6)
Income tax benefit (expense) (note 14)	(1.1)	(48.4)	80.3
Net loss	€ (190.0)	€ (285.7)	€ (259.3)
Further details of OpEx and SG&A:			
Network operating costs	€ 180.0	€ 173.5	€ 174.8
Direct costs (programming and copyright, interconnect and other)	178.8	190.9	178.5
Staff-related costs (excluding restructuring charges)	153.7	148.8	149.9
Sales and marketing costs	105.0	95.1	101.7
Outsourced labor and professional services	70.6	65.3	56.3
Other indirect costs	95.2	97.7	75.8
	€ 783.3	€ 771.3	€ 737.0
Further details of impairment, restructuring and other operating items, net:			
Restructuring charges	€ 8.0	€ 10.6	€ 30.8
Gain on disposal of assets	(6.2)	(1.2)	(2.7)
Asset impairments	2.1	5.3	1.6
Direct acquisition costs and acquisition-related items	(6.7)	1.5	—
	€ (2.8)	€ 16.2	€ 29.7

The accompanying notes are an integral part of these consolidated financial statements.

UNITYMEDIA KABELBW GMBH

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	Year ended December 31,		
	2014	2013	2012
		in millions	
Net loss	€ (190.0)	€ (285.7)	€ (259.3)
Other comprehensive loss:			
Pension liability adjustment	(3.3)	(0.4)	(4.6)
Income taxes relating to components of other comprehensive income	1.0	0.2	1.3
Total comprehensive loss	€ (192.3)	€ (285.9)	€ (262.6)

The accompanying notes are an integral part of these consolidated financial statements.

UNITYMEDIA KABELBW GMBH

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDER'S EQUITY (DEFICIT)

	Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive loss, net of taxes	Total shareholder's equity (deficit)
	in millions			
Balance at January 1, 2012	€ 2,071.0	€ (375.7)	€ —	€ 1,695.3
Net loss	—	(259.3)	—	(259.3)
Other comprehensive loss, net of taxes	—	—	(3.3)	(3.3)
Issuance of the 2012 Shareholder Loan in connection with the KBW Fold-in (notes 5 and 13)	(1,230.0)	—	—	(1,230.0)
Conversion of related-party loan and related accrued interest to equity (notes 13 and 15)	100.4	—	—	100.4
Excess of consideration paid over carrying value of property, equipment and intangible assets transferred from entity under common control	(1.1)	—	—	(1.1)
Share-based compensation (note 16)	1.1	—	—	1.1
Balance at December 31, 2012	941.4	(635.0)	(3.3)	303.1
Net loss	—	(285.7)	—	(285.7)
Other comprehensive loss, net of taxes	—	—	(0.2)	(0.2)
Capital charge in connection with exercise of Liberty Global share incentive awards (note 16)	(2.6)	—	—	(2.6)
Share-based compensation (note 16)	2.0	—	—	2.0
Excess of consideration paid over carrying value of property, equipment and intangible assets transferred from entity under common control	(0.1)	—	—	(0.1)
Balance at December 31, 2013	940.7	(920.7)	(3.5)	16.5
Net loss	—	(190.0)	—	(190.0)
Other comprehensive loss, net of taxes	—	—	(2.3)	(2.3)
Deemed contribution of technology-related services (note 16)	23.7	—	—	23.7
Capital charge in connection with exercise of Liberty Global share incentive awards (note 16)	(2.8)	—	—	(2.8)
Share-based compensation (note 16)	2.8	—	—	2.8
Excess of carrying value over consideration paid for property, equipment and intangible assets transferred from entity under common control	0.1	—	—	0.1
Balance at December 31, 2014	€ 964.5	€ (1,110.7)	€ (5.8)	€ (152.0)

The accompanying notes are an integral part of these consolidated financial statements.

UNITYMEDIA KABELBW GMBH

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended December 31,		
	2014	2013	2012
		in millions	
Cash flows from operating activities:			
Net loss	€ (190.0)	€ (285.7)	€ (259.3)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Share-based compensation expense	2.8	2.0	1.1
Impairment, restructuring and other operating items, net	(2.8)	16.2	29.7
Related-party fees and allocations	105.6	76.4	53.7
Depreciation and amortization	719.4	678.6	638.9
Amortization of deferred financing costs and non-cash interest accretion	5.1	7.8	12.9
Related-party interest expense	116.8	120.6	98.1
Foreign currency transaction losses (gains), net	184.1	(47.7)	(20.1)
Realized and unrealized losses (gains) on derivative instruments, net	(156.9)	72.7	43.1
Losses on debt modification and extinguishment, net	107.0	83.4	143.6
Deferred tax expense (benefit)	(15.5)	38.4	(77.3)
Changes in operating assets and liabilities	(35.0)	(48.9)	(30.2)
Net cash provided by operating activities	840.6	713.8	634.2
Cash flows from investing activities:			
Advances to parent	(929.0)	(269.7)	(174.1)
Capital expenditures	(410.9)	(419.3)	(464.9)
Other investing activities	7.2	2.0	1.2
Net cash used by investing activities	(1,332.7)	(687.0)	(637.8)
Cash flows from financing activities:			
Borrowings of third-party debt	2,833.8	1,325.0	2,139.2
Repayments of third-party debt and finance lease obligations	(2,220.0)	(929.1)	(2,051.6)
Payments of financing costs and debt premiums	(108.4)	(70.4)	(129.3)
Net related-party borrowings (repayments)	(11.8)	(357.8)	29.8
Other financing activities	(0.7)	(1.1)	(12.4)
Net cash provided (used) by financing activities	492.9	(33.4)	(24.3)
Net increase (decrease) in cash and cash equivalents	0.8	(6.6)	(27.9)
Cash and cash equivalents:			
Beginning of period	13.6	20.2	48.1
End of period	€ 14.4	€ 13.6	€ 20.2
The following amounts are included in net cash provided by operating activities:			
Cash paid for interest (excluding payments related to derivative instruments)	€ 404.0	€ 360.9	€ 410.6
Net cash paid for taxes	€ 10.9	€ 3.7	€ 0.1

The accompanying notes are an integral part of these consolidated financial statements.

(1) Basis of Presentation

Unitymedia KabelBW GmbH (Unitymedia KabelBW) is a wholly-owned subsidiary of UPC Germany Holding B.V. (UPC Germany), which in turn is an indirect subsidiary of Liberty Global plc (Liberty Global), the successor to Liberty Global, Inc. Unitymedia KabelBW was formed in October 2009 in contemplation of the issuance of debt financing in connection with Unitymedia KabelBW's then potential acquisition of the entity that owned the largest cable operator in the German federal states of North Rhine-Westphalia and Hesse. In the following text, the terms "Unitymedia KabelBW," "we," "our," "our company" and "us" may refer, as the context requires, to Unitymedia KabelBW, or collectively to Unitymedia KabelBW and its subsidiaries.

Unitymedia KabelBW, which operates in the German federal states of North Rhine-Westphalia, Hesse and Baden-Württemberg, provides video, broadband internet, fixed-line telephony and mobile services to its residential and business customers.

Through a series of transactions that were completed during the second quarter of 2012 in conjunction with a debt exchange where debt previously issued by the Kabel BW Group (as defined below) was exchanged for new debt issued by Unitymedia KabelBW, UPC Germany, our immediate parent company, transferred UPC Germany Holdings GmbH (UPC Germany Holdings), an indirect parent company of Kabel BW GmbH (KBW), then the largest cable operator in Baden-Württemberg, to Unitymedia Hessen GmbH & Co. KG (Unitymedia Hessen), one of our wholly-owned subsidiaries (collectively, the KBW Fold-in). We accounted for the KBW Fold-in as a reorganization of entities under common control. Accordingly, we recorded the transfer of UPC Germany Holdings and its subsidiaries (collectively, the Kabel BW Group) at carryover basis and the applicable prior period information was retrospectively revised to give effect to the resulting change in reporting entities for all periods in which we and the Kabel BW Group were under the common control of Liberty Global (namely all periods beginning on or after the December 15, 2011 acquisition of a then indirect parent of KBW by a then indirect subsidiary of UPC Germany Holdings (the LG/KBW Transaction)). For additional information, see note 5. Additionally, in the third quarter of 2012, Unitymedia Hessen sold its shares of UPC Germany Holdings to UPC Germany NewCo GmbH (UPC Germany NewCo) and UPC Germany Holdings was merged into UPC Germany NewCo.

Our annual consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU-IFRS) and the additional requirements of German Commercial Law pursuant to § 315a (3) German Commercial Code (HGB).

The Unitymedia KabelBW Notes are listed on the Official List of the Luxembourg Stock Exchange and are admitted to trading on the Euro MTF Market, which is not a regulated market (as defined by Article 1(13) of Directive 93/22/EEC). For additional information regarding the Unitymedia KabelBW Notes, see note 13.

Unless otherwise indicated, convenience translations into euros are calculated as of December 31, 2014.

These consolidated financial statements were submitted to our supervisory board and approved for publication by the Managing Directors on March 18, 2015.

(2) Accounting Changes and Recent Pronouncements

First-time Application of Accounting Standards

The application of the following accounting standards did not have any material impact on our consolidated financial statements:

Standard/ Interpretation	Title	Applicable for fiscal years beginning on or after	Date of endorsement by the European Union (EU)
IFRS 10	Consolidated Financial Statements	January 1, 2014	December 11, 2012
IFRS 10 / IFRS11 / IFRS 12 (amendments)	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities - Transition Guidance	January 1, 2014	April 4, 2013
International Accounting Standard (IAS) 32 (amendments)	Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities	January 1, 2014	December 13, 2012
IAS 36 (amendments)	Recoverable Amount Disclosures for Non-Financial Assets	January 1, 2014	December 19, 2013
IAS 39 (amendments)	Novation of Derivatives and Continuation of Hedge Accounting	January 1, 2014	December 19, 2013

New Accounting Standards, Not Yet Effective

Except for the following accounting standards that are relevant for our company, there were no additional standards and interpretations issued by the International Accounting Standards Board (IASB) that are not yet effective for the current reporting period that we see as relevant for our company. We have not early adopted the accounting standards that are relevant for us.

Standard/ Interpretation	Title	Applicable for fiscal years beginning on or after	Date of endorsement by the EU
IFRS 9	Financial Instruments	January 1, 2018 (a)	Not yet endorsed
IFRS 15	Revenue from Contracts with Customers	January 1, 2017 (b)	Not yet endorsed
IAS 1 (amendments)	Disclosure Initiative	January 1, 2016 (a)	Not yet endorsed
IAS 16 / IAS 38 (amendments)	Clarification of Acceptable Methods of Depreciation and Amortization	January 1, 2016 (a)	Not yet endorsed
IAS 19 (amendments)	Defined benefit plans: Employee contributions	July 1, 2014 (c)	December 17, 2014

(a) We have not fully evaluated the impact of applying these new, but not yet effective, accounting standards on our consolidated financial statements, however, we currently do not expect the impact of the adoption of these standards to be material.

(b) In May 2014, the IASB issued IFRS 15, *Revenue from Contracts with Customers* (IFRS 15), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. IFRS 15 will replace existing revenue recognition guidance when it becomes effective on January 1, 2017. We are currently evaluating the effect that IFRS 15 will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

(c) We evaluated the impact of applying this accounting standard on our consolidated financial statements and do not believe the impact of the adoption of this standard to be material.

(3) Summary of Significant Accounting Policies

Estimates

The preparation of financial statements in conformity with EU-IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Estimates and assumptions are used in accounting for, among other things, the valuation of acquisition-related assets and liabilities, allowances for uncollectible accounts, deferred income taxes and the related recognition of deferred tax assets, loss contingencies, fair value measurements, impairment assessments, capitalization of internal costs associated with construction and installation activities, useful lives of long-lived assets, share-based compensation and programming and copyright expenses. Actual results could differ from those estimates.

Principles of Consolidation

The accompanying consolidated financial statements include our accounts and the accounts of all voting interest entities where we exercise a controlling financial interest through the ownership of a direct or indirect controlling voting interest and special purpose entities over which we exercise control. All significant intercompany accounts and transactions have been eliminated in consolidation. Investments in special purpose entities that we do not control are accounted for using the equity method.

The following subsidiaries of Unitymedia KabelBW are included in our consolidated financial statements at December 31, 2014, all of which are 100% owned:

Name of subsidiary (a)	Headquarters location
Unitymedia Management GmbH (b)	Cologne, Germany
Unitymedia Hessen Verwaltung GmbH	Cologne, Germany
Unitymedia Hessen (c)	Cologne, Germany
Unitymedia NRW GmbH (Unitymedia NRW) (b)	Cologne, Germany
Unitymedia Services GmbH (b)	Cologne, Germany
Arena Sport Rechte und Marketing GmbH i.L.	Cologne, Germany
UPC Germany NewCo	Cologne, Germany
KBW	Cologne, Germany

(a) Unitymedia International GmbH (UMI), an entity in which Unitymedia KabelBW owns a 100% equity interest, is excluded from our list of subsidiaries as UMI is a special purpose entity that is consolidated by UPC Holding B.V. (UPC Holding), another Liberty Global subsidiary. For additional information regarding our accounting for UMI, see note 16. We will publish statutory accounts for UMI.

(b) Exempt from publishing statutory accounts pursuant to Sec. 264 (3) HGB.

(c) Exempt from publishing statutory accounts pursuant to Sec. 264b HGB.

Cash and Cash Equivalents and Restricted Cash

Cash and cash equivalents include cash on hand and demand deposits which have a maturity of three months or less at the time of acquisition. Cash and cash equivalents are measured at cost.

Restricted cash includes cash held in escrow and cash pledged as collateral. Restricted cash amounts that are required to be used to purchase noncurrent assets or repay noncurrent debt are classified as noncurrent assets. All other cash that is restricted to a specific use is classified as current or noncurrent based on the expected timing of the disbursement.

Trade Receivables

Our trade receivables are initially measured at fair value and subsequently reported at amortized cost, net of an allowance for impairment of trade receivables. The allowance for impairment of trade receivables is estimated based upon our assessment of anticipated loss related to uncollectible accounts receivable. We use a number of factors in determining the allowance, including, among other things, collection trends, prevailing and anticipated economic conditions and specific customer credit risk. The allowance is maintained until either receipt of payment or the likelihood of collection is considered to be remote.

Property and Equipment

Property and equipment are measured at initial cost less accumulated depreciation and any accumulated impairment losses. When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment. The initial cost comprises the purchase price, borrowing costs (if applicable), costs of construction, including direct materials and labor, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and the costs of dismantling and removing the items and restoring the site on which the assets are located. No borrowing costs were capitalized during the periods presented.

Depreciation is computed on a straight-line basis over the estimated useful lives of each major component of an item of property and equipment. The cable distribution systems have estimated useful lives ranging from 3 to 35 years. Support equipment and buildings (including leasehold improvements) have estimated useful lives ranging from 3 to 15 years. Customer premises equipment have estimated useful lives of 5 years. Land is not depreciated. Depreciation methods, useful lives, and residual values are reviewed at each reporting date and may be adjusted based on management's expectations of future use.

Property and equipment are reviewed at each reporting date to determine whether there is any indication of impairment. Impairment exists when the carrying value exceeds the recoverable amount. The recoverable amount is the higher of fair value less costs to sell and value in use. For purposes of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). We have determined that our property and equipment is part of a single cash-generating unit for purposes of impairment testing. Impairment losses are reversed if the reasons for the impairment loss no longer exist or the impairment loss has decreased.

Subsequent costs are included in the assets' carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will be achieved and when the cost can be measured reliably. The carrying amount of any replaced item is derecognized. All other expenditures for repairs and maintenance are expensed as incurred.

Gains and losses due to disposals are included in impairment, restructuring and other operating items, net in our consolidated statements of operations.

Intangible Assets

Our primary intangible assets are goodwill, customer relationships, subscriber acquisition costs, software costs and trade names. Goodwill and intangible assets with indefinite useful lives are not amortized, but instead are tested for impairment at least annually. Intangible assets with finite lives are amortized over their respective estimated useful lives on a straight-line basis and reviewed for impairment when circumstances warrant. Each reporting period we evaluate the estimated useful lives of our intangible assets that are subject to amortization to determine whether events or circumstances warrant revised estimates of useful lives.

Goodwill represents the excess purchase price over the fair value of the identifiable net assets acquired. Goodwill is tested for impairment annually, or more frequently when there is an indication that it may be impaired. We have identified one cash-generating unit to which all goodwill is assigned. If the recoverable amount (i.e. the higher of fair value less costs to sell or value in use) of the cash-generating unit is less than the carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets pro-rata on the basis of the carrying amount of each asset. An impairment loss recognized for goodwill is not reversed in a subsequent period.

Customer relationships and trade name are recognized at their fair values in connection with business combinations and are amortized over lives ranging from 5 to 10 years. Subscriber acquisition costs are recognized as incurred when such costs are directly attributable to obtaining a new customer contract, are paid to a third party, can be measured reliably and meet the definition of an intangible asset. Subscriber acquisition costs are amortized over the applicable contractual life, which generally ranges from 1 to 2 years.

Costs associated with maintaining computer software are expensed as incurred. Costs that are directly associated with the production of identifiable and unique software products controlled by us for which it is probable that the expected future economic benefits attributable to the assets would flow to our company beyond one year are recognized as intangible assets. Capitalized internal-use software costs include only external direct costs of materials and services consumed in developing or obtaining the software and payroll and payroll-related costs for employees who are directly associated with and who devote time to the project. Capitalization of these costs ceases no later than the point at which the project is substantially complete and ready for its intended purpose. Capitalized internal-use software costs are amortized on a straight-line basis over their applicable expected useful lives, which range from 3 to 5 years. Where no internal-use intangible asset can be recognized, development expenditures are expensed as incurred.

Subsequent expenditures related to intangible assets are capitalized only when the expenditures increase the future economic benefits embodied in the specific asset to which it relates. All other expenditures, including expenditures on internally generated brands, are expensed as incurred.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all of the risks and rewards of ownership to us. Property and equipment acquired by way of a finance lease are initially stated at an amount equal to the lower of their fair value or the present value of the minimum lease payments at inception of the lease. The leased asset is subsequently depreciated over the shorter of its estimated useful life or the lease term and is subject to impairment assessments as a component of the applicable cash-generating unit. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding lease obligations, net of finance charges, are included in debt with the interest element of the lease payment charged to our consolidated statements of operations over the lease period. All other leases are classified as operating leases with payments being recognized in our consolidated statements of operations on a straight-line basis over the term of the lease.

We have entered into various long-term service level agreements with Deutsche Telekom AG (Deutsche Telekom) and certain of its affiliates that are significant to our business, in particular for the lease of cable duct space. Generally, the terms per the agreements are unlimited, yet we have certain termination rights which are entirely at our discretion. According to German law, lease agreements are subject to a termination right of either party after a term of 30 years. We do not capitalize these cable ducts as finance leases as a result of management assumptions made regarding the expected usage of the cable ducts at the inception of the contracts.

Financial Instruments

Cash and cash equivalents, current trade and other receivables, other current assets, accounts payable, accrued liabilities, subscriber advance payments and deposits and other current liabilities are initially recognized at fair value and subsequently carried at amortized cost. Due to their relatively short maturities, the carrying values of these financial instruments approximate their respective fair value. The carrying amounts of trade receivables with a remaining term of more than one year are included in noncurrent assets and the carrying amounts of these receivables approximates their fair value.

Loans and other receivables are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

For information concerning the fair value of our debt, see note 13.

Derivative instruments

All derivative instruments are recorded on the balance sheet at fair value. Although we enter into derivative instruments to manage foreign exchange risk, we do not apply hedge accounting to any of our derivative instruments. Changes to the fair value of our derivative instruments are recognized in realized and unrealized gains or losses on derivative instruments in our consolidated statements of operations.

Bonds and Bank Liabilities

Bonds and bank liabilities are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption value of our bond and bank liabilities is recognized in our consolidated statements of operations over the respective terms of the borrowings using the effective interest method.

Provisions

Provisions represent liabilities for which the timing of settlement and/or amount are uncertain. A provision is recognized when (i) a present legal or constructive obligation as a result of a past event exists, (ii) it is probable that an outflow of resources will be required to settle the obligation and (iii) a reliable estimate can be made of the amount of the obligation.

Foreign Currency Transactions

Our functional currency is the euro. Transactions denominated in currencies other than the euro are recorded based on exchange rates at the time such transactions arise. Changes in exchange rates with respect to monetary items (e.g. cash held in a foreign currency or assets and liabilities to be received or paid in a fixed or determinable number of foreign currency units) recorded in our consolidated balance sheets result in transaction gains and losses that are reflected in our consolidated statements of operations as foreign currency transaction gains or losses.

Revenue Recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of services in the ordinary course of business. Revenue is presented net of value-added tax, rebates and discounts and after eliminating intercompany sales within the consolidated group.

We derive revenue from our digital and analog cable television products and services, broadband internet services, fixed-line telephony products and services (including subscription and usage fees), mobile services and carriage fees paid by broadcasters.

Revenue is recognized when services have been provided, the costs incurred can be measured reliably and we are not obliged to provide any future services. Prepayments are deferred and amortized on a straight-line basis over the service period.

When free or discounted service periods or other customer incentives are offered to customers in relation to a subscription, we recognize the total amount of billable revenue that we expect to receive from customers in equal monthly installments over the term of the contract provided that we have the enforceable and contractual right to deliver products to the customer after the promotional period. If free months are given without a contract at the beginning of a subscription period, we do not recognize revenue during the free months as the customer’s continuance is not assured.

For multiple element arrangements, the recognition criteria of revenue are applied to the separately identifiable components of the transaction. A component within an arrangement is separated if it has standalone value to the customer and if its fair value can be measured reliably. The fair value of the consideration received or receivable is allocated to the separate components of the arrangement using the residual fair value method.

Revenue resulting from the sale of goods is realized when the significant risks and rewards of ownership are transferred to the customer.

Installation fees generally are recognized as services are rendered.

For information regarding our policy for allocating product revenue, see *Segments* below.

Income taxes

Current taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities at undiscounted values. The tax rates and tax laws used to compute the amounts are those that are enacted or substantively enacted as of the balance sheet date.

Deferred taxes

Generally, deferred taxes are recognized for any temporary differences between the tax base and the EU-IFRS base, except in situations where goodwill is not recognized for tax purposes.

Deferred tax assets are recognized for deductible temporary differences and tax loss and interest carryforwards, if it is probable that future taxable earnings will be available against which the unused tax losses or temporary differences can be utilized. However, deferred tax assets are not recognized if the deferred tax asset arises from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction affects neither accounting earnings nor taxable earnings.

The recoverability of the carrying value of deferred taxes is determined based on management's estimates of future taxable earnings. If it is no longer probable that enough future taxable earnings will be available against which the unused tax losses or temporary differences can be used, an impairment in a corresponding amount is recognized on the deferred tax assets.

Deferred taxes are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted as of the balance sheet date. Deferred taxes are not discounted.

If the changes in the value of assets or liabilities are recognized in a separate component of equity, the change of value of the corresponding deferred tax assets and liabilities are also recognized in this separate component of equity (instead of income tax expense).

Deferred tax assets and liabilities are offset in our consolidated balance sheets if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

For additional information concerning our income taxes, see note 14.

Segments

We operate in one segment in the country of Germany, within which we provide video, broadband internet, fixed-line telephony and mobile services to residential and business customers.

Our revenue by major category is as follows:

	Year ended December 31, 2014	2013	2012
	in millions		
Subscription revenue (a):			
Video	€ 972.4	€ 969.1	€ 948.6
Broadband internet	447.4	363.4	283.8
Fixed-line telephony	420.7	391.7	346.4
Cable subscription revenue	1,840.5	1,724.2	1,578.8
Mobile subscription (b)	18.7	14.8	9.6
Total subscription revenue	1,859.2	1,739.0	1,588.4
Non-subscription revenue (c)	193.1	188.4	213.2
Total revenue	€ 2,052.3	€ 1,927.4	€ 1,801.6

(a) Subscription revenue includes amounts received from subscribers for ongoing services, excluding installation fees and late fees. Subscription revenue from subscribers who purchase bundled services at a discounted rate is generally allocated proportionally to each service based on the standalone price for each individual service. As a result, changes in the standalone pricing of our cable and mobile products or the composition of bundles can contribute to changes in our product revenue categories from period to period.

(b) Mobile subscription revenue excludes mobile interconnect revenue of €1.3 million, €1.1 million and €0.5 million, respectively. Mobile interconnect revenue is included in non-subscription revenue.

(c) Non-subscription revenue includes carriage fee, installation and interconnect revenue. In addition, non-subscription revenue includes business-to-business (B2B) revenue from business broadband internet, video, voice, wireless and data services offered to medium to large enterprises and, on a wholesale basis, to other operators. We also provide services to certain small office and home office (SOHO) subscribers. SOHO subscribers pay a premium price to receive enhanced service levels along with video, broadband internet, fixed-line telephony or mobile services that are similar to the mass marketed products offered to our residential subscribers. Revenue from SOHO subscribers, which aggregated €19.9 million, €11.5 million and €5.4 million, respectively, is included in cable subscription revenue.

(4) Financial Risk Management

Overview

We have exposure to the following risks that arise from our financial instruments:

- Credit Risk
- Liquidity Risk
- Market Risk

Our exposure to each of these risks, the policies and procedures that we use to manage these risks and our approach to capital management are discussed below in this note. As a subsidiary of Liberty Global, our approach to the management of these risks is integrated with Liberty Global's overall risk management policies and procedures.

Credit Risk

Credit risk is the risk that we would experience financial loss if our customers or the counterparties to our derivative and other financial instruments, undrawn debt facilities and cash investments were to default on their obligations to us.

We manage the credit risks associated with our trade receivables by performing credit verifications, following established dunning procedures and engaging collection agencies. We also manage this risk by disconnecting services to customers whose accounts are delinquent. Concentration of credit risk with respect to trade receivables is limited due to the large number of customers.

We manage the credit risks associated with our derivative and other financial instruments, cash investments and undrawn debt facilities primarily through the evaluation and monitoring of the creditworthiness of, and concentration of risk with, the respective counterparties. Most of our cash currently is invested in overnight deposits with banks having a minimum credit rating of A by Standard & Poor's or an equivalent rating by Moody's Investor Service. To date, neither the access to nor the value of our cash and cash equivalent balances have been adversely impacted by liquidity problems of financial institutions. Collateral is generally not posted by either party under the derivative instruments of our company.

We have entered into derivative instruments under master agreements with each counterparty that contain master netting arrangements that are applicable in the event of early termination by either party to such derivative instrument.

Under our derivative contracts, it is generally only the non-defaulting party that has a contractual option to exercise early termination rights upon the default of the other counterparty and to set off other liabilities against sums due upon such termination. However, in an insolvency of a derivative counterparty, under the laws of certain jurisdictions, the defaulting counterparty or its insolvency representatives may be able to compel the termination of one or more derivative contracts and trigger early termination payment liabilities payable by us, reflecting any mark-to-market value of the contracts for the counterparty. Alternatively, or in addition, the insolvency laws of certain jurisdictions may require the mandatory set off of amounts due under such derivative contracts against present and future liabilities owed to us under other contracts between us and the relevant counterparty. Accordingly, it is possible that we may be subject to obligations to make payments, or may have present or future liabilities owed to us partially or fully discharged by set off as a result of such obligations, in the event of the insolvency of a derivative counterparty, even though it is the counterparty that is in default and not us. To the extent that we are required to make such payments, our ability to do so will depend on our liquidity and capital resources at the time. In an insolvency of a defaulting counterparty, we will be an unsecured creditor in respect of any amount owed to us by the defaulting counterparty, except to the extent of the value of any collateral we have obtained from that counterparty.

In addition, where a counterparty is in financial difficulty, under the laws of German jurisdictions, the relevant regulators may be able to (i) compel the termination of one or more derivative instruments, determine the settlement amount and/or compel, without any payment, the partial or full discharge of liabilities arising from such early termination that are payable by the relevant counterparty or (ii) transfer the derivative instruments to an alternative counterparty.

Although we actively monitor the creditworthiness of our key vendors, the financial failure of a key vendor could disrupt our operations and have an adverse impact on our revenue and cash flows.

While we currently have no specific concerns about the creditworthiness of any counterparty for which we have material credit risk exposures, the current economic conditions and uncertainties in global financial markets have increased the credit risk of our counterparties and we cannot rule out the possibility that one or more of our counterparties could fail or otherwise be unable to meet its obligations to us. Any such instance could have an adverse effect on our cash flows, results of operations and financial condition. In this regard, (i) the financial failure of any of our counterparties could reduce amounts available under committed credit facilities and adversely impact our ability to access cash deposited with any failed financial institution, thereby causing a default under one or more derivative contracts, and (ii) tightening of the credit markets could adversely impact our ability to access debt financing on favorable terms, or at all.

Our maximum exposure to credit risk is represented by the carrying amounts of our financial assets, excluding our related-party loans receivable. For information concerning these carrying amounts, see note 6. Due to the related-party nature of the UPC Germany Loan Receivable and UMI Loan Receivable (each as defined and described in note 16), we have not considered these financial instruments in our credit risk assessment.

Liquidity Risk

Liquidity risk is the risk that we will encounter difficulty in meeting our financial obligations. We evaluate our liquidity risks at the parent (Unitymedia KabelBW) and operating subsidiary levels. As a holding company, our primary assets other than cash and cash equivalents are our investments in consolidated subsidiaries. Our ability to access the financial assets of our operating subsidiaries is restricted by the terms of the indentures for debt instruments. Tax considerations and other factors may also limit our ability to access the financial assets of our subsidiaries.

Our sources of liquidity at the parent level include (i) our cash and cash equivalents, (ii) amounts due under the UPC Germany Loan Receivable (as defined and described in note 16), (iii) funding from UPC Germany (and ultimately from Liberty Global or other Liberty Global subsidiaries) in the form of loans or contributions, as applicable, and (iv) subject to certain restrictions as noted above, proceeds in the form of distributions or loans from Unitymedia Hessen, Unitymedia NRW, KBW or other subsidiaries. At December 31, 2014, substantially all of our consolidated cash and cash equivalents was held by our subsidiaries.

In addition to cash and cash equivalents, the primary sources of liquidity of Unitymedia Hessen, Unitymedia NRW, KBW and our other operating subsidiaries is cash provided by operations and, in the case of Unitymedia Hessen and Unitymedia NRW, any borrowing availability under the Unitymedia KabelBW Revolving Credit Facilities (as defined and described in note 13). At December 31, 2014, we had aggregate borrowing capacity of €220.0 million under the Unitymedia KabelBW Revolving Credit Facilities. For information regarding limitations on the borrowing availability of the Unitymedia KabelBW Revolving Credit Facilities, see note 13.

The ongoing cash needs of Unitymedia KabelBW include (i) corporate general and administrative expenses and (ii) interest payments on outstanding debt. From time to time, Unitymedia KabelBW may also require cash in connection with (a) the repayment of outstanding debt, (b) the satisfaction of contingent liabilities or (c) acquisitions and other investment opportunities. No assurance can be given that funding from UPC Germany (and ultimately from Liberty Global or other Liberty Global subsidiaries), our subsidiaries or external sources would be available on favorable terms, or at all.

The liquidity of Unitymedia Hessen, Unitymedia NRW, KBW and our other operating subsidiaries generally is used to fund capital expenditures, debt service requirements and other liquidity requirements that may arise from time to time. Our subsidiaries may also require funding in connection with (i) the repayment of outstanding debt, (ii) acquisitions and other investment opportunities or (iii) distributions or loans to Unitymedia KabelBW (and ultimately to Liberty Global or other Liberty Global subsidiaries). No assurance can be given that any external funding would be available to our subsidiaries on favorable terms, or at all.

Our most significant financial obligations are our debt obligations (as described in note 13). The terms of our debt instruments contain certain restrictions, including covenants that restrict our ability to incur additional debt. As a result, additional debt financing is only a potential source of liquidity if the incurrence of any new debt is permitted by the terms of our existing debt instruments.

Our ability to service or refinance our debt and to maintain compliance with our leverage covenants is dependent primarily on our ability to maintain or increase the Adjusted EBITDA of our operating subsidiaries and to achieve adequate returns on our capital expenditures and acquisitions. Our ability to maintain or increase cash from our operations will depend on our future operating performance, which is in turn dependent, to some extent, on general economic, financial, competitive, market, regulatory and other factors, many of which are beyond our control. In addition, our ability to obtain additional debt financing is limited by the leverage covenants contained in our and our subsidiaries' various debt instruments. In this regard, if our Adjusted EBITDA were to decline, we could be required to repay or limit our borrowings under the Unitymedia KabelBW Revolving Credit Facilities in order to maintain compliance with applicable covenants. No assurance can be given that we would have sufficient sources of liquidity, or that any external funding would be available on favorable terms, or at all, to fund any such required repayment. As we use the term, Adjusted EBITDA is defined as EBITDA before share-based compensation, impairment, restructuring and other operating items, net and related-party fees and allocations.

We believe that our cash and cash equivalents, the UPC Germany Loan Receivable, the cash provided from the operations of our subsidiaries and any available borrowings under the Unitymedia KabelBW Revolving Credit Facilities will be sufficient to fund our currently anticipated working capital needs, capital expenditures and debt service requirements during the next 12 months, although no assurance can be given that this will be the case. However, as our debt matures in later years, we anticipate that we will seek to refinance or otherwise extend our debt maturities. No assurance can be given that we will be able to complete refinancing transactions or otherwise extend our debt maturities. In this regard, it is not possible to predict how economic conditions, sovereign debt concerns and/or any adverse regulatory developments could impact the credit markets we access and accordingly, our future liquidity and financial position. However, (i) the financial failure of any of our counterparties could (a) reduce amounts available under committed credit facilities and (b) adversely impact our ability to access cash deposited with any failed financial institution and (ii) tightening of the credit markets could adversely impact our ability to access debt financing on favorable terms, or at all. In addition, sustained or increased competition, particularly in combination with adverse economic or regulatory developments, could have an unfavorable impact on our cash flows and liquidity.

We and Liberty Global use budgeting and cash flow forecasting tools seeking to ensure that we will have sufficient resources to timely meet our liquidity requirements. We and Liberty Global also maintain a liquidity reserve to provide for unanticipated cash outflows.

The following table shows the timing of expected payments based on the contractually agreed upon terms for our financial liabilities as of December 31, 2014:

	Payments due during:						
	2015	2016	2017	2018	2019	Thereafter	Total
				in millions			
Debt principal:							
Third-party	€ 376.5	€ —	€ —	€ —	€ —	€ 6,117.7	€ 6,494.2
Related-party	—	—	—	—	—	755.6	755.6
Debt interest (a):							
Third-party	320.3	357.3	357.3	357.3	357.3	1,490.5	3,240.0
Related-party	70.0	70.0	70.0	70.0	70.0	699.6	1,049.6
Finance lease obligations:							
Principal	0.1	0.3	0.3	0.3	0.3	3.9	5.2
Interest (a)	0.5	0.5	0.4	0.4	0.4	2.2	4.4
Accrued liabilities (including related-party accrued liabilities)	232.4	—	—	—	—	—	232.4
Accounts payable (including related-party accounts payable)	87.2	—	—	—	—	—	87.2
Total	€ 1,087.0	€ 428.1	€ 428.0	€ 428.0	€ 428.0	€ 9,069.5	€ 11,868.6

(a) Amounts are based on interest rates, interest payment dates and contractual maturities in effect as of December 31, 2014. These amounts are presented for illustrative purposes only and will likely differ from the actual cash payments required in future periods. In addition, the amounts presented do not include the impact of our derivative agreements, deferred financing costs, premiums and discounts or commitment fees, all of which affect our overall cost of borrowing.

Market Risk

Because we have certain debt that is denominated in United States (U.S.) dollars and other debt that has a floating interest rate, we are exposed to market risks relating to fluctuations in the foreign exchange rate between the U.S. dollar and the euro and changes in the EURIBOR. Each of these risks is discussed below.

Interest rate risk

Our exposure to market risk for changes in interest rates relates primarily to the Unitymedia KabelBW Revolving Credit Facilities, and to the extent any amounts are drawn, vendor financing arrangements.

With respect to our fixed-rate debt, changes in interest rates will impact the fair value of the debt instrument but not our cash flows. If, however, we were to refinance our fixed rate debt, we would be exposed to interest rate risk with respect to the debt we would incur. While we and Liberty Global typically strive to mitigate this risk by refinancing well before the debt matures, no assurance can be given that we would be able obtain new debt financing on terms that are as attractive as our existing debt, or at all. As we do not carry our debt at fair value, changes in the fair value of our debt typically would not impact our results of operations.

For purposes of demonstrating the sensitivity of the interest expense on the Unitymedia KabelBW Revolving Credit Facilities to changes in interest rates, we present the change that would result from a hypothetical instantaneous change in the 3-month EURIBOR of 50 basis points (0.50%) as of December 31, 2014, holding all other variables constant. This sensitivity analysis assumes that this hypothetical rate was in effect, and that all of the available borrowings under the Unitymedia KabelBW Revolving Credit Facilities were outstanding, for the entire year. This analysis is presented for illustrative purposes only. In practice, market rates rarely change in isolation and are likely to be interdependent. The annual impacts of these hypothetical changes in interest rates are as follows:

	Increase of 0.50%		Decrease of 0.50%	
	in millions			
Increase (decrease) in interest expense	€	2.5	€	(2.5)
Increase (decrease) in loss before income taxes	€	2.5	€	(2.5)

Foreign currency risk

We historically have not had, and do not expect in the future to have, material amounts of cash inflows or outflows that are denominated in currencies other than the euro, with the exception of interest and principal payments on the December 2012 UM Dollar Senior Secured Notes, the October 2014 UM Senior Notes and the December 2014 UM Dollar Senior Secured Notes (each as defined and described in note 13) (collectively, the UM Dollar Notes). Accordingly, interest and principal payments related to our UM Dollar Notes represent our only material foreign currency risk. In accordance with our and Liberty Global's risk management policies, we have entered into cross-currency swaps to synthetically convert the interest and principal payments due under the UM Dollar Notes into euros until the first call date of the respective notes.

For purposes of demonstrating the sensitivity of (i) the outstanding principal and accrued interest associated with the UM Dollar Notes and (ii) the fair value of the related cross-currency swaps to changes in foreign currency exchange rates, we present the changes in these items that would result from a hypothetical instantaneous change in the euro to U.S. dollar foreign currency exchange rate of 10% as of December 31, 2014, holding all other variables constant. This sensitivity analysis assumes that the UM Dollar Notes and the related cross-currency swaps were outstanding for the entire year. This analysis is presented for illustrative purposes only. In practice, market rates rarely change in isolation and are likely to be interdependent. The annual impacts of these hypothetical changes in foreign exchange rates are as follows:

	Value of euro relative to U.S. dollar			
	10% increase		10% decrease	
	in millions			
Increase (decrease) in foreign currency transaction gains	€	202.5	€	(202.5)
Decrease (increase) in loss associated with change in fair value of cross-currency swaps		(241.7)		241.7
Decrease (increase) in loss before income taxes	€	(39.2)	€	39.2

Capital Management

We manage our capital to ensure that we will be able to continue as a going concern in order to provide returns for our shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, Liberty Global may determine to cause our company to return capital to our shareholder or make loans to our shareholder or other Liberty Global subsidiaries. In addition, Liberty Global may determine to cause one or more of its subsidiaries to provide funding to our company in the form of loans or capital contributions, as applicable.

We monitor our debt capital on the basis of our leverage covenants. As further discussed above, our ability to service or refinance our debt and to maintain compliance with our leverage covenants is dependent primarily on our ability to maintain or increase the Adjusted EBITDA of our operating subsidiaries and to achieve adequate returns on our capital expenditures and acquisitions. For additional information regarding our debt, see note 13.

(5) Common Control Transfer

In May 2012, in conjunction with the Unitymedia KabelBW Exchange (as defined and described in note 13), UPC Germany completed the KBW Fold-in by transferring its 100% ownership interest in UPC Germany Holdings to Unitymedia Hessen. We have accounted for this common control transfer at carryover basis and, as a result, the applicable prior period information gives effect to the change in reporting entities for all periods during which we and the Kabel BW Group were under the common control of Liberty Global (namely all periods beginning on or after the December 15, 2011 acquisition of a then indirect parent of KBW by a then indirect subsidiary of UPC Germany Holdings).

Consideration for the transfer of all outstanding shares of UPC Germany Holdings to Unitymedia Hessen in the amount of €1,230.0 million was based upon a valuation of UPC Germany Holdings as of the date of transfer. This consideration was settled through a capital transaction that resulted in the issuance of the 2012 Shareholder Loan (as defined and described in note 13) to UPC Germany during the second quarter of 2012.

(6) Derivative Instruments

In general, we seek to enter into derivative instruments to protect against (i) increases in the interest rates on our variable-rate debt, as applicable, and (ii) foreign currency movements, particularly with respect to borrowings that are denominated in a currency other than our functional currency. In this regard, we have entered into various derivative instruments to manage foreign currency exposure with respect to the U.S. dollar.

The following table provides details of the fair values of our derivative instrument assets and liabilities:

	December 31, 2014			December 31, 2013		
	Current (a)	Noncurrent (a)	Total	Current (a)	Noncurrent (a)	Total
			in millions			
Assets:						
Cross-currency derivative contracts (b)	€ 20.4	€ 115.9	€ 136.3	€ 1.7	€ 3.2	€ 4.9
Liabilities:						
Cross-currency derivative contracts (b)	€ —	€ 3.0	€ 3.0	€ 1.3	€ 25.4	€ 26.7

(a) Our current derivative assets and liabilities are included in other current assets and other current liabilities, respectively, and our noncurrent derivative assets and liabilities are included in other noncurrent assets and other noncurrent liabilities, respectively, in our consolidated balance sheets.

(b) We consider credit risk in our fair value assessments. As of December 31, 2014 and 2013, (i) the fair values of our cross-currency derivative contracts that represented assets have been increased (decreased) by credit risk valuation adjustments aggregating (€1.8 million) and €0.1 million, respectively, and (ii) the fair values of our cross-currency derivative contracts that represented liabilities have been reduced by credit risk valuation adjustments aggregating €1.3 million and €3.7 million, respectively. The adjustments to our derivative assets relate to credit risk associated with counterparty nonperformance and the adjustments to our derivative liabilities relate to credit risk associated with our own nonperformance. In all cases, the adjustments take into account offsetting liability or asset positions within a given contract. Our determination of credit risk valuation adjustments generally is based on our and our counterparties' credit risks, as observed in the credit default swap market. The changes in the credit risk valuation adjustments associated with our cross-currency and interest rate derivative contracts resulted in net gains (losses) of (€4.4 million), €6.6 million and €6.7 million during 2014, 2013 and 2012, respectively. These amounts are included in realized and unrealized gains (losses) on derivative instruments, net, in our consolidated statements of operations. For further information concerning our fair value measurements, see note 7.

The details of our realized and unrealized gains (losses) on derivative instruments, net, are as follows:

	Year ended December 31,		
	2014	2013	2012
		in millions	
Cross-currency derivative contracts	€ 156.9	€ (72.7)	€ (37.5)
Interest rate derivative contracts (a)	—	—	(5.6)
Total	€ 156.9	€ (72.7)	€ (43.1)

(a) During the third quarter of 2012, our interest rate derivative contracts were terminated.

The net cash received or paid related to our derivative instruments is classified as an operating, investing or financing activity in our consolidated statements of cash flows based on the objective of the derivative instrument and the classification of the applicable underlying cash flows. For derivative contracts that are terminated prior to maturity, the cash received or paid upon termination that relates to future periods is classified as a financing activity. The classification of these cash inflows (outflows) is as follows:

	Year ended December 31,		
	2014	2013	2012
		in millions	
Operating activities	€ 1.8	€ 2.3	€ 0.8
Financing activities	—	—	(12.3)
Total	€ 1.8	€ 2.3	€ (11.5)

The terms of our outstanding cross-currency swap contracts at December 31, 2014 are as follows:

Final maturity date (a)	Notional amount due from counterparty	Notional amount due to counterparty	Interest rate due from counterparty	Interest rate due to counterparty
	in millions			
January 2023	$ 1,652.9	€ 1,252.5	5.67%	4.50%
January 2021	$ 797.1	€ 546.5	5.50%	5.60%

(a) The notional amount of multiple derivative instruments that mature within the same calendar month are shown in the aggregate and interest rates are presented on a weighted average basis.

(7) Fair Value Measurements

Our derivative instruments are the only financial instruments that are accounted for at fair value as of December 31, 2014. The reported fair values of our derivative instruments as of December 31, 2014 likely will not represent the value that will be paid or received upon the ultimate settlement or disposition of these derivative instruments, as we expect that the values realized generally will be based on market conditions at the time of settlement, which may occur at the maturity of the derivative instrument or at the time of the repayment or refinancing of the underlying debt instrument.

We disclose fair value measurements according to a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. Level 1 inputs are quoted market prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 2 inputs are inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability. We record transfers of our derivative instruments in or out of Levels 1, 2 or 3 at the beginning of the quarter during which the transfer occurred. During 2014, no such transfers were made.

All of our Level 2 inputs (interest rate futures, swap rates and certain of the inputs for our weighted average cost of capital calculations) and certain of our Level 3 inputs (credit spreads) are obtained from pricing services. These inputs, or interpolations or extrapolations thereof, are used in our internal models to calculate, among other items, yield curves, forward interest and currency rates and weighted average cost of capital rates. In the normal course of business, we receive market value assessments from the counterparties to our derivative contracts. Although we compare these assessments to our internal valuations and investigate unexpected differences, we do not otherwise rely on counterparty quotes to determine the fair values of our derivative instruments. The midpoints of applicable bid and ask ranges generally are used as inputs for our internal valuations.

As further described in note 6, we have entered into various derivative instruments to manage our foreign currency exchange risk. The recurring fair value measurements of these derivative instruments are determined using discounted cash flow models. All but one of the inputs to these discounted cash flow models consist of, or are derived from, observable Level 2 data for substantially the full term of these derivative instruments. This observable data includes applicable interest rate futures and swap rates, which are retrieved or derived from available market data. Although we may extrapolate or interpolate this data, we do not otherwise alter this data in performing our valuations. We incorporate a credit risk valuation adjustment in our fair value measurements to estimate the impact of both our own nonperformance risk and the nonperformance risk of our counterparties. Our and our counterparties' credit spreads are Level 3 inputs that are used to derive the credit risk valuation adjustments with respect to the valuations of our cross-currency swaps. As we would not expect changes in our or our counterparties' credit spreads to have a significant impact on the valuations of these derivative instruments, we have determined that these valuations fall under Level 2 of the fair value hierarchy. Our credit risk valuation adjustments with respect to our cross-currency swaps are quantified and further explained in note 6.

We do not have any financial instruments that fall under Level 1 or Level 3 of the fair value hierarchy.

Fair value measurements are also used in connection with nonrecurring valuations performed in connection with impairment assessments and acquisition accounting. These nonrecurring valuations include the valuation of our company, customer relationship intangible assets, property and equipment and the implied value of goodwill. The valuation of our company (our only cash-generating unit) is based at least in part on discounted cash flow analyses. With the exception of certain inputs for our weighted average cost of capital and discount rate calculations that are derived from pricing services, the inputs used in our discounted cash flow analyses, such as forecasts of future cash flows, are based on our assumptions. The valuation of customer relationships is primarily based on an excess earnings methodology, which is a form of a discounted cash flow analysis. The excess earnings methodology requires us to estimate the specific cash flows expected from the customer relationship, considering such factors as estimated customer life, the revenue expected to be generated over the life of the customer, contributory asset charges and other factors. Tangible assets are typically valued using a replacement or reproduction cost approach, considering factors such as current prices of the same or similar equipment, the age of the equipment and economic obsolescence. The implied value of goodwill is determined by allocating the fair value of our company to all of the assets and liabilities of that unit as if the reporting unit had been acquired in a business combination, with the residual amount allocated to goodwill. All of our nonrecurring valuations use significant unobservable inputs and therefore fall under Level 3 of the fair value hierarchy. We performed nonrecurring fair value measurements in connection with our October 1, 2014 impairment test.

The fair values of financial assets and liabilities, together with the carrying amounts shown in our consolidated balance sheets, are as follows:

		December 31, 2014		December 31, 2013	
	Category (a)	Carrying amount	Fair value	Carrying amount	Fair value
		in millions			
Assets carried at fair value - derivative financial instruments	I	€ 136.3	€ 136.3	€ 4.9	€ 4.9
Assets carried at cost or amortized cost:					
Trade receivables and unbilled revenue	II	€ 123.1	€ 123.1	€ 111.5	€ 111.5
Restricted cash	II	1.6	€ 1.6	1.6	€ 1.6
Loan receivable – related-party	II	859.7	(b)	413.2	(b)
Other current and noncurrent financial assets	II	46.3	€ 46.3	44.5	€ 44.5
Cash and cash equivalents	II	14.4	€ 14.4	13.6	€ 13.6
Total assets carried at cost or amortized cost		€ 1,045.1		€ 584.4	
Liabilities carried at fair value - derivative financial instruments	I	€ 3.0	€ 3.0	€ 26.7	€ 26.7
Liabilities carried at cost or amortized cost:					
Debt obligations	III	€ 6,545.1	€ 8,385.0	€ 5,640.3	€ 5,983.1
Loans payable – related-party	III	871.9	(b)	1,219.5	(b)
Accrued liabilities (including related-party)	III	232.4	€ 232.4	194.5	€ 194.5
Accounts payable and other liabilities (including related-party accounts payable)	III	88.0	€ 88.0	92.6	€ 92.6
Finance lease obligations	V	5.2	€ 5.2	5.6	€ 5.6
Total liabilities carried at cost or amortized cost		€ 7,742.6		€ 7,152.5	

(a) Pursuant to IAS 39, category I refers to financial assets and liabilities held for trading, category II refers to loans and receivables, category III refers to financial liabilities measured at amortized cost and category IV refers to derivatives designated as hedging instruments. Category V refers to finance leases outside the scope of IAS 39.

(b) Due to the related-party nature of these loans, the fair value is not subject to reasonable estimation.

Pre-tax amounts recognized in our consolidated statements of operations for 2014, 2013 and 2012 related to our financial assets and liabilities are as follows:

	Interest income	Interest expense	Other statement of operations effects (a)	Impact on loss before income taxes
	in millions			
Year ended December 31, 2014:				
Derivative assets carried at fair value through our consolidated statement of operations	€ —	€ —	€ 133.8	€ 133.8
Assets carried at cost or amortized cost:				
Trade receivables (b)	0.9	—	(10.5)	(9.6)
Loan receivable – related-party	16.8	—	—	16.8
Cash and cash equivalents	—	—	0.8	0.8
Derivative liabilities carried at fair value through our consolidated statement of operations	—	—	23.1	23.1
Liabilities carried at cost or amortized cost	—	(520.6)	(291.9)	(812.5)
	€ 17.7	€ (520.6)	€ (144.7)	€ (647.6)
Year ended December 31, 2013:				
Derivative assets carried at fair value through our consolidated statement of operations	€ —	€ —	€ (51.6)	€ (51.6)
Assets carried at cost or amortized cost:				
Trade receivables (b)	0.7	—	(14.4)	(13.7)
Loan receivable – related-party	8.0	—	—	8.0
Derivative liabilities carried at fair value through our consolidated statement of operations	—	—	(21.1)	(21.1)
Liabilities carried at cost or amortized cost	—	(525.2)	(35.7)	(560.9)
	€ 8.7	€ (525.2)	€ (122.8)	€ (639.3)
Year ended December 31, 2012:				
Derivative assets carried at fair value through our consolidated statement of operations	€ —	€ —	€ (31.8)	€ (31.8)
Assets carried at cost or amortized cost:				
Trade receivables (b)	—	—	(8.9)	(8.9)
Loan receivable – related-party	2.7	—	—	2.7
Derivative liabilities carried at fair value through our consolidated statement of operations	—	—	(11.3)	(11.3)
Liabilities carried at cost or amortized cost	—	(522.1)	(123.5)	(645.6)
	€ 2.7	€ (522.1)	€ (175.5)	€ (694.9)

(a) Except as noted in (b) below, amounts are included in net financial and other expense in our consolidated statements of operations.

(b) The other statement of operations effects for trade receivables represent provisions for impairment of trade receivables and are included in OpEx in our consolidated statements of operations.

(8) Long-lived Assets

Property and Equipment, Net

Changes during 2014 and 2013 in the carrying amounts of our property and equipment, net, are as follows:

	Cable distribution systems	Customer premises equipment	Support equipment, buildings and land	Total
		in millions		
Cost:				
January 1, 2014	€ 3,947.4	€ 465.3	€ 187.7	€ 4,600.4
Additions	254.9	109.5	27.7	392.1
Retirements and disposals	(11.8)	(102.3)	(10.3)	(124.4)
Impairment	(2.1)	—	—	(2.1)
December 31, 2014	€ 4,188.4	€ 472.5	€ 205.1	€ 4,866.0
Accumulated depreciation:				
January 1, 2014	€ 930.9	€ 198.0	€ 67.8	€ 1,196.7
Depreciation	346.2	86.9	31.5	464.6
Retirements and disposals	(11.8)	(102.3)	(10.3)	(124.4)
December 31, 2014	€ 1,265.3	€ 182.6	€ 89.0	€ 1,536.9
Property and equipment, net:				
December 31, 2014	€ 2,923.1	€ 289.9	€ 116.1	€ 3,329.1

	Cable distribution systems	Customer premises equipment	Support equipment, buildings and land	Total
		in millions		
Cost:				
January 1, 2013	€ 3,749.2	€ 368.1	€ 185.4	€ 4,302.7
Additions	229.7	116.6	20.9	367.2
Retirements and disposals	(31.5)	(14.1)	(7.0)	(52.6)
Reclassification to intangible assets	—	—	(11.6)	(11.6)
Impairment	—	(5.3)	—	(5.3)
December 31, 2013	€ 3,947.4	€ 465.3	€ 187.7	€ 4,600.4
Accumulated depreciation:				
January 1, 2013	€ 639.0	€ 135.9	€ 47.4	€ 822.3
Depreciation	323.4	76.2	27.4	427.0
Retirements and disposals	(31.5)	(14.1)	(7.0)	(52.6)
December 31, 2013	€ 930.9	€ 198.0	€ 67.8	€ 1,196.7
Property and equipment, net:				
December 31, 2013	€ 3,016.5	€ 267.3	€ 119.9	€ 3,403.7

During 2014 and 2013, no borrowing costs were capitalized.

Most of our property and equipment is pledged as security under our various debt instruments. For additional information, see note 13.

Goodwill

We performed our annual review for impairment as of October 1, 2014 and we concluded that the full amount of our goodwill was recoverable. The key assumptions for the value in use calculations used to determine the recoverable amount are those regarding weighted average cost of capital (WACC) and discount rates and estimated changes to selling prices, product offerings and direct costs during the period. These key assumptions were primarily derived from internal sources and external market data and are based on past experience including estimates on the development of revenue and direct costs, customer acquisition and retention costs, churn rates, capital expenditures, market share and growth rates. The calculation uses cash flow projections based on financial budgets approved by management, and projections or extrapolations of our long range plan through 2024. A WACC of 9.1% was applied to the projected cash flows based on the current market assessments of the time value of money and the risks specific to our company and our business plan. Cash flows beyond the 10-year period have been extrapolated using a steady 2.5% growth rate based on historical experience. A period of 10 years prior to implementing a continuing growth rate in the cash flow model is deemed reasonable due to the long-term capital intensive nature of our industry. We believe that any reasonably possible changes in the key assumptions on which the recoverable amount is based would not cause the carrying amount of our goodwill to exceed its recoverable amount.

The carrying amount of goodwill was unchanged during 2014 and 2013.

Intangible Assets Subject to Amortization, Net

Changes during 2014 and 2013 in the carrying amounts of our finite-lived intangible assets are as follows:

	Customer relationships	Subscriber acquisition costs	Other (a)	Total
	in millions			
Cost:				
January 1, 2014	€ 1,358.6	€ 100.5	€ 117.4	€ 1,576.5
Additions	—	74.0	43.7	117.7
Retirements and disposals	—	(46.6)	(14.5)	(61.1)
December 31, 2014	€ 1,358.6	€ 127.9	€ 146.6	€ 1,633.1
Accumulated amortization:				
January 1, 2014	€ 510.8	€ 46.0	€ 47.8	€ 604.6
Amortization	161.8	58.5	34.5	254.8
Retirements and disposals	—	(46.6)	(14.5)	(61.1)
December 31, 2014	€ 672.6	€ 57.9	€ 67.8	€ 798.3
Intangible assets subject to amortization, net:				
December 31, 2014	€ 686.0	€ 70.0	€ 78.8	€ 834.8

(a) Primarily includes computer software costs and trade names.

	Customer relationships	Subscriber acquisition costs	Other (a)	Total
		in millions		
Cost:				
January 1, 2013	€ 1,358.6	€ 72.8	€ 90.1	€ 1,521.5
Additions	—	69.7	41.8	111.5
Retirements and disposals	—	(42.0)	(26.1)	(68.1)
Reclassification from property and equipment	—	—	11.6	11.6
December 31, 2013	€ 1,358.6	€ 100.5	€ 117.4	€ 1,576.5
Accumulated amortization:				
January 1, 2013	€ 349.1	€ 29.1	€ 42.9	€ 421.1
Amortization	161.7	58.9	31.0	251.6
Retirements and disposals	—	(42.0)	(26.1)	(68.1)
December 31, 2013	€ 510.8	€ 46.0	€ 47.8	€ 604.6
Intangible assets subject to amortization, net:				
December 31, 2013	€ 847.8	€ 54.5	€ 69.6	€ 971.9

(a) Primarily includes computer software costs and trade names.

(9) Trade Receivables and Unbilled Revenue, Net

The details of our trade receivables and unbilled revenue are set forth below:

	December 31, 2014	December 31, 2013
	in millions	
Trade receivables, gross	€ 58.3	€ 56.7
Allowance for impairment of trade receivables	(11.2)	(10.4)
Trade receivables, net	47.1	46.3
Unbilled revenue	76.0	65.2
Trade receivables and unbilled revenue, net	€ 123.1	€ 111.5
Noncurrent unbilled revenue (a)	€ 4.2	€ 4.4
Current trade receivables and unbilled revenue, net	€ 118.9	€ 107.1

(a) Noncurrent unbilled revenue, which primarily results from revenue accrued for free and discounted services and other customer incentives during promotional periods, is included in other noncurrent assets in our consolidated balance sheets.

The detailed aging of current trade receivables and related impairment amounts as of December 31, 2014 and 2013 is set forth below:

	December 31, 2014		December 31, 2013	
	Gross trade receivables	Allowance for impairment	Gross trade receivables	Allowance for impairment
	in millions			
Days past due:				
Current	€ 12.2	€ —	€ 11.6	€ —
1 - 30	24.5	0.6	18.2	0.3
31 - 60	6.4	1.3	7.9	0.2
61 - 90	3.4	0.7	6.4	1.1
Over 90	11.8	8.6	12.6	8.8
Total	€ 58.3	€ 11.2	€ 56.7	€ 10.4

At December 31, 2014 and 2013, a total of €34.9 million and €34.7 million, respectively, was past due but not impaired. With respect to these trade receivables, there are no indications that the subscribers will not meet their payment obligations.

The following table shows the development of the allowance for impairment of trade receivables:

	2014	2013
	in millions	
Allowance at January 1	€ 10.4	€ 9.9
Provisions for impairment of receivables	10.5	14.4
Write-offs of receivables	(9.7)	(13.9)
Allowance at December 31	€ 11.2	€ 10.4

When a trade receivable is uncollectible, it is written off against the allowance account. Provisions for impairment of trade receivables are included in OpEx in our consolidated statements of operations. We do not hold trade receivables in any foreign currencies.

(10) Other Noncurrent Assets

The details of our other noncurrent assets are set forth as follows:

	December 31, 2014	December 31, 2013
	in millions	
Derivative instruments	€ 115.9	€ 3.2
Loan receivable – related-party (a)	27.5	33.0
Prepaid fiber leases	10.4	13.1
Unbilled revenue	4.2	4.4
Restricted cash	1.6	1.6
Other	8.7	6.9
Total other noncurrent assets	€ 168.3	€ 62.2

(a) Amounts represent the UMI Loan Receivable (as defined and described in note 16).

(11) Accrued Liabilities, Third-Party

The details of our accrued liabilities, third-party, are set forth as follows:

	December 31, 2014	December 31, 2013
	in millions	
Accrued expenses (other than payroll related accruals)	€ 138.1	€ 123.5
Accrued capital expenditures	36.4	28.0
Accrued payroll related compensation and benefits	25.4	21.8
Total accrued liabilities, third-party	€ 199.9	€ 173.3

(12) Provisions

The details of our provisions are set forth as follows:

	December 31, 2014	December 31, 2013
	in millions	
Net pension liability	€ 29.1	€ 24.2
Other	25.5	25.1
Total provisions	€ 54.6	€ 49.3
Current portion	€ 23.0	€ 23.5
Noncurrent portion	€ 31.6	€ 25.8

The following table shows the development of provisions:

	Net pension liability	Other	Total
		in millions	
January 1, 2014	€ 24.2	€ 25.1	€ 49.3
Additions	5.3	16.2	21.5
Releases	(0.2)	(12.8)	(13.0)
Cash payments	(0.2)	(3.0)	(3.2)
December 31, 2014	€ 29.1	€ 25.5	€ 54.6
January 1, 2013	€ 22.1	€ 19.8	€ 41.9
Additions	2.3	10.3	12.6
Releases	(0.2)	(3.4)	(3.6)
Cash payments	—	(1.6)	(1.6)
December 31, 2013	€ 24.2	€ 25.1	€ 49.3

Employee benefit-related expenses associated with our (i) contributions to the German statutory pension system, (ii) defined contribution plan, (iii) defined benefit pension plan and (iv) direct insurance aggregated €19.9 million, €17.2 million and €16.1 million during 2014, 2013 and 2012, respectively.

(13) Debt and Finance Lease Obligations

The euro equivalents of the components of our consolidated debt and finance lease obligations are as follows:

	December 31, 2014			Estimated fair value (a)		Carrying value (b)	
	Interest rate (c)	Borrowing currency	Euro equivalent	December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
				in millions			
Third-party debt:							
Parent:							
2009 UM Senior Notes (d)	—%	€ —	€ —	€ —	€ 738.6	€ —	€ 654.0
UM Senior Exchange Notes (e)	9.500%	€ 618.0	618.0	837.9	719.6	616.6	616.5
October 2014 UM Senior Notes (e)	6.125%	$ 900.0	743.8	932.6	—	743.8	—
Subsidiaries:							
UM Euro Senior Secured Exchange Notes (d)	—%	€ —	—	—	801.3	—	740.3
UM Dollar Senior Secured Exchange Notes (d)	—%	$ —	—	—	361.8	—	338.3
September 2012 UM Senior Secured Notes (e)	5.500%	€ 650.0	650.0	843.5	671.5	650.0	650.0
December 2012 UM Dollar Senior Secured Notes (e)	5.500%	$ 1,000.0	826.4	1,046.3	707.1	826.4	725.2
December 2012 UM Euro Senior Secured Notes (e)	5.750%	€ 500.0	500.0	657.9	517.5	500.0	500.0
January 2013 UM Senior Secured Notes (e)	5.125%	€ 500.0	500.0	646.6	500.6	500.0	500.0
April 2013 UM Senior Secured Notes (e)	5.625%	€ 350.0	350.0	461.1	355.5	350.0	350.0
November 2013 UM Senior Secured Notes (e)	6.250%	€ 475.0	475.0	654.5	470.5	475.0	475.0
December 2014 UM Euro Senior Secured Notes (e)	4.000%	€ 1,000.0	1,000.0	1,237.2	—	1,000.0	—
December 2014 UM Dollar Senior Secured Notes (e)	5.000%	$ 550.0	454.5	551.7	—	454.5	—
UM Senior Secured Facility (f)	2.766%	€ 420.0	420.0	227.5	—	200.0	—
UM Super Senior Secured Facility (f)	2.266%	€ 80.0	80.0	92.0	—	80.0	—
Vendor financing (g)	3.510%	€ 96.5	96.5	96.5	36.0	96.5	36.0
Total third-party debt before transaction costs and accrued interest	5.585%		6,714.2	€ 8,285.3	€ 5,880.0	6,492.8	5,585.3
Transaction costs						(47.4)	(48.1)
Accrued interest - third-party						99.7	103.1
Total third-party debt						6,545.1	5,640.3
Related-party debt (note 16):							
2010 Shareholder Loan (h)	8.125%	€ 183.8	183.8	(h)	(h)	183.8	126.1
2012 Shareholder Loan (i)	9.625%	€ 571.8	571.8	(i)	(i)	571.8	961.4
2013 Shareholder Capex Loan (j)	—%	€ —	—	(j)	(j)	—	11.8
Total related-party debt before accrued interest	9.260%		755.6			755.6	1,099.3
Accrued interest - related-party						116.3	120.2
Total related-party debt						871.9	1,219.5
Total debt	5.968%		€ 7,469.8			7,417.0	6,859.8
Finance lease obligations						5.2	5.6
Total debt and finance lease obligations						7,422.2	6,865.4
Current portion						(476.3)	(139.5)
Noncurrent portion						€ 6,945.9	€ 6,725.9

(a) The estimated fair values of our debt instruments are determined using the average of applicable bid and ask prices (mostly Level 1 of the fair value hierarchy). For additional information concerning fair value hierarchies, see note 7.

(b) Amounts include the impact of discounts, where applicable.

(c) Represents the stated interest rate of the debt instrument as of December 31, 2014 and does not include the impact of our deferred financing costs, original issue premiums or discounts or commitment fees, all of which affect our overall cost of borrowing. Including the effects of derivative instruments, original issue premiums or discounts and commitment fees, but excluding the impact of financing costs, our weighted average interest rate on our aggregate third-party indebtedness was 5.4% at December 31, 2014. For information concerning our derivative instruments, see note 6.

(d) As further described below, during the fourth quarter of 2014, the 2009 UM Senior Notes, UM Euro Senior Secured Exchange Notes and UM Dollar Senior Secured Exchange Notes were redeemed.

(e) We collectively refer to the UM Senior Exchange Notes, the September 2012 UM Senior Secured Notes, the December 2012 UM Senior Secured Notes, the January 2013 UM Senior Secured Notes, the April 2013 UM Senior Secured Notes, the November 2013 UM Senior Secured Notes, the October 2014 UM Senior Notes and the December 2014 UM Senior Secured Notes, each as defined and described below, as the "Unitymedia KabelBW Notes."

(f) At December 31, 2014, our availability under the Unitymedia KabelBW Revolving Credit Facilities (as defined and described below), was limited to €15.1 million. When the December 31, 2014 compliance reporting requirements have been completed and assuming no changes from December 31, 2014 borrowing levels, we anticipate that €123.7 million of the Unitymedia KabelBW Revolving Credit Facilities will be available to be borrowed.

(g) Represents amounts owed pursuant to interest-bearing vendor financing arrangements that are used to finance certain of our property, equipment and intangible additions. These obligations are generally due within one year. At December 31, 2014 and 2013, the amounts owed pursuant to these arrangements include €12.8 million and €5.2 million, respectively, of value-added tax (VAT) that was paid on our behalf by the vendor. Repayments of vendor financing obligations are included in repayments of third-party debt and finance lease obligations in our consolidated statements of cash flows.

(h) Represents a loan payable to our shareholder, UPC Germany, that originated on December 1, 2010 (the 2010 Shareholder Loan). The 2010 Shareholder Loan bears interest at 8.125% per annum and accrued interest is transferred to the loan balance annually on January 1. All principal and accrued interest on this loan (collectively €197.4 million at December 31, 2014) is due and payable on January 1, 2030. The increase in the principal amount during 2014 includes (i) a non-cash increase of €48.8 million related to the settlement of related-party payables and (ii) the transfer of €8.9 million in non-cash accrued interest to the loan balance. The increase in the principal amount of the 2010 Shareholder Loan during 2013 includes (a) a non-cash increase of €50.4 million related to the settlement of related-party payables and (b) the transfer of €5.3 million in non-cash accrued interest to the loan balance. The net decrease in the principal amount of the 2010 Shareholder Loan during 2012 includes (1) cash borrowings of €856.8 million, (2) cash payments of €838.4 million, (3) the conversion of €92.6 million to equity, (4) a €60.1 million non-cash decrease related to settlements against amounts outstanding pursuant to the UPC Germany Loan Receivable (as defined and described in note 16), (5) the transfer of €13.9 million in non-cash accrued interest to the loan balance and (6) a non-cash increase of €11.6 million related to the settlement of related-party payables. The fair value of this loan is not subject to reasonable estimation due to the related-party nature of the loan.

(i) Represents a loan payable to our shareholder, UPC Germany, issued in May 2012 as consideration for all outstanding shares of UPC Germany Holdings transferred in connection with the KBW Fold-in (the 2012 Shareholder Loan). All principal and accrued interest (collectively €674.5 million at December 31, 2014) outstanding under this loan is due and payable on January 1, 2030. Interest accrues on the principal balance at 9.625% per annum, is subject to adjustment annually and is transferred to the loan balance annually on January 1. Amounts outstanding may be converted to equity at the option of UPC Germany. The net decrease in the principal amount during 2014 includes (i) a €500.0 million non-cash decrease related to the settlement of amounts due under the UPC Germany Loan Receivable, as defined and described in note 16, and (ii) the transfer of €110.4 million in non-cash accrued interest to the loan balance. The net decrease in the principal amount during 2013 includes (a) cash payments of €348.3 million and (b) the transfer of €79.7 million in non-cash accrued interest to the loan balance. The fair value of this loan is not subject to reasonable estimation due to the related-party nature of the loan.

(j) Represents a loan payable to our shareholder, UPC Germany, issued in September 2013 (the 2013 Shareholder Capex Loan). The 2013 Shareholder Capex Loan, which was fully repaid during the third quarter of 2014, bore interest at an agreed upon rate (7.500% per annum during all periods that the loan was outstanding). During the third quarter of 2014, we paid €13.2 million to settle outstanding amounts due under the 2013 Shareholder Capex Loan, which consisted of €11.8 million of principal and €1.4 million of accrued and unpaid interest. At December 31, 2013, the fair value of this loan was not subject to reasonable estimation due to the related-party nature of the loan.

Unitymedia KabelBW Notes and KBW Notes

Unitymedia KabelBW Exchange, Special Optional Redemptions and KBW Fold-in. Prior to the exchange and redemption transactions described below, the KBW Notes consisted of (i) UPC Germany HoldCo 1 GmbH's €680.0 million principal amount of 9.5% senior notes due 2021 (the KBW Senior Notes) and (ii) the following notes issued by KBW: (a) €800.0 million principal amount of 7.5% senior secured notes due 2019 (the KBW Euro Senior Secured Notes), (b) $500.0 million (€382.0 million) principal amount of 7.5% senior secured notes due 2019 (the KBW Dollar Senior Secured Notes and, together with the KBW Euro Senior Secured Notes, the KBW Senior Secured Fixed-Rate Notes) and (c) €420.0 million principal amount of senior secured floating-rate notes due 2018 (the KBW Senior Secured Floating-Rate Notes and, together with the KBW Senior Secured Fixed-Rate Notes, the KBW Senior Secured Notes).

In May 2012, we completed (i) the exchange (the Unitymedia KabelBW Exchange) of (a) 90.9% of the outstanding principal amount of the KBW Senior Notes for an equal amount of UM Senior Exchange Notes (as defined and described below) and (b) 92.5% of the outstanding principal amount of the KBW Senior Secured Notes for an equal amount of UM Senior Secured Exchange Notes (as defined and described below), (ii) the redemption (the Special Optional Redemptions) of the remaining KBW Notes that were not exchanged pursuant to the Unitymedia KabelBW Exchange and (iii) the KBW Fold-in. The redemption price with respect to the Special Optional Redemptions was 101% of the applicable principal amount thereof, and such redemptions were initially funded with borrowings under the Unitymedia KabelBW Revolving Credit Facilities (as defined and described below). In connection with these transactions, we recognized a loss on debt modification and extinguishment, net, of €1.1 million representing the redemption premium paid pursuant to the Special Optional Redemptions.

The details of (i) the Unitymedia KabelBW Exchange and (ii) the Special Optional Redemptions are as follows:

KBW Notes	Outstanding principal amount prior to the Unitymedia KabelBW Exchange: Borrowing currency	Outstanding principal amount prior to the Unitymedia KabelBW Exchange: Euro equivalent (a)	Principal amount exchanged pursuant to the Unitymedia KabelBW Exchange: Borrowing currency	Principal amount exchanged pursuant to the Unitymedia KabelBW Exchange: Euro equivalent (a)	Principal amount redeemed pursuant to the Special Optional Redemptions: Borrowing currency	Principal amount redeemed pursuant to the Special Optional Redemptions: Euro equivalent (a)
	in millions					
KBW Senior Notes (b)	€ 680.0	€ 680.0	€ 618.0	€ 618.0	€ 62.0	€ 62.0
KBW Euro Senior Secured Notes (c)	€ 800.0	800.0	€ 735.1	735.1	€ 64.9	64.9
KBW Dollar Senior Secured Notes (d)	$ 500.0	382.0	$ 459.3	350.9	$ 40.7	31.1
KBW Senior Secured Floating-Rate Notes (e)	€ 420.0	420.0	€ 395.9	395.9	€ 24.1	24.1
Total		€ 2,282.0		€ 2,099.9		€ 182.1

(a) Translations are calculated as of the May 4, 2012 transaction date.

(b) The KBW Senior Notes tendered for exchange were exchanged for an equal principal amount of 9.5% senior notes issued by Unitymedia KabelBW due March 15, 2021 (the UM Senior Exchange Notes).

(c) The KBW Euro Senior Secured Notes tendered for exchange were exchanged for an equal principal amount of 7.5% senior secured notes issued by Unitymedia Hessen and Unitymedia NRW (together, the UM Senior Secured Notes Issuers) due March 15, 2019 (the UM Euro Senior Secured Exchange Notes).

(d) The KBW Dollar Senior Secured Notes tendered for exchange were exchanged for an equal principal amount of 7.5% senior secured notes issued by the UM Senior Secured Notes Issuers due March 15, 2019 (the UM Dollar Senior Secured Exchange Notes and, together with the UM Euro Senior Secured Exchange Notes, the UM Senior Secured Fixed-Rate Exchange Notes). During 2014, the UM Senior Secured Fixed-Rate Exchange Notes were redeemed in full as described below.

(e) The KBW Senior Secured Floating-Rate Notes tendered for exchange were exchanged for an equal principal amount of senior secured floating rate notes issued by the UM Senior Secured Notes Issuers due March 15, 2018 (the UM Senior Secured Floating-Rate Exchange Notes and, together with the UM Senior Secured Fixed-Rate Exchange Notes, the UM

Senior Secured Exchange Notes). The UM Senior Secured Floating-Rate Exchange Notes, prior to their redemption as described below, bore interest at a rate of EURIBOR plus 4.25%.

December 2014 UM Senior Secured Notes. On December 17, 2014, the UM Senior Secured Notes Issuers issued (i) €1,000.0 million principal amount of 4.0% senior secured notes due January 15, 2025 (the December 2014 UM Euro Senior Secured Notes) and (ii) $550.0 million (€454.5 million) principal amount of 5.0% senior secured notes due January 15, 2025 (the December 2014 UM Dollar Senior Secured Notes and, together with the December 2014 UM Euro Senior Secured Notes, the December 2014 UM Senior Secured Notes). The net proceeds from the December 2014 UM Senior Secured Notes were used to redeem in full the UM Senior Secured Fixed-Rate Exchange Notes and, subsequent to December 31, 2014, repay the outstanding balance under the UM Super Senior Secured Facility (as defined and described below). In connection with the redemption, we recognized a loss on debt extinguishment of €49.9 million, which includes (a) the payment of €57.0 million of redemption premium, (b) the write-off of €8.6 million of unamortized premium and (c) the write-off of €1.5 million of deferred financing costs.

October 2014 UM Senior Notes. On October 22, 2014, Unitymedia KabelBW issued $900.0 million (€743.8 million) principal amount of 6.125% senior notes due January 15, 2025 (the October 2014 UM Senior Notes). On November 7, 2014, the net proceeds from the October 2014 UM Senior Notes were used to fully redeem the €665.0 million principal amount of 9.625% senior notes (the 2009 UM Senior Notes). In connection with this transaction, we recognized a loss on debt extinguishment of €57.1 million, which includes (i) the payment of €36.0 million of redemption premium, (ii) the write-off of €11.3 million of deferred financing costs and (iii) the write-off of €9.8 million of unamortized discount.

November 2013 UM Senior Secured Notes. On November 21, 2013, the UM Senior Secured Notes Issuers issued €475.0 million principal amount of 6.25% senior secured notes due January 15, 2029 (the November 2013 UM Senior Secured Notes). A portion of the net proceeds from the issuance of the November 2013 UM Senior Secured Notes were used to redeem all of the then outstanding 2009 UM Euro Senior Secured Notes (as defined and described below). In connection with this transaction, we recognized a loss on debt extinguishment of €30.8 million, which includes (i) the payment of €18.2 million of redemption premium and (ii) the write-off of €12.6 million associated with deferred financing costs and unamortized discount.

April 2013 UM Senior Secured Notes. On April 16, 2013, the UM Senior Secured Notes Issuers issued €350.0 million principal amount of 5.625% senior secured notes due April 15, 2023 (the April 2013 UM Senior Secured Notes).

January 2013 UM Senior Secured Notes. On January 21, 2013, the UM Senior Secured Notes Issuers issued €500.0 million principal amount of 5.125% senior secured notes due January 21, 2023 (the January 2013 UM Senior Secured Notes). The net proceeds from the issuance of the January 2013 UM Senior Secured Notes were used to redeem a portion of the €1,430.0 million principal amount of 8.125% senior secured notes (the 2009 UM Euro Senior Secured Notes). In connection with this transaction, we recognized a loss on debt extinguishment of €52.6 million, which includes (i) the payment of €37.4 million of redemption premium and (ii) the write-off of €15.2 million associated with deferred financing costs and unamortized discount.

December 2012 UM Senior Secured Notes. On December 14, 2012, the UM Senior Secured Notes Issuers issued $1.0 billion (€826.4 million) principal amount of 5.5% senior secured notes due January 15, 2023 (the December 2012 UM Dollar Senior Secured Notes) and €500.0 million principal amount of 5.75% senior secured notes due January 15, 2023 (the December 2012 UM Euro Senior Secured Notes and, together with the December 2012 UM Dollar Senior Secured Notes, the December 2012 UM Senior Secured Notes), each at par. The net proceeds from the issuance of the December 2012 UM Senior Secured Notes were used to purchase and redeem (i) all of the $845.0 million (€698.3 million) principal amount 8.125% senior secured notes (the 2009 UM Dollar Senior Secured Notes) and (ii) €524.0 million of the 2009 UM Euro Senior Secured Notes. In connection with these transactions, we recognized a loss on debt extinguishment of €133.7 million, which includes (a) the payment of €95.9 million of redemption premium and (b) the write-off of €37.8 million associated with deferred financing costs and unamortized discount.

September 2012 UM Senior Secured Notes. On September 19, 2012, the UM Senior Secured Notes Issuers issued €650.0 million principal amount of 5.5% senior secured notes due September 15, 2022 (the September 2012 UM Senior Secured Notes). The net proceeds from the issuance of the September 2012 UM Senior Secured Notes were used to redeem in full the UM Senior Secured Floating-Rate Exchange Notes at a redemption price of 101%, with the remaining €241.8 million available for general corporate purposes. In connection with this transaction, we recognized a loss on debt extinguishment of €8.6 million representing the payment of redemption premium.

The UM Senior Exchange Notes and the October 2014 UM Senior Notes are senior obligations of Unitymedia KabelBW that rank equally with all of the existing and future senior debt of Unitymedia KabelBW and are senior to all existing and future subordinated debt of Unitymedia KabelBW. The UM Senior Exchange Notes and the October 2014 UM Senior Notes are guaranteed on a senior subordinated basis by various subsidiaries of Unitymedia KabelBW and are secured by a first-ranking pledge over the shares of Unitymedia KabelBW and junior-priority share pledges and other asset security of certain subsidiaries of Unitymedia KabelBW.

The September 2012 UM Senior Secured Notes, the December 2012 UM Senior Secured Notes, the January 2013 UM Senior Secured Notes, the April 2013 UM Senior Secured Notes, the November 2013 UM Senior Secured Notes and the December 2014 UM Senior Secured Notes are (i) senior obligations of the UM Senior Secured Notes Issuers that rank equally with all of the existing and future senior debt of each UM Senior Secured Notes Issuer and are senior to all existing and future subordinated debt of each of the UM Senior Secured Notes Issuers and (ii) are secured by a first-ranking pledge over the shares of the UM Senior Secured Notes Issuers and certain other share and/or asset security of Unitymedia KabelBW and certain of its subsidiaries.

The Unitymedia KabelBW Notes contain certain customary incurrence-based covenants. For example, the ability to raise certain additional debt and make certain distributions or loans to other subsidiaries of Liberty Global is subject to a consolidated leverage or net leverage ratio test, as specified in the applicable indenture. The Unitymedia KabelBW Notes provide that any failure to pay principal prior to expiration of any applicable grace period, or any acceleration with respect to other indebtedness of €25.0 million (or €75.0 million with respect to the October 2014 UM Senior Notes and the December 2014 UM Senior Secured Notes) or more in the aggregate of Unitymedia KabelBW or a UM Senior Secured Notes Issuer or any of the restricted subsidiaries (as specified in the applicable indenture) is an event of default under the Unitymedia KabelBW Notes.

Subject to the circumstances described below, the Unitymedia KabelBW Notes are non-callable prior to the applicable call date as presented in the below table. At any time prior to the respective call date, Unitymedia KabelBW or UM Senior Secured Notes Issuers may redeem some or all of the applicable notes by paying a “make-whole” premium, which is the present value of all remaining scheduled interest payments to the applicable call date using the discount rate (as specified in the applicable indenture) as of the redemption date plus 50 basis points.

Unitymedia KabelBW Notes	**Call Date**
UM Senior Exchange Notes	March 15, 2016
September 2012 UM Senior Secured Notes	September 15, 2017
December 2012 UM Senior Secured Notes	January 15, 2018
January 2013 UM Senior Secured Notes	January 21, 2018
April 2013 UM Senior Secured Notes	April 15, 2018
November 2013 UM Senior Secured Notes	January 15, 2021
October 2014 UM Senior Notes	January 15, 2020
December 2014 UM Senior Secured Notes	January 15, 2020

Unitymedia KabelBW or the UM Senior Secured Notes Issuers (as applicable) may redeem some or all of the Unitymedia KabelBW Notes at the following redemption prices (expressed as a percentage of the principal amount) plus accrued and unpaid interest and additional amounts (as specified in the applicable indenture), if any, to the applicable redemption date, if redeemed during the twelve-month period commencing on March 15, in the case of the UM Senior Exchange Notes, September 15, in the case of the September 2012 UM Senior Secured Notes, January 15, in the case of the December 2012 UM Senior Secured Notes, the November 2013 UM Senior Secured Notes, the October 2014 UM Senior Notes and the December 2014 UM Senior Secured Notes, January 21, in the case of the January 2013 UM Senior Secured Notes, or April 15, in the case of the April 2013 UM Senior Secured Notes, of the years set forth below:

	Redemption Price									
Year	UM Senior Exchange Notes	September 2012 UM Senior Secured Notes	December 2012 UM Dollar Senior Secured Notes	December 2012 UM Euro Senior Secured Notes	January 2013 UM Senior Secured Notes	April 2013 UM Senior Secured Notes	November 2013 UM Senior Secured Notes	October 2014 UM Senior Notes	December 2014 UM Euro Senior Secured Notes	December 2014 UM Dollar Senior Secured Notes
2016	104.750%	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2017	103.167%	102.750%	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2018	101.583%	101.833%	102.750%	102.875%	102.563%	102.813%	N.A.	N.A.	N.A.	N.A.
2019	100.000%	100.917%	101.833%	101.917%	101.708%	101.875%	N.A.	N.A.	N.A.	N.A.
2020	100.000%	100.000%	100.917%	100.958%	100.854%	100.938%	N.A.	103.063%	102.000%	102.500%
2021	N.A.	100.000%	100.000%	100.000%	100.000%	100.000%	103.125%	102.042%	101.333%	101.667%
2022	N.A.	N.A.	100.000%	100.000%	100.000%	100.000%	102.083%	101.021%	100.667%	100.833%
2023	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	101.042%	100.000%	100.000%	100.000%
2024 and thereafter	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	100.000%	100.000%	100.000%	100.000%

KBW and its immediate parent (collectively, the New UM Guarantors) have granted, in addition to guarantees provided by Unitymedia KabelBW and/or certain of its subsidiaries, a senior guarantee of the September 2012 UM Senior Secured Notes, the December 2012 UM Senior Secured Notes, the January 2013 UM Senior Secured Notes, the April 2013 UM Senior Secured Notes, the November 2013 UM Senior Secured Notes and the December 2014 UM Senior Secured Notes. The New UM Guarantors have also granted a senior subordinated guarantee of the UM Senior Exchange Notes and the October 2014 UM Senior Notes. In addition, the New UM Guarantors have provided certain share and asset security in favor of the September 2012 UM Senior Secured Notes, the December 2012 UM Senior Secured Notes, the January 2013 UM Senior Secured Notes, the April 2013 UM Senior Secured Notes, the November 2013 UM Senior Secured Notes and the December 2014 UM Senior Secured Notes.

If all or substantially all of the assets of (i) Unitymedia KabelBW and certain of its subsidiaries or (ii) the UM Senior Secured Notes Issuer and certain of their subsidiaries are disposed of or any other change of control (as specified in the relevant Unitymedia KabelBW Notes) is triggered, Unitymedia KabelBW or the UM Senior Secured Notes Issuers (as applicable) must offer to repurchase all of the relevant Unitymedia KabelBW Notes at a redemption price of 101% of the principal amount of such Unitymedia KabelBW Notes.

Unitymedia KabelBW Revolving Credit Facilities

During the third quarter of 2014, Unitymedia Hessen completed the refinancing of its then existing €337.5 million and €80.0 million revolving credit facilities (the Old Unitymedia KabelBW Revolving Credit Facilities). Pursuant to this refinancing, the respective commitments of the lenders under the Old Unitymedia KabelBW Revolving Credit Facilities were cancelled and Unitymedia Hessen entered into (i) a new €80.0 million super senior secured revolving credit facility agreement (the UM Super Senior Secured Facility) and (ii) a new €420.0 million senior secured revolving credit facility agreement (the UM Senior Secured Facility and, together with the UM Super Senior Secured Facility, the Unitymedia KabelBW Revolving Credit Facilities). At December 31, 2014, we had €280.0 million outstanding under the Unitymedia KabelBW Revolving Credit Facilities and our availability was limited to €15.1 million. When the relevant December 31, 2014 compliance reporting requirements have been completed and assuming no changes from December 31, 2014 borrowing levels, we anticipate that our availability will be limited to €123.7 million.

The UM Super Senior Secured Facility bears interest at EURIBOR plus a margin of 2.25%, matures in December 2020 and has a fee on unused commitments of 0.9% per year. The UM Senior Secured Facility bears interest at EURIBOR plus a margin of 2.75%, matures in December 2020 and has a fee on unused commitments of 1.1% per year. The UM Super Senior Secured Facility is senior with respect to the priority of proceeds received from the enforcement of shared collateral to (i) the Unitymedia KabelBW Notes and (ii) the UM Senior Secured Facility. The Unitymedia KabelBW Revolving Credit Facilities may be used for general corporate and working capital purposes.

In addition to customary restrictive covenants and events of default, the Unitymedia KabelBW Revolving Credit Facilities require compliance with a consolidated net leverage ratio, as specified in the applicable facility, in the event that the outstanding borrowings under either facility are more than 33.3% of the total commitments. The Unitymedia KabelBW Revolving Credit Facilities are secured by a pledge over the shares of the borrower and certain other asset security of certain subsidiaries of Unitymedia KabelBW. The Unitymedia KabelBW Revolving Credit Facilities permit Unitymedia KabelBW to transfer funds to its parent company (and indirectly to Liberty Global) through loans, dividends or other distributions provided that Unitymedia KabelBW maintains compliance with applicable covenants. If a change of control occurs, as specified in the Unitymedia KabelBW Revolving Credit Facilities, each lender may cancel its commitments and declare all outstanding amounts immediately due and payable.

Maturities of Debt

For information concerning the maturities of our debt as of December 31, 2014, see note 4.

Subsequent Event

For information regarding financing transactions completed subsequent to December 31, 2014, see note 19.

(14) Income Taxes

Unitymedia KabelBW and its operating subsidiaries consist of three German taxpayers, two of which are German fiscal unities. A German fiscal unity combines individual tax paying entities as one taxpayer for German tax purposes. The combined details of our current and deferred income tax benefit (expense) that are included in our consolidated statements of operations are as follows:

	Year ended December 31,		
	2014	2013	2012
		in millions	
Current tax benefit (expense)	€ (16.6)	€ (10.0)	€ 3.0
Deferred tax benefit (expense)	15.5	(38.4)	77.3
Total	€ (1.1)	€ (48.4)	€ 80.3

The income tax benefit (expense) attributable to our loss before income taxes differs from the income tax benefit (expense) computed by applying the German income tax rate of 32.49% for 2014, 32.59% for 2013 and 32.37% for 2012 as a result of the following:

	Year ended December 31,		
	2014	2013	2012
		in millions	
Computed "expected" income tax benefit	€ 61.4	€ 77.3	€ 109.9
Non-deductible or non-taxable interest and other expenses (a)	(56.0)	(40.9)	(34.1)
Recognized (unrecognized) net operating losses and interest carryforwards, net	(24.3)	(15.4)	6.0
Recognition of previously unrecognized tax benefits (b)	21.0	—	—
Loss of tax attributes due to a deemed change of control (c)	—	(67.3)	—
Other, net	(3.2)	(2.1)	(1.5)
Total	€ (1.1)	€ (48.4)	€ 80.3

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(a) The income tax expense for the year ended December 31, 2014 includes (i) a deferred tax benefit of €0.9 million related to prior year items and (ii) a current tax expense €1.0 million related to prior year items. The income tax expense for the year ended December 31, 2013 includes a net deferred tax expense of €1.3 million related to prior year non-deductible expenses. The income tax benefit for 2012 reflects certain amounts related to prior years, including a current net tax benefit of €3.0 million and a deferred tax benefit of €10.8 million from the reversal of an unrecognized interest carryforward.

(b) The amount for the year ended December 31, 2014 includes a net deferred tax benefit of €14.9 million and a current tax benefit of €6.1 million related to the final assessments of our income tax liabilities for fiscal years 2005 through 2007, which were recorded during the first quarter of 2014.

(c) The loss of tax attributes was recognized in connection with a transaction that was completed by our ultimate parent entity during the second quarter of 2013.

The details of our deferred tax balances at December 31, 2014 and our deferred tax benefit for the year ended December 31, 2014 are as follows:

	December 31, 2014		Year ended December 31, 2014	
	Deferred tax assets	Deferred tax liabilities	Recognition in statement of operations	Recognition in statement of comprehensive loss
	in millions			
Loss carryforwards	€ 327.6	€ —	€ (6.5)	€ —
Property and equipment	—	504.2	15.9	—
Intangible assets	—	239.2	20.4	—
Goodwill	—	62.0	(19.9)	—
Derivatives	—	18.3	(51.9)	—
Investments	—	28.7	0.8	—
Receivables	—	14.6	(3.9)	—
Loans	39.7	—	43.1	—
Provisions	3.7	—	(0.5)	1.0
Accrued interest expense	22.6	—	19.4	—
Other	—	6.0	(1.4)	—
Net assets with liabilities within same jurisdiction	(393.6)	(393.6)	—	—
Total	€ —	€ 479.4	€ 15.5	€ 1.0

The details of our deferred tax balances at December 31, 2013 and our deferred tax benefit (expense) for the year ended December 31, 2013 are as follows:

	December 31, 2013		Year ended December 31, 2013	
	Deferred tax assets	Deferred tax liabilities	Recognition in statement of operations	Recognition in statement of comprehensive loss
	in millions			
Loss carryforwards	€ 334.1	€ —	€ (63.0)	€ —
Property and equipment	—	520.3	(3.7)	—
Intangible assets	—	259.6	36.3	—
Goodwill	—	42.0	(19.6)	—
Derivatives	33.7	—	23.6	—
Investments	—	29.5	7.5	—
Receivables	—	10.7	(0.5)	—
Loans	—	3.4	(17.5)	—
Provisions	3.3	—	(0.3)	0.2
Accrued interest expense	3.2	—	(0.6)	—
Other	—	4.7	(0.6)	—
Net assets with liabilities within same jurisdiction	(374.3)	(374.3)	—	—
Total	€ —	€ 495.9	€ (38.4)	€ 0.2

No deferred tax assets have been recognized for the following carryforwards:

	December 31,	
	2014	2013
	in millions	
Interest carryforwards	€ 137.7	€ 106.1
Corporate income tax loss carryforwards	€ 149.7	€ 149.7

The use of our tax loss carryforwards within each fiscal unity combine all companies' tax losses in that fiscal unity, however, certain German tax legislation limits the ability to offset taxable income of separate company or different tax groups with the tax losses associated with another separate company or group as a result of certain profit and loss pooling agreements made pursuant to relevant tax law. The use of these losses is limited while the agreement is in place. Some loss and interest carryforwards are forfeited due to change in control.

(15) Shareholder's Equity (Deficit)

Our share capital was €25,000 at December 31, 2014 and 2013 and has been fully paid. All of our shares are held by UPC Germany.

Changes in additional paid-in capital during 2012 include (i) a €1,230.0 million decrease for consideration issued in connection with the KBW Fold-in and (ii) a €100.4 million increase related to the conversion to equity of €92.6 million of principal and €7.8 million of accrued interest associated with the 2010 Shareholder Loan.

(16) Related-Party Transactions

Our related-party transactions consist of the following:

	Year ended December 31,		
	2014	2013	2012
		in millions	
OpEx	€ 13.1	€ 12.2	€ 10.4
SG&A	1.4	1.5	1.7
Allocated share-based compensation expense	2.8	2.0	1.1
Fees and allocations	105.6	76.4	53.7
Included in EBIT	122.9	92.1	66.9
Interest expense	116.8	120.6	98.1
Interest income	(16.8)	(7.8)	(1.7)
Share of associate gain	(1.8)	(2.5)	(3.3)
Included in net loss	€ 221.1	€ 202.4	€ 160.0
Property, equipment and intangible asset additions	€ 86.7	€ 73.1	€ 22.1

General. Certain Liberty Global subsidiaries, including UPC Holding, charge fees and allocate costs and expenses to our company. Depending on the nature of these related-party transactions, the amount of the charges or allocations may be based on (i) our estimated share of the underlying costs, (ii) our estimated share of the underlying costs plus a mark-up or (iii) commercially-negotiated rates. Through June 30, 2014, our related-party OpEx and SG&A expenses and our related-party fees and allocations generally were based on our company's estimated share of the applicable estimated costs (including personnel-related and other costs associated with the services provided) incurred by the applicable Liberty Global subsidiaries. The estimated amounts charged were reviewed and revised on an annual basis, with any differences between the revised and estimated amounts recorded in the period identified, generally the first quarter of the following year. The revisions to reflect the actual costs underlying our related-party fees and allocations for 2013 and 2012 amounted to increases of €3.7 million and €1.8 million, respectively, in our billings from UPC Holding, which amounts were recorded during the first quarters of 2014 and 2013, respectively. The revisions to reflect actual costs for our related-party OpEx and SG&A expenses for 2013 and 2012 were not material. During the third quarter of 2014, Liberty Global and its subsidiaries began basing the fees charged and amounts allocated among Liberty Global and its subsidiaries on actual costs incurred. As a result, during the third quarter of 2014, we recorded a €7.6 million increase to the fees and allocations charged to our company by UPC Holding to reflect the impact of this change in methodology as of January 1, 2014. The impact of this change in methodology on our related-party OpEx and SG&A expenses was not material. Although we believe that the related-party charges and allocations described below are reasonable, no assurance can be given that the related-party costs and expenses reflected in our consolidated statements of operations are reflective of the costs that we would incur on a standalone basis.

In connection with certain financing transactions that Liberty Global completed during the first quarter of 2015 in connection with certain internal reorganizations of its broadband and wireless communications businesses in Europe, Liberty Global will be changing the processes it uses to charge fees and allocate costs and expenses from one subsidiary to another, which, as further described below, will impact the calculation of the "consolidated EBITDA" metric specified by our debt agreements. This new methodology (the 2015 Liberty Global Allocation Methodology), which will be implemented during the first quarter of 2015, is intended to ensure that Liberty Global continues to allocate its central and administrative costs to its borrowing groups on a fair and rational basis. Subject to the specific terms contained in our debt agreements, the implementation of the 2015 Liberty Global Allocation Methodology will impact the calculation of the EBITDA metric for our company as the amount of related-party fees and allocations that is included in our consolidated EBITDA metric will change. In this regard, the components of related-party fees and allocations that are deducted to arrive at our consolidated EBITDA metric in 2015 and future periods will be based on (i) the amount and nature of costs incurred by the allocating Liberty Global subsidiaries during the period, (ii) the allocation methodologies in effect during the period and (iii) the size of the overall pool of entities that are charged fees and allocated costs, such that changes in any of these factors would likely result in changes to the amount of related-party fees and allocations that will be deducted to arrive at our consolidated EBITDA metric in future periods. For example, to the extent that another of Liberty Global's subsidiary borrowing groups were to acquire (sell) an operating entity, and assuming no change in the total costs incurred by the allocating entities, the fees charged and the costs allocated to our company would decrease (increase).

OpEx. These amounts represent certain cash settled charges from other Liberty Global subsidiaries, including charges that originate with UPC Holding, to our company primarily for (i) technology-related services based on the global contract of another Liberty Global subsidiary for encryption services and (ii) certain backbone services.

SG&A. These amounts represent certain cash settled charges from other Liberty Global subsidiaries, including charges that originate with UPC Holding, to our company, primarily for software maintenance services.

Allocated share-based compensation expense. These amounts are allocated to our company by Liberty Global and represent the share-based compensation associated with the Liberty Global share-based incentive awards held by certain employees of our subsidiaries. Share-based compensation expense is reflected as an increase to shareholder's equity (deficit) and is included in SG&A in our consolidated statements of operations.

During 2014, we recorded aggregate capital charges of €2.8 million in our consolidated statement of shareholder's equity (deficit) in connection with the exercise of Liberty Global share appreciation rights and the vesting of Liberty Global restricted share awards held by certain employees of our subsidiaries. These capital charges, which we and Liberty Global have agreed will not exceed the amount of share-based compensation allocated to our company by Liberty Global, are based on the fair value of the underlying Liberty Global shares on the exercise or vesting date, as applicable.

Fees and allocations. These amounts represent fees charged by UPC Holding to our company that originate with Liberty Global, UPC Holding and certain other Liberty Global subsidiaries, and include charges for management, finance, legal, technology, marketing and other services that support our company's broadband communications operations, including the use of the UPC trademark. These charges may be cash or loan settled. With respect to the amounts settled during 2014, 2013 and 2012, all amounts were loan settled with the exception of €29.2 million and €25.6 million that were cash settled during 2014 and 2013, respectively.

During the first three quarters of 2014, UPC Holding allocated technology-based costs to our company and other Liberty Global subsidiaries based on each subsidiaries' estimated proportionate share of these costs. During the fourth quarter of 2014, UPC Holding changed the approach used to charge technology-based fees to our company and other Liberty Global subsidiaries to a royalty-based method that was made retroactively effective to January 1, 2014. The resulting technology-based fees are payable quarterly and are cash settled unless otherwise determined by UPC Germany and Unitymedia KabelBW. For the year ended 2014, our €39.9 million proportional share of the technology-based costs incurred by UPC Holding was €23.7 million more than the royalty-based technology fee charged by UPC Holding under the new approach. Accordingly, the €23.7 million portion of our related-party payables to UPC Holding that was attributable to this excess amount was contributed to additional paid-in capital during the fourth quarter of 2014 and reflected as a deemed contribution of technology-related services in our consolidated statement of changes in shareholder's deficit. The charges under the new royalty-based fee are expected to escalate in future periods. Any excess of these charges over our estimated proportionate share of the underlying technology-based costs will be classified as a management fee and added back to arrive at the consolidated EBITDA figure used in our leverage covenant calculations.

Effective April 2, 2012, we began paying a subsidiary of Liberty Global an annual fee for the use of the UPC trademark equal to 0.5% of our revenue. Fees of €10.3 million, €9.6 million and €5.0 million were recorded during 2014, 2013 and 2012, respectively. These fees are payable quarterly and are generally loan settled.

Interest expense. Related-party interest expense relates to (i) our 2010 Shareholder Loan, 2012 Shareholder Loan and 2013 Shareholder Capex Loan, which was fully repaid during the third quarter of 2014, and (ii) our loan with UMI, which was fully repaid during the second quarter of 2013. Accrued interest is transferred to the respective loan balance annually on January 1 for the 2010 Shareholder Loan and the 2012 Shareholder Loan. For additional information, see note 13.

Interest income. These amounts relate to the UPC Germany Loan Receivable and, during the periods following the August 2013 issuance date, the UMI Loan Receivable, each as defined and described below. Interest income is included in other income, net, in our consolidated statements of operations.

Share of associate gain. These amounts represent our share of the results of the operations of UMI. Share of associate gain is included in other income, net, in our consolidated statements of operations.

Property, equipment and intangible asset additions. These amounts (i) primarily represent the carrying values of customer premises and network-related equipment acquired from other Liberty Global subsidiaries, including Liberty Global Europe B.V. and UPC Holding and (ii) are generally cash settled.

Management Remuneration. Salaries, bonuses and benefit related remuneration of the Managing Directors was €8.3 million, €6.0 million and €3.1 million for 2014, 2013 and 2012, respectively.

The following table provides details of our related-party balances:

	December 31, 2014	December 31, 2013
	in millions	
Other current assets (a)	€ 11.4	€ 4.2
Loan receivable – related-party (b)	859.7	413.2
Investment in associate (c)	62.9	61.1
Other noncurrent assets (d)	27.5	33.0
Total	€ 961.5	€ 511.5
Accounts payable and accrued liabilities – related-party (e)	€ 65.7	€ 45.5
Related-party debt (f)	871.9	1,219.5
Total	€ 937.6	€ 1,265.0

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(a) Represents various related-party receivables that may be cash or loan settled.

(b) Represents (i) principal and accrued interest associated with our loan receivable from UPC Germany (the UPC Germany Loan Receivable) and (ii) accrued interest associated with the UMI Loan Receivable (as defined and described below). Pursuant to the UPC Germany Loan Receivable agreement, we can require the repayment of all or part of the amount outstanding within five days of providing notice to UPC Germany. Amounts loaned to UPC Germany pursuant to the UPC

Germany Loan Receivable agreement are subject to certain restrictions contained in the instruments governing our indebtedness. The interest rate on this loan, which is subject to adjustment, was 2.98% as of December 31, 2014. The net increase during 2014 includes (i) cash loaned of €4,165.9 million, (ii) cash received of €3,236.9 million, (iii) a €500.0 million non-cash decrease related to the settlement of amounts due under the 2012 Shareholder Loan, (iv) accrued interest of €16.8 million and (v) individually insignificant net non-cash increases of €0.7 million. During the fourth quarter of 2014, Unitymedia KabelBW entered into an agreement with UPC Germany that allowed for a €500.0 million reduction to the 2012 Shareholder Loan and a corresponding decrease to the UPC Germany Loan Receivable. The net increase during 2013 includes (a) cash loaned of €1,463.5 million, (b) cash received of €1,226.8 million and (c) accrued interest of €7.8 million. The net increase during 2012 includes (1) cash loaned of €1,248.8 million, (2) cash received of €1,074.7 million, (3) a €60.1 million non-cash decrease related to the settlement of amounts due under the 2010 Shareholder Loan, (4) €1.3 million of accrued interest on the loan receivable and (5) individually insignificant net non-cash decreases of €0.6 million.

(c) Represents our investment in UMI. We own a 100% equity interest in UMI. UMI was formed for the purpose of effecting certain asset purchase and related leasing transactions involving certain of UPC Holding's subsidiaries, including certain purchase and leaseback transactions that were initiated in December 2011. UMI is considered a special purpose entity and is consolidated by UPC Holding. Although UPC Holding has no equity or voting interest in UMI, all of the revenue of UMI is derived from UPC Holding. As such, UPC Holding is required by the provisions of EU-IFRS to consolidate UMI. As a result, we use the equity method to account for our investment in UMI.

(d) Represents our loan receivable from UMI that was issued in August 2013 and matures at various dates through June 2017 (the UMI Loan Receivable). Amounts loaned to UMI pursuant to this agreement are subject to certain restrictions contained in the instruments governing our indebtedness. The interest rate on this loan, which is subject to adjustment, was 2.61% as of December 31, 2014. The net decrease in the UMI Loan Receivable during 2014 includes (i) cash repayments of €38.7 million, (ii) cash loaned of €33.0 million and (iii) the transfer of €0.2 million in non-cash accrued interest to the receivable balance. The net increase during 2013 includes (a) cash loaned of €43.3 million and (b) cash repayments of €10.3 million.

(e) Represents various non-interest bearing related-party payables that may be cash or loan settled.

(f) For information regarding our (i) 2010 Shareholder Loan, (ii) 2012 Shareholder Loan and (iii) 2013 Shareholder Capex Loan see note 13.

Equity transactions. For information regarding certain transactions with our parent and other Liberty Global subsidiaries that impacted our equity, see note 15.

(17) Commitments and Contingencies

Commitments

In the normal course of business, we have entered into agreements that commit our company to make cash payments in future periods with respect to network and connectivity commitments, purchases of customer premises equipment, programming contracts, non-cancelable operating leases and other items. These include several long-term agreements with Deutsche Telekom and its affiliates with respect to usage and access for underground cable duct space, the use of fiber optic transmission systems, tower and facility space. In general, these agreements primarily impose fixed prices for a limited period of time, which may then be raised to reflect additional services requested and increased costs, subject to index-linked limitations. Some agreements impose prices based on the cost to Deutsche Telekom of services that are passed through to us. In accordance with EU-IFRS, we treat these agreements as operating rather than finance leases or as other commitments, as applicable.

Details of significant lease agreements, including lease agreements with Deutsche Telekom, are as follows:

Lease	Original Terms	Remaining Terms	Terms of renewal	Purchase options	Contingent rent
Building	1 - 20 years	1 - 11 years	1 - 5 years	No	No
Dark fiber	1 - 20 years	1 - 19 years	1 - 5 years	No	No
Colocation area	1 - 14 years	1 - 9 years	1 month - 1 year	No	No
Cable ducts	1 - 30 years	1 - 16 years	1 - 5 years	No	No

As of December 31, 2014, the network and connectivity commitments, purchase commitments, programming obligations, operating leases and other commitments that are not reflected in our consolidated balance sheet are as follows:

	Payments due during:						
	2015	2016	2017	2018	2019	Thereafter	Total
				in millions			
Network and connectivity commitments	€ 125.5	€ 100.0	€ 97.0	€ 90.2	€ 87.1	€ 866.5	€ 1,366.3
Purchase commitments (a)	96.3	6.5	6.5	6.5	3.3	—	119.1
Programming commitments	12.9	30.6	27.2	—	—	—	70.7
Operating leases	12.9	9.2	7.3	6.0	3.9	24.1	63.4
Other commitments	30.3	19.9	16.6	9.1	4.7	0.2	80.8
Total	€ 277.9	€ 166.2	€ 154.6	€ 111.8	€ 99.0	€ 890.8	€ 1,700.3

(a) Amount includes €62.2 million of related-party purchase obligations.

Network and connectivity commitments include indefinite-lived lease agreements with Deutsche Telekom for cable ducts and, to a lesser extent, fiber capacity, certain repair and maintenance and energy commitments. During 2014, the aggregate fees related to the indefinite-lived lease agreements were €75.6 million. We have the legal right to cancel these agreements with a notice period of 24 months, however, the technological requirements to replace leased capacity represent economic penalties that would result in the reasonably assured continuance of the leases for a longer period of time. Due to German law governing the statute of limitations, the agreements in effect represent a maximum lease term of 30 years, after which time Deutsche Telekom has certain additional rights under the lease. Accordingly, the lease amounts included in the above table reflect payments under the Deutsche Telekom lease agreements through the applicable statutory termination dates.

Purchase commitments include unconditional purchase obligations associated with commitments to purchase customer premises and other equipment that are enforceable and legally binding on us.

Programming commitments consist of obligations associated with certain of our programming and copyright contracts that are enforceable and legally binding on us in that we have agreed to pay minimum fees without regard to (i) the actual number of subscribers to the programming services, (ii) whether we terminate service to a portion of our subscribers or dispose of a portion of our distribution systems or (iii) whether we discontinue our premium film or sports services. The amounts reflected in the table with respect to these contracts are significantly less than the amounts we expect to pay in these periods under these contracts. In this regard, during 2014, 2013 and 2012, our third-party programming and copyright costs incurred aggregated €113.7 million, €114.6 million and €96.8 million, respectively. Payments to programming vendors have in the past represented, and are expected to continue to represent in the future, a significant portion of our operating costs.

As discussed above, our operating leases with Deutsche Telekom are included in our network and connectivity commitments. Our remaining operating leases include building, car and office equipment leases. We expect that in the ordinary course of business, operating leases that expire generally will be renewed or replaced by similar leases. Expenses for operating leases included in our consolidated statements of operations were €118.0 million, €118.6 million and €119.0 million during 2014, 2013 and 2012, respectively.

In addition to the commitments set forth in the table above, we have significant commitments under derivative instruments, pursuant to which we expect to make payments in future periods. For information regarding our derivative instruments, including the net cash paid or received in connection with these instruments during 2014, 2013 and 2012, see note 6.

Guarantees and Other Credit Enhancements

In the ordinary course of business, we may provide indemnifications to our lenders, our vendors and certain other parties and performance and/or financial guarantees to local municipalities, our customers and vendors. Historically, these arrangements have not resulted in our company making any material payments and we do not believe that they will result in material payments in the future.

Legal Proceedings

Deutsche Telekom Litigation. On December 28, 2012, we filed a lawsuit against Telekom Deutschland GmbH, an operating subsidiary of Deutsche Telekom, in which we assert that we pay excessive prices for the co-use of Deutsche Telekom's cable ducts in our footprint. The Federal Network Agency approved rates for the co-use of certain ducts of Deutsche Telekom in March 2011. Based in part on these approved rates, we are seeking a reduction of the annual lease fees (approximately €76 million for 2012) by approximately two-thirds and the return of similarly calculated overpayments from 2009 through the ultimate settlement date, plus accrued interest. While we expect a decision by the court of first instance during the first half of 2015, the resolution of this matter may take several years and no assurance can be given that our claims will be successful. Any recovery by our company will not be reflected in our consolidated financial statements until such time as the final disposition of this matter has been reached.

Regulatory Issues

Broadband communications and mobile businesses are subject to significant regulation and supervision by various regulatory bodies, including state authorities in the jurisdictions in which we operate, and German and EU authorities. Adverse regulatory developments could subject our businesses to a number of risks. Regulation, including conditions imposed on us by competition or other authorities as a requirement to close acquisitions or dispositions, could limit growth, revenue and the number and types of services offered and could lead to increased operating costs and property and equipment additions. In addition, regulation may restrict our operations and subject them to further competitive pressure, including pricing restrictions, interconnect and other access obligations, and restrictions or controls on content, including content provided by third parties. Failure to comply with current or future regulation could expose our businesses to various penalties.

FCO Regulatory Issues. The LG/KBW Transaction was subject to the approval of The Federal Cartel Office (the FCO) in Germany, which approval was received in December 2011. In January 2012, two of our competitors (collectively, the Appellants), including the incumbent telecommunications operator, each filed an appeal (collectively, the FCO Appeals) against the FCO regarding its decision to approve our LG/KBW Transaction. On August 14, 2013, the Düsseldorf Court of Appeal issued a ruling that set aside the FCO's clearance decision. Although the Düsseldorf Court of Appeal did not grant the right to appeal against its ruling to the Federal Supreme Court, on September 16, 2013, we filed a formal request to appeal to the Federal Court of Justice seeking permission to appeal the Düsseldorf Court of Appeal's decision and our reasoned submission was filed on December 16, 2013. During the first quarter of 2014, interested third parties commented on our submission. The Düsseldorf Court of Appeal's ruling is not legally binding until all appeals have been rejected.

During the fourth quarter of 2014, we and Liberty Global reached settlements with the Appellants. The Appellants have withdrawn the FCO Appeals and, on January 21, 2015, the FCO consented to the withdrawal. Once the Federal Court of Justice terminates the proceedings, which we expect to occur during the first half of 2015, the FCO's clearance decision with respect to our LG/KBW Transaction will become final and binding without any additional review or conditions.

Financial Transactions Tax. Eleven countries in the EU, including Germany, are participating in an enhanced cooperation procedure to introduce a financial transactions tax (FTT). Under the draft language of the FTT proposal, a wide range of financial transactions could be taxed at rates of at least 0.01% for derivative transactions based on the notional amount and 0.1% for other covered financial transactions based on the underlying transaction price. Each of the individual countries would be permitted to determine an exact rate, which could be higher than the proposed rates of 0.01% and 0.1%. Any implementation of the FTT could have a global impact because it would apply to all financial transactions where a financial institution is involved (including unregulated entities that engage in certain types of covered activity) and either of the parties (whether the financial institution or its counterparty) is in one of the eleven participating countries. Although ongoing debate in the relevant countries demonstrates continued momentum around the FTT, uncertainty remains as to when the FTT would be implemented and the breadth of its application. Based on our understanding of the current status of the potential FTT, we do not expect that any implementation of the FTT would occur before 2016. Any imposition of the FTT could increase banking fees and introduce taxes on internal transactions that we currently perform. Due to the uncertainty regarding the FTT, we are currently unable to estimate the financial impact that the FTT could have on our results of operations, cash flows or financial position.

Other

In addition to the foregoing items, we have contingent liabilities related to matters arising in the ordinary course of business including (i) legal proceedings, (ii) issues involving VAT and wage, property and other tax issues and (iii) disputes over interconnection, programming, copyright and carriage fees. While we generally expect that the amounts required to satisfy these contingencies will not materially differ from any estimated amounts we have accrued, no assurance can be given that the resolution of one or more of these contingencies will not result in a material impact on our results of operations, cash flows or financial position in any given period. Due, in general, to the complexity of the issues involved and, in certain cases, the lack of a clear basis for predicting outcomes, we cannot provide a meaningful range of potential losses or cash outflows that might result from any unfavorable outcomes.

(18) Disclosures According to Generally Accepted Accounting Principles in Germany

The average aggregate number of full-time and part-time employees during 2014 was 2,543 and the average number of full-time equivalent (FTE) employees was 2,480. During 2014, our operating departments, which include network and customer operations and customer services, employed an average of 1,664 FTE employees and our administration departments, consisting of sales and marketing, finance, information technology and other general services, employed an average of 816 FTE employees. Average employee calculations are based on quarterly averages.

Our auditor has received the following remuneration for the respective services:

	Year ended December 31,		
	2014	2013	2012
		in millions	
Audit of financial statements	€ 0.8	€ 0.9	€ 0.9
Assurance services (a)	0.5	0.5	0.8
Total	€ 1.3	€ 1.4	€ 1.7

(a) Amounts for 2014 and 2013 do not include approximately €0.9 million and €1.4 million, respectively, of charges from third-party insurance companies that were passed through to our company by our auditor associated with comfort letters that were issued in connection with debt financing transactions.

(19) Subsequent Event

Unitymedia KabelBW Refinancing Transactions

March 2015 UM Senior Secured Notes. On March 11, 2015, the UM Senior Secured Notes Issuers issued €500.0 million principal amount of 3.5% senior secured notes due January 15, 2027 (the March 2015 UM Senior Secured Notes). The net proceeds from the March 2015 UM Senior Secured Notes are expected to be used to (i) redeem 10% of the principal amount of each of the outstanding September 2012 UM Senior Secured Notes, December 2012 UM Senior Secured Notes, January 2013 UM Senior Secured Notes and April 2013 UM Senior Secured Notes at a redemption price equal to 103% of such principal amount in accordance with the indentures governing each of the notes and (ii) repay the outstanding balance under the UM Senior Secured Facility.

March 2015 UM Senior Notes. On March 16, 2015, Unitymedia KabelBW issued €700.0 million principal amount of 3.75% senior notes due January 15, 2027 (the March 2015 UM Senior Notes). The net proceeds from the March 2015 UM Senior Notes are expected to be used to fully redeem the UM Senior Exchange Notes at a redemption price equal to 113.47% of the principal amount in accordance with the applicable indenture.

The March 2015 UM Senior Secured Notes are (i) senior obligations of the UM Senior Secured Notes Issuers that rank equally with all of the existing and future senior debt of each UM Senior Secured Notes Issuer and are senior to all existing and future subordinated debt of each of the UM Senior Secured Notes Issuers and (ii) are secured by a first-ranking pledge over the shares of the UM Senior Secured Notes Issuers and certain other share and/or asset security of Unitymedia KabelBW and certain of its subsidiaries.

The March 2015 UM Senior Notes are senior obligations of Unitymedia KabelBW that rank equally with all of the existing and future senior debt of Unitymedia KabelBW and are senior to all existing and future subordinated debt of Unitymedia KabelBW. The March 2015 UM Senior Notes are guaranteed on a senior subordinated basis by various subsidiaries of Unitymedia KabelBW and are secured by a first-ranking pledge over the shares of Unitymedia KabelBW and junior-priority share pledges and other asset security of certain subsidiaries of Unitymedia KabelBW.

The March 2015 UM Senior Secured Notes and the March 2015 UM Senior Notes contain certain customary incurrence-based covenants. For example, the ability to raise certain additional debt and make certain distributions or loans to other subsidiaries of Liberty Global is subject to a consolidated net leverage ratio test, as specified in the applicable indenture. The March 2015 UM Senior Secured Notes and the March 2015 UM Senior Notes provide that any failure to pay principal prior to expiration of any applicable grace period, or any acceleration with respect to other indebtedness of €75.0 million or more in the aggregate of Unitymedia KabelBW or a UM Senior Secured Notes Issuer or any of the restricted subsidiaries (as specified in the applicable indenture) is an event of default under the Unitymedia KabelBW Notes.

Subject to the circumstances described below, the March 2015 UM Senior Secured Notes and the March 2015 UM Senior Notes are non-callable until January 15, 2021. At any time prior to January 15, 2021, we may redeem some or all of the March 2015 UM Senior Secured Notes and the March 2015 UM Senior Notes by paying a “make-whole” premium, which is the present value of all remaining scheduled interest payments to the redemption date using the discount rate (as specified in the applicable indenture) as of the redemption date plus 50 basis points.

We may redeem some or all of the March 2015 UM Senior Secured Notes and the March 2015 UM Senior Notes at the following redemption prices (expressed as a percentage of the principal amount) plus accrued and unpaid interest and additional amounts (as specified in the applicable indenture), if any, to the redemption date, if redeemed during the twelve-month period commencing on January 15 of the years set forth below:

Year	Redemption price	
	March 2015 UM Senior Secured Notes	March 2015 UM Senior Notes
2021	101.750%	101.875%
2022	100.875%	100.938%
2023	100.438%	100.469%
2024 and thereafter	100.000%	100.000%

If Unitymedia KabelBW or certain of our subsidiaries sell certain assets or experience specific changes in control, Unitymedia KabelBW must offer to repurchase the March 2015 UM Senior Secured Notes and the March 2015 UM Senior Notes at a redemption price of 101%.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis is intended to assist in providing an understanding of our financial condition, changes in financial condition and results of operations and should be read in conjunction with our consolidated financial statements. This discussion is organized as follows:

- *Overview.* This section provides a general description of our business and recent events.
- *Results of Operations.* This section provides an analysis of our historical results of operations for the years ended December 31, 2014, 2013 and 2012.
- *Liquidity and Capital Resources.* This section provides an analysis of our liquidity and consolidated statements of cash flows.

The capitalized terms used below have been defined in the notes to our consolidated financial statements. In the following text, the terms, "we," "our," "our company" and "us" may refer, as the context requires, to Unitymedia KabelBW or collectively to Unitymedia KabelBW and its subsidiaries.

Overview

We are a subsidiary of Liberty Global and we provide video, broadband internet and fixed-line telephony services over our broadband communications network and mobile services as a mobile virtual network operator (MVNO). We are the second largest cable operator in Germany and largest cable operator in the German federal states of North Rhine-Westphalia and Hesse (collectively, the Unitymedia footprint) and Baden-Württemberg (the KabelBW footprint) in terms of the number of video subscribers.

We focus on achieving organic revenue and customer growth in our broadband communications operations by developing and marketing bundled entertainment and communications services, and extending and upgrading the quality of our networks where appropriate. While we seek to obtain new customers, we also seek to maximize the average revenue we receive from each household by increasing the penetration of advanced services, comprised of digital cable, broadband internet, fixed-line telephony and mobile services, with existing customers through product bundling and upselling, or by migrating analog cable customers to digital cable services that include various incremental service offerings, such as premium subscription channels, high definition (HD) programming and digital video recorder (DVR) services. We plan to continue to employ this strategy to achieve organic revenue and subscriber growth.

In our upgraded network coverage area, we provide an integrated triple-play (and in some instances, quadruple-play) service offering that allows our residential subscribers to access digital cable, broadband internet, fixed-line telephony and mobile services in addition to our analog video services as follows:

- *Video Services.* As of December 31, 2014, we provided our basic digital and analog cable services to 51.6% of the homes passed by our network. Our basic digital television channels are unencrypted and, as a result, subscribers who have the necessary equipment and who pay the monthly subscription fee for our analog package are able to watch our basic digital television channels. Our premium digital cable service offerings include premium subscription channels and HD and DVR services. As of December 31, 2014, 24.6% of our video base subscribed to premium digital cable services. We provide video services via individual contracts with single dwelling units or bulk contracts with landlords or housing associations or with third parties that operate and administer the in-building networks on behalf of housing associations (Professional Operators).
- *Broadband Internet Services.* Our current service portfolio consists of services with download speeds ranging from 10 Mbps to 200 Mbps with no time or data volume restrictions. Our customers can choose between various packages and bundles. As of December 31, 2014, our ultra high-speed broadband internet services were available to 98% of our homes passed.

- *Fixed-Line Telephony Services.* We market our fixed-line telephony services principally as a component of our product bundles, but also on a standalone basis.

- *Mobile Services.* As an MVNO, we offer mobile voice and data services to our customers as a component of our product bundles or on a standalone basis.

In September 2013, we introduced a next generation set-top box platform, which we refer to as "Horizon TV," in our Unitymedia footprint. Horizon TV is a central media platform that is capable of distributing video, voice and data content throughout the home and to multiple devices. It has a sophisticated user interface that enables customers to view linear channels, video-on-demand (VoD) programming and personal media content and to pause, replay and record programming. On our Horizon TV platform, we also offer applications for various services (such as YouTube, Facebook and others). The Horizon TV platform includes an online television application that offers over 100 linear video channels and access to VoD across multiple devices (Horizon Go). Horizon Go was also launched in our KabelBW footprint in January 2014, and we introduced full Horizon TV triple-play bundles in that footprint in November 2014.

As of December 31, 2014, we served 6,557,900 video revenue generating units (RGUs) (including 2,277,800 digital cable RGUs), 2,896,400 broadband internet RGUs and 2,748,000 fixed-line telephony RGUs over a broadband communications network that passed 12,713,300 homes. In addition, at December 31, 2014, we served 309,800 mobile subscribers.

We added 510,500 RGUs on an organic basis during 2014, as compared to 557,800 RGUs that we added on an organic basis during 2013. The organic RGU growth during 2014 is attributable to the growth of our (i) broadband internet services, which added 318,500 RGUs, (ii) fixed-line telephony services, which added 232,200 RGUs, and (iii) digital cable services, which added 44,500 RGUs. The growth of our broadband internet, fixed-line telephony and digital cable RGUs was partially offset by a decline in our analog cable RGUs of 84,700.

Although we continue to increase revenue and RGUs by increasing the penetration of our advanced services, we are experiencing significant competition. Key competitors of our cable business include:

(i) satellite-based and other broadband cable or fiber-based reception of analog and digital free-to-air programming that compete primarily with our basic video products;

(ii) Sky Deutschland AG, Deutsche Telekom and several other content providers with their respective video offerings that compete primarily with our premium digital cable products; and

(iii) Deutsche Telekom and alternative digital subscriber line and fiber-based operators with their bundled offerings that compete primarily with our broadband internet and fixed-line telephony products.

In general, our ability to increase or maintain the fees we receive for our services is limited by competitive and, to a lesser degree, regulatory factors. The competition we face in our markets, as well as any decline in the economic environment, could adversely impact our ability to increase or maintain our revenue, RGUs, Adjusted EBITDA or liquidity. We currently are unable to predict the extent of any of these potential adverse effects.

In addition to competition, our operations are subject to macroeconomic and political risks that are outside of our control. For example, high levels of sovereign debt in the U.S. and several European countries, combined with weak growth and high unemployment, could lead to fiscal reforms (including austerity measures), tax increases, sovereign debt restructurings, currency instability, increased counterparty credit risk, high levels of volatility and, potentially, disruptions in the credit and equity markets, as well as other outcomes that might adversely impact our company. Given our significant exposure to the euro, the occurrence of any of these events within the eurozone countries could have an adverse impact on, among other matters, our liquidity and cash flows.

The video, broadband internet and fixed-line telephony businesses in which we operate are capital intensive. Significant additions to our property, equipment and intangible assets are required to add customers to our networks and to upgrade our broadband communications networks and customer premises equipment to enhance our service offerings and improve the customer experience, including expenditures for equipment and labor costs. Significant competition, the introduction of new technologies, the expansion of existing technologies such as fiber-to-the-home or adverse regulatory developments could cause us to decide to undertake previously unplanned upgrades of our networks and customer premises equipment. In addition, no assurance can be given that any future upgrades will generate a positive return or that we will have adequate capital available to finance such future upgrades. If we are unable to, or elect not to, pay for costs associated with adding new customers, expanding or upgrading our networks or making our other planned or unplanned additions to our property, equipment and intangible assets, our growth could be limited and our competitive position could be harmed. For information regarding our property and equipment additions, see *Liquidity and Capital Resources - Consolidated Statements of Cash Flows* below.

Results of Operations

2014 compared to 2013

Revenue

The details of our revenue are as follows:

	Year ended December 31,		Increase	
	2014	2013	€	%
Subscription revenue (a):		in millions		
Video	€ 972.4	€ 969.1	€ 3.3	0.3
Broadband internet	447.4	363.4	84.0	23.1
Fixed-line telephony	420.7	391.7	29.0	7.4
Cable subscription revenue	1,840.5	1,724.2	116.3	6.7
Mobile subscription revenue (b)	18.7	14.8	3.9	26.4
Total subscription revenue	1,859.2	1,739.0	120.2	6.9
Non-subscription revenue (b) (c)	193.1	188.4	4.7	2.5
Total revenue	€ 2,052.3	€ 1,927.4	€ 124.9	6.5

(a) Subscription revenue includes amounts received from subscribers for ongoing services, excluding installation fees and late fees. Subscription revenue from subscribers who purchase bundled services at a discounted rate is generally allocated proportionally to each service based on the standalone price for each individual service. As a result, changes in the standalone pricing of our cable and mobile products or the composition of bundles can contribute to changes in our product revenue categories from period to period.

(b) Mobile subscription revenue excludes mobile interconnect revenue of €1.3 million and €1.1 million, respectively. Mobile interconnect revenue is included in non-subscription revenue.

(c) Non-subscription revenue includes, among other items, carriage fee, installation and interconnect revenue. In addition, non-subscription revenue includes B2B revenue from business broadband internet, video, voice, wireless and data services offered to medium to large enterprises and, on a wholesale basis, to other operators. We also provide services to certain SOHO subscribers. SOHO subscribers pay a premium price to receive enhanced service levels along with video, broadband internet, fixed-line telephony or mobile services that are similar to the mass marketed products offered to our residential subscribers. Revenue from SOHO subscribers, which aggregated €19.9 million and €11.5 million, respectively, is included in cable subscription revenue.

The details of our revenue increase during 2014, as compared to 2013, is set forth below (in millions):

Increase in cable subscription revenue due to change in (a):	
Average number of RGUs (b)	€ 80.1
Average monthly subscription revenue per average RGU (ARPU) (c)	36.2
Total increase in cable subscription revenue	116.3
Increase in mobile subscription revenue (d)	3.9
Total increase in subscription revenue	120.2
Increase in other non-subscription revenue (e)	4.7
Total	€ 124.9

(a) Our subscription revenue includes revenue from multi-year bulk agreements with landlords or with Professional Operators. These bulk agreements, which generally allow for the procurement of the basic video signals at volume-based discounts, provide access to nearly two-thirds of our video subscribers. Our bulk agreements are, to a significant extent, medium- and long-term contracts. As of December 31, 2014, bulk agreements covering approximately 39% of the video subscribers that we serve through these agreements expire by the end of 2015 or are terminable on 30-days notice. During the three months ended December 31, 2014, our 20 largest bulk agreement accounts generated approximately 7% of our total revenue (including estimated amounts billed directly to the building occupants for premium cable, broadband internet and fixed-line telephony services). No assurance can be given that our bulk agreements will be renewed or extended on financially equivalent terms or at all.

(b) The increase in our cable subscription revenue related to a change in the average number of RGUs is attributable to increases in the average numbers of broadband internet, fixed-line telephony and digital cable RGUs that were only partially offset by a decline in the average number of analog cable RGUs.

(c) The increase in our cable subscription revenue related to a change in ARPU is due to (i) a net increase primarily resulting from the following factors: (a) higher ARPU from broadband internet and digital cable services, (b) lower ARPU from fixed-line telephony services due to the net effect of (1) a decrease in ARPU associated with lower fixed-line telephony call volumes for customers on usage-based calling plans and (2) an increase in ARPU associated with the migration of customers to fixed-rate calling plans and related value-added services and (c) lower ARPU from analog cable services primarily due to a higher proportion of customers receiving discounted analog cable services through certain bulk agreements and lower negotiated rates through these agreements and (ii) an improvement in RGU mix.

(d) The increase in our mobile subscription revenue is primarily due to the net effect of (i) an increase in the average number of mobile subscribers and (ii) lower ARPU due to the impact of an increase in the proportion of subscribers receiving lower-priced tiers of mobile services.

(e) The increase in our other non-subscription revenue is attributable to the net effect of (i) a decrease in interconnect revenue of €11.7 million, primarily attributable to lower fixed-line termination rates, (ii) an increase in carriage fee revenue of €5.3 million and (iii) a net increase from individually insignificant changes in other non-subscription revenue categories. The increase during 2014, as compared to 2013, also includes an €8.7 million increase in network usage revenue related to the first quarter 2014 settlement of prior year amounts. Non-subscription revenue includes fees received for the carriage of certain channels included in our analog and digital cable offerings. This carriage fee revenue is subject to contracts that expire or are otherwise terminable by either party on various dates ranging from 2015 through 2018. The aggregate amount of revenue related to these carriage contracts represented approximately 5% of our total revenue during the three months ended December 31, 2014. No assurance can be given that these contracts will be renewed or extended on financially equivalent terms, or at all. In 2012, public broadcasters sent us notices purporting to terminate their carriage fee arrangements effective December 31, 2012. Although we have rejected these termination notices, beginning in 2013, we ceased recognizing revenue related to these carriage fee arrangements. Also, our ability to increase the aggregate carriage fees that we receive for each channel is limited through 2016 by certain commitments we made to regulators in connection with the LG/KBW Transaction.

OpEx

General. OpEx includes programming and copyright, network operations, interconnect, customer operations, customer care and other costs related to our operations. Our network operating costs include significant expenses incurred pursuant to long-term agreements with Deutsche Telekom for the use of assets and other services. Our programming and copyright costs, which represent the majority of our direct costs, are expected to rise in future periods as a result of (i) growth in the number of our digital video subscribers, (ii) higher costs associated with the expansion of our digital video content, including rights associated with ancillary product offerings and rights that provide for the broadcast of live sporting events, and (iii) rate increases. In addition, we are subject to inflationary pressures with respect to our staff-related and other costs. Any cost increases that we are not able to pass on to our subscribers through service rate increases would result in increased pressure on our operating margins. The details of our OpEx costs are as follows:

	Year ended December 31,		Increase (decrease)	
	2014	2013	€	%
	in millions			
Network operating costs	€ 180.0	€ 173.5	€ 6.5	3.7
Direct costs (programming and copyright, interconnect and other)	178.8	190.9	(12.1)	(6.3)
Staff-related costs (excluding restructuring charges)	81.9	82.7	(0.8)	(1.0)
Outsourced labor and professional services	54.5	53.8	0.7	1.3
Other indirect costs	46.7	47.5	(0.8)	(1.7)
Total	€ 541.9	€ 548.4	€ (6.5)	(1.2)

Our total OpEx decreased €6.5 million or 1.2% during 2014, as compared to 2013. This decrease includes the following factors:

- A decrease in direct costs of €12.1 million or 6.3%, primarily due to the net effect of (i) a decrease in interconnect costs, primarily attributable to (a) lower rates and (b) lower call volumes, and (ii) an increase in programming and copyright costs, primarily due to growth in digital video services; and

- An increase in network operating costs of €6.5 million or 3.7%, primarily due to (i) higher outsourced labor costs associated with customer-facing activities and (ii) an increase resulting from the release of certain accruals during the second quarter of 2013 following the reassessment of our obligations related to the refurbishment of customer premises equipment.

SG&A

General. SG&A includes human resources, information technology, general services, management, finance, legal and sales and marketing costs, share-based compensation and other general expenses. As noted above under *OpEx*, we are subject to inflationary pressures with respect to our staff-related and other costs. The details of our SG&A costs are as follows:

	Year ended December 31,		Increase (decrease)	
	2014	2013	€	%
	in millions			
Staff-related costs (excluding restructuring charges)	€ 71.8	€ 66.1	€ 5.7	8.6
Sales and marketing costs	105.0	95.1	9.9	10.4
Outsourced labor and professional services	16.1	11.5	4.6	40.0
Other indirect costs	48.5	50.2	(1.7)	(3.4)
Total	€ 241.4	€ 222.9	€ 18.5	8.3

Our total SG&A increased €18.5 million or 8.3% during 2014, as compared to 2013. This increase includes the following factors:

- An increase in sales and marketing costs of €9.9 million or 10.4%, primarily due to (i) higher costs associated with advertising campaigns and (ii) a net increase in third-party sales commissions;

- An increase in staff-related costs of €5.7 million or 8.6%, largely due to the net effect of (i) increased staffing levels, (ii) annual wage increases and (iii) a decrease in incentive compensation costs;

- An increase in outsourced labor and professional services of €4.6 million or 40.0%, primarily due to an increase in consulting costs related to information technology and finance initiatives; and

- A decrease in other indirect costs of €1.7 million or 3.4%, due to the net effect of (i) higher software and other information technology-related maintenance costs and (ii) a net decrease resulting from individually insignificant changes in other SG&A categories.

Impairment, restructuring and other operating items, net

We recognized impairment, restructuring and other operating items, net, of (€2.8 million) during 2014, compared to €16.2 million during 2013. The 2014 amount includes (i) €8.0 million of restructuring charges associated with employee severance and termination costs related to reorganization activities, (ii) a credit of €6.9 million resulting from the release of an accrual in connection with the settlement of an acquisition-related contingency during the third quarter of 2014, (iii) a €6.2 million gain on disposal of assets and (iv) €2.1 million of impairment charges. The 2013 amount includes (a) €10.6 million of restructuring charges associated with employee severance and termination costs related to reorganization activities, (b) €5.3 million of impairment charges, (c) €1.5 million of direct acquisition costs and (d) a €1.2 million gain on disposal of assets. The 2013 direct acquisition costs represent third-party legal fees incurred in connection with the appeal by two of our competitors of the FCO decision to approve the LG/KBW Transaction. For additional information regarding the FCO matter, see note 17 to our consolidated financial statements.

If, among other factors, (i) our enterprise value or Liberty Global's equity value were to decline significantly or (ii) the adverse impacts of economic, competitive, regulatory or other factors were to cause our results of operations or cash flows to be worse than anticipated, we could conclude in future periods that impairment charges are required in order to reduce the carrying values of our goodwill and, to a lesser extent, other long-lived assets. Any such impairment charges could be significant.

Related-party fees and allocations

We recorded related-party fees and allocations related to corporate services performed by Liberty Global of €105.6 million during 2014 as compared to €76.4 million during 2013. These amounts represent fees charged by UPC Holding to our company that originate with Liberty Global, UPC Holding and certain other Liberty Global subsidiaries, and include charges for management, finance, legal, technology, marketing and other services that support our company's broadband communications operations, including the use of the UPC trademark. For additional information, see note 16 to our consolidated financial statements.

Depreciation and amortization expense

Depreciation and amortization expense increased €40.8 million or 6.0% during 2014, as compared to 2013. This increase is primarily due to the net effect of (i) an increase associated with property and equipment additions related to the expansion and upgrade of our networks, the installation of customer premises equipment and other capital initiatives, (ii) a decrease associated with certain assets becoming fully depreciated and (iii) an increase in the amortization of subscriber acquisition costs.

Net financial and other expense

Our net financial and other expense primarily includes interest expense, interest income, foreign currency transaction gains or losses, realized and unrealized gains or losses on derivative instruments and losses on debt modification and extinguishment. As further described below, we recorded net financial and other expense during 2014 of €635.7 million, as compared to €622.2 million during 2013.

Interest expense – third-party

Interest expense – third-party decreased €0.8 million or 0.2% during 2014, as compared to 2013, primarily due to the net effect of (i) lower weighted average interest rates and (ii) higher average outstanding third-party debt balances. During 2014, we have completed several refinancing transactions that have lowered average interest rates and extended debt maturities. For additional information, see note 13 to our consolidated financial statements.

Interest expense – related-party

Interest expense – related-party decreased €3.8 million or 3.2% during 2014, as compared to 2013, primarily due to (i) lower average outstanding related-party debt balances and (ii) lower weighted average interest rates. Our related-party interest expense relates to (a) our shareholder loans payable to UPC Germany, including (1) the 2010 Shareholder Loan, (2) the 2012 Shareholder Loan and (3) the 2013 Shareholder Capex Loan, which was fully repaid during the third quarter of 2014, and (b) a loan payable to UMI, which was fully repaid during the second quarter of 2013. For additional information, see note 13 to our consolidated financial statements.

Foreign currency transaction gains (losses), net

We recognized foreign currency transaction gains (losses), net, of (€184.1 million) during 2014, as compared to €47.7 million during 2013. These amounts primarily relate to the remeasurement of our U.S. dollar denominated indebtedness.

Realized and unrealized gains (losses) on derivative instruments, net

Our realized and unrealized gains or losses on derivative instruments include (i) unrealized changes in the fair values of our derivative instruments that are non-cash in nature until such time as the underlying contracts are fully or partially settled and (ii) realized gains or losses upon the full or partial settlement of the underlying contracts.

Our realized and unrealized gains (losses) on derivative instruments, net, were €156.9 million during 2014, as compared to (€72.7 million) during 2013. The gain during 2014 is primarily attributable to the net effect of (i) gains associated with an increase in the value of the U.S. dollar relative to the euro and (ii) losses associated with decreases in market interest rates in the euro market. In addition, the loss during 2014 includes a net loss of (€4.4 million) resulting from changes in our credit risk valuation adjustments. The loss during 2013 is primarily attributable to the net effect of (a) losses associated with decreases in market interest rates in the euro market, (b) losses associated with a decrease in the value of the U.S. dollar relative to the euro and (c) gains associated with decreases in market interest rates in the U.S. dollar market. In addition, the loss during 2013 includes a net gain of €6.6 million resulting from changes in our credit risk valuation adjustments.

For additional information regarding our derivative instruments, see notes 6 and 7 to our consolidated financial statements.

Losses on debt modification and extinguishment, net

We recognized losses on debt modification and extinguishment, net, of €107.0 million and €83.4 million during 2014 and 2013, respectively.

The loss during 2014 is related to (i) a €57.1 million loss during the fourth quarter related to the repayment of the 2009 UM Senior Notes, which includes (a) the payment of €36.0 million of redemption premium, (b) the write-off of €11.3 million of deferred financing costs and (c) the write-off of €9.8 million of unamortized discount, and (ii) a €49.9 million loss during the fourth quarter related to the repayment of the UM Senior Secured Fixed-Rate Exchange Notes, which includes (1) the payment of €57.0 million of redemption premium, (2) the write-off of €8.6 million of unamortized premium and (3) the write-off of €1.5 million of deferred financing costs.

The loss during 2013 is related to the redemption of all of the then outstanding 2009 UM Euro Senior Secured Notes during the first and fourth quarters, including (i) the payment of €55.6 million of redemption premium and (ii) €27.8 million associated with the write-off of deferred financing costs and an unamortized discount.

For additional information, see note 13 to our consolidated financial statements.

Income tax expense

We recognized income tax expense of €1.1 million and €48.4 million during 2014 and 2013, respectively.

The income tax expense during 2014 differs from the expected income tax benefit of €61.4 million (based on the German group income tax rate of 32.49%), primarily due to the negative impacts of (i) certain permanent differences between the financial and tax accounting treatment of interest and other items and (ii) the nonrecognition of certain net operating losses and interest carryforwards. The negative impacts of these items were partially offset by the positive impact of the recognition of previously unrecognized tax benefits.

The income tax expense during 2013 differs from the expected income tax benefit of €77.3 million (based on the German group income tax rate of 32.59%) primarily due to the negative impacts of (i) the loss of tax attributes in connection with a transaction that was completed by our ultimate parent entity, (ii) certain permanent differences between the financial and tax accounting treatment of interest and other items and (iii) the nonrecognition of certain net operating losses and interest carryforwards.

For additional information regarding our income taxes, see note 14 to our consolidated financial statements.

Net loss

We reported net losses of €190.0 million and €285.7 million during 2014 and 2013, respectively.

Gains or losses associated with (i) changes in the fair values of derivative instruments, (ii) movements in foreign currency exchange rates and (iii) the disposition of assets are subject to a high degree of volatility and, as such, any gains from these sources do not represent a reliable source of income. In the absence of significant gains in the future from these sources or from other non-operating items, our ability to achieve net earnings is largely dependent on our ability to increase our aggregate Adjusted EBITDA to a level that more than offsets the aggregate amount of our (a) share-based compensation, (b) related-party fees and allocations, (c) impairment, restructuring and other operating items, net, (d) depreciation and amortization, (e) net financial and other expense and (f) income taxes.

Subject to the limitations included in our various debt instruments, we expect that Liberty Global will cause our company to maintain our debt at current levels relative to our Adjusted EBITDA for the foreseeable future. As a result, we expect that we will continue to report significant levels of interest expense for the foreseeable future.

2013 compared to 2012

Revenue

The details of our revenue are as follows:

	Year ended December 31,		Increase (decrease)	
	2013	2012	€	%
		in millions		
Subscription revenue (a):				
Video	€ 969.1	€ 948.6	€ 20.5	2.2
Broadband internet	363.4	283.8	79.6	28.0
Fixed-line telephony	391.7	346.4	45.3	13.1
Cable subscription revenue	1,724.2	1,578.8	145.4	9.2
Mobile subscription revenue (b)	14.8	9.6	5.2	54.2
Total subscription revenue	1,739.0	1,588.4	150.6	9.5
Non-subscription revenue (b) (c)	188.4	213.2	(24.8)	(11.6)
Total revenue	€ 1,927.4	€ 1,801.6	€ 125.8	7.0

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(a) Subscription revenue includes amounts received from subscribers for ongoing services, excluding installation fees and late fees. Subscription revenue from subscribers who purchase bundled services at a discounted rate is generally allocated proportionally to each service based on the standalone price for each individual service. As a result, changes in the standalone pricing of our cable and mobile products or the composition of bundles can contribute to changes in our product revenue categories from period to period.

(b) Mobile subscription revenue excludes mobile interconnect revenue of €1.1 million and €0.5 million, respectively. Mobile interconnect revenue is included in non-subscription revenue.

(c) Non-subscription revenue includes, among other items, carriage fee, installation and interconnect revenue. In addition, non-subscription revenue includes B2B revenue from business broadband internet, video, voice, wireless and data services offered to medium to large enterprises and, on a wholesale basis, to other operators. We also provide services to certain SOHO subscribers. SOHO subscribers pay a premium price to receive enhanced service levels along with video, broadband internet, fixed-line telephony or mobile services that are similar to the mass marketed products offered to our residential subscribers. Revenue from SOHO subscribers, which aggregated €11.5 million and €5.4 million, respectively, is included in cable subscription revenue.

The details of our revenue increase during 2013, as compared to 2012, are set forth below (in millions):

Increase in cable subscription revenue due to change in:		
Average number of RGUs (a)	€	97.9
ARPU (b)		47.5
Total increase in cable subscription revenue		145.4
Increase in mobile subscription revenue (c)		5.2
Total increase in subscription revenue		150.6
Decrease in non-subscription revenue (d)		(24.8)
Total	€	125.8

(a) The increase in our cable subscription revenue related to a change in the average number of RGUs is attributable to increases in the average numbers of broadband internet, fixed-line telephony and digital cable RGUs that were only partially offset by a decline in the average number of analog cable RGUs. The decline in our average number of analog cable RGUs led to a decline in the average number of our total video RGUs during 2013, as compared to 2012.

(b) The increase in our cable subscription revenue related to a change in ARPU is due to (i) a net increase resulting primarily from the following factors: (a) higher ARPU from broadband internet services, (b) higher ARPU from digital cable services, (c) lower ARPU from fixed-line telephony services due to the net impact of (1) a decrease in ARPU associated with lower fixed-line telephony call volumes for customers on usage-based calling plans and (2) an increase in ARPU associated with the migration of customers to fixed-rate plans and related value-added services, (d) higher ARPU due to lower negative impacts from free bundled services provided to new subscribers during promotional periods and (e) higher ARPU from analog cable services, as price increases more than offset lower ARPU due to a higher proportion of subscribers receiving discounted analog cable services through bulk agreements and (ii) an improvement in RGU mix attributable to a higher proportion of fixed-line telephony and broadband internet RGUs.

(c) The increase in our mobile subscription revenue is primarily due to the net effect of (i) an increase in the average number of mobile subscribers, (ii) a reduction in billable usage and (iii) lower ARPU due to the impact of an increase in the proportion of subscribers receiving lower-priced tiers of mobile services.

(d) The decrease in our other non-subscription revenue is primarily attributable to the net effect of (i) a decrease in carriage fee revenue of €27.2 million, (ii) an increase in installation revenue of €11.0 million, due to a higher number of installations and an increase in the average installation fee, and (iii) a decrease in interconnect revenue of €4.9 million.

OpEx

The details of our OpEx are set forth below:

	Year ended December 31,		Increase (decrease)	
	2013	2012	€	%
	in millions			
Network operating costs	€ 173.5	€ 174.8	€ (1.3)	(0.7)
Direct costs (programming and copyright, interconnect and other)	190.9	178.5	12.4	6.9
Staff-related costs (excluding restructuring charges)	82.7	86.8	(4.1)	(4.7)
Outsourced labor and professional services	53.8	39.3	14.5	36.9
Other indirect costs	47.5	28.9	18.6	64.4
Total	€ 548.4	€ 508.3	€ 40.1	7.9

Our total OpEx increased €40.1 million or 7.9% during 2013, as compared to 2012. This increase includes the following factors:

- An increase in other indirect costs of €18.6 million or 64.4%, largely due to (i) an increase in bad debt and collection expenses and (ii) an increase in facilities expenses, primarily related to higher rent;

- An increase in outsourced labor and professional services of €14.5 million or 36.9%, largely due to (i) increased call center costs and (ii) higher consulting costs related to a customer retention project;

- An increase in direct costs of €12.4 million or 6.9%, primarily due to the net effect of (i) an increase in programming and copyright costs, primarily due to (a) growth in digital cable services and (b) an increase of €3.3 million due to the impact of accrual releases during the third quarter of 2012 relating to the settlement or reassessment of operational contingencies, and (ii) a decrease in interconnect costs, primarily due to lower rates;

- A decrease in staff-related costs of €4.1 million or 4.7%, primarily due to the net effect of (i) decreased staffing levels and (ii) annual wage increases; and

- A decrease in network operating costs of €1.3 million or 0.7%, due to the net effect of (i) higher outsourced labor costs associated with customer-facing activities, (ii) an increase associated with higher network and customer premises equipment maintenance costs, (iii) a decrease associated with the reassessment of certain accruals related to the refurbishment of customer premises equipment during the second quarter of 2013 and (iv) other individually insignificant net decreases.

SG&A

The details of our SG&A costs are set forth below:

	Year ended December 31,		Increase (decrease)	
	2013	2012	€	%
	in millions			
Staff related costs (excluding restructuring charges)	€ 66.1	€ 63.1	€ 3.0	4.8
Sales and marketing costs	95.1	101.7	(6.6)	(6.5)
Outsourced labor and professional services	11.5	17.0	(5.5)	(32.4)
Other indirect costs	50.2	46.9	3.3	7.0
Total	€ 222.9	€ 228.7	€ (5.8)	(2.5)

Our total SG&A decreased €5.8 million or 2.5% during 2013, as compared to 2012. This decrease includes the following factors:

- A decrease in sales and marketing costs of €6.6 million or 6.5%, largely due to lower costs associated with advertising campaigns and rebranding;
- A decrease in outsourced labor and professional services of €5.5 million or 32.4%, primarily due to lower consulting costs incurred during 2013 related to the integration of KBW;
- An increase in other indirect costs of €3.3 million or 7.0%, primarily due to (i) an increase in information technology-related expenses, primarily due to (a) higher costs incurred in connection with the migration of operating systems and (b) higher software and other information technology-related maintenance costs, and (ii) an increase in facilities expenses, primarily related to higher rent; and
- An increase in staff-related costs of €3.0 million or 4.8%, primarily due (i) increased staffing levels and (ii) annual wage increases.

Impairment, restructuring and other operating items, net

We recognized impairment, restructuring and other operating items, net, of €16.2 million during 2013, compared to €29.7 million during 2012. The 2013 amount includes (i) €10.6 million of restructuring charges associated with employee severance and termination costs related to reorganization activities, (ii) €5.3 million of impairment charges, (iii) €1.5 million of direct acquisition costs and (iv) a €1.2 million gain on disposal of assets. The 2012 amount includes (a) €30.8 million of restructuring charges associated with employee severance and termination costs related to reorganization activities, (b) a €2.7 million gain on disposal of assets and (c) €1.6 million of impairment charges. The 2013 direct acquisition costs represent third-party legal fees incurred in connection with the appeal by two of our competitors of the FCO decision to approve the LG/KBW Transaction. For additional information regarding the FCO matter, see note 17 to our consolidated financial statements.

Related-party fees and allocations

We recorded related-party fees and allocations related to corporate services performed by Liberty Global of €76.4 million during 2013 as compared to €53.7 million during 2012. These amounts represent fees charged by UPC Holding to our company that originate with Liberty Global, UPC Holding and certain other Liberty Global subsidiaries, and include charges for management, finance, legal, technology, marketing and other services that support our company's broadband communications operations, including the use of the UPC trademark. The 2013 amount includes fees and allocations related to both Unitymedia KabelBW and KBW for the entire year, while the 2012 amount only includes KBW for a partial year. For additional information, see note 16 to our consolidated financial statements.

Depreciation and amortization expense

Depreciation and amortization expense increased €39.7 million or 6.2% during 2013, as compared to 2012. This increase is primarily due to the net effect of (i) an increase associated with property and equipment additions related to the installation of customer premises equipment, the expansion and upgrade of our networks and other capital initiatives, (ii) a decrease associated with certain assets becoming fully depreciated and (iii) a decrease associated with changes in the useful lives of certain assets.

Net financial and other expense

Our net financial and other expense primarily includes interest expense, interest income, foreign currency transaction gains or losses, realized and unrealized gains or losses on derivative instruments and losses on debt modification and extinguishment. As further described below, we recorded net financial and other expense during 2013 of €622.2 million, as compared to €681.9 million during 2012.

Interest expense – third-party

Interest expense – third-party decreased €19.4 million or 4.6% during 2013, as compared to 2012, primarily due to the net effect of (i) lower weighted average interest rates and (ii) higher average outstanding third-party debt balances. For additional information, see note 13 to our consolidated financial statements.

Interest expense – related-party

Interest expense – related-party increased €22.5 million or 22.9% during 2013, as compared to 2012, primarily due to higher average outstanding related-party debt balances and, to a lesser extent, higher weighted average interest rates. Our related-party interest expense relates to (i) our shareholder loans payable to UPC Germany, including (a) the 2010 Shareholder Loan, (b) the 2012 Shareholder Loan and (c) the 2013 Shareholder Capex Loan, which was fully repaid during the third quarter of 2014, and (ii) a loan payable to UMI, which was fully repaid during the second quarter of 2013. For additional information, see note 13 to our consolidated financial statements.

Foreign currency transaction gains, net

We recognized foreign currency transaction gains, net, of €47.7 million during 2013, as compared to €20.1 million during 2012. These amounts primarily relate to the remeasurement of our U.S. dollar denominated indebtedness.

Realized and unrealized losses on derivative instruments, net

Our realized and unrealized gains or losses on derivative instruments include (i) unrealized changes in the fair values of our derivative instruments that are non-cash in nature until such time as the underlying contracts are fully or partially settled and (ii) realized gains or losses upon the full or partial settlement of the underlying contracts. The details of our realized and unrealized losses on derivative instruments, net, are as follows:

	Year ended December 31, 2013	2012
	in millions	
Cross-currency derivative contracts (a)	€ (72.7)	€ (37.5)
Interest rate derivative contracts (b)	—	(5.6)
Total	€ (72.7)	€ (43.1)

(a) The loss during 2013 is primarily attributable to the net effect of (i) losses associated with decreases in market interest rates in the euro market, (ii) losses associated with a decrease in the value of the U.S. dollar relative to the euro and (iii) gains associated with decreases in market interest rates in the U.S. dollar market. In addition, the loss during 2013 includes a net gain of €6.6 million resulting from changes in our credit risk valuation adjustments. The loss during 2012 is primarily attributable to the net effect of (a) losses associated with decreases in market interest rates in the euro market, (b) gains associated with decreases in market interest rates in the U.S. dollar market and (c) losses associated with a decrease in the value of the U.S. dollar relative to the euro. In addition, the loss during 2012 includes a net gain of €6.7 million resulting from changes in our credit risk valuation adjustments.

(b) During the third quarter of 2012, our interest rate derivative contracts were terminated.

For additional information regarding our derivative instruments, see notes 6 and 7 to our consolidated financial statements.

Losses on debt modification and extinguishment, net

We recognized losses on debt modification and extinguishment, net, of €83.4 million and €143.6 million during 2013 and 2012, respectively.

The loss during 2013 is related to the redemption of all of the then outstanding 2009 UM Euro Senior Secured Notes during the first and fourth quarters, including (i) the payment of €55.6 million of redemption premium and (ii) €27.8 million associated with the write-off of deferred financing costs and an unamortized discount.

The loss during 2012 includes (i) a loss of €133.7 million during the fourth quarter associated with the redemption and repurchase of all of the 2009 UM Dollar Senior Secured Notes and a portion of the 2009 UM Euro Senior Secured Notes, including a loss of (a) €95.9 million representing the difference between the principal amount and redemption price of the debt redeemed and (b) €37.8 million associated with the write-off of deferred financing costs and an unamortized discount, (ii) a loss of €8.6 million representing the difference between the carrying value and redemption price of the UM Senior Secured Floating-Rate Exchange Notes that were redeemed during the third quarter and (iii) a loss of €1.1 million representing the redemption premium paid pursuant to the Special Optional Redemptions in May 2012.

For additional information, see note 13 to our consolidated financial statements.

Income tax benefit (expense)

We recognized income tax benefit (expense) of (€48.4 million) and €80.3 million during 2013 and 2012, respectively.

The income tax expense during 2013 differs from the expected income tax benefit of €77.3 million (based on the German group income tax rate of 32.59%) primarily due to the negative impacts of (i) the loss of tax attributes in connection with a transaction that was completed by our ultimate parent entity, (ii) certain permanent differences between the financial and tax accounting treatment of interest and other items and (iii) the nonrecognition of certain net operating losses and interest carryforwards.

The income tax benefit during 2012 differs from the expected income tax benefit of €109.9 million (based on the German group income tax rate of 32.37%) primarily due to the negative impact of certain permanent differences between the financial and tax accounting treatment of interest and other items. This negative impact was partially offset by the positive impact of the recognition of certain net operating losses and interest carryforwards.

For additional information regarding our income taxes, see note 14 to our consolidated financial statements.

Net loss

We reported net losses of €285.7 million and €259.3 million during 2013 and 2012, respectively.

Liquidity and Capital Resources

Sources and Uses of Cash

Cash and cash equivalents

Although our consolidated operating subsidiaries have generated cash from operating activities, the terms of our subsidiaries' debt instruments restrict our ability to access the assets of these subsidiaries. At December 31, 2014, substantially all of our consolidated cash and cash equivalents was held by our subsidiaries. In addition, our ability to access the liquidity of our subsidiaries may be limited by tax and legal considerations or other factors.

Liquidity of Unitymedia KabelBW

Our sources of liquidity at the parent level include (i) our cash and cash equivalents, (ii) amounts due under the UPC Germany Loan Receivable, (iii) funding from UPC Germany (and ultimately from Liberty Global or other Liberty Global subsidiaries) in the form of loans or contributions, as applicable, and (iv) subject to certain restrictions as noted above, proceeds in the form of distributions or loans from Unitymedia Hessen, Unitymedia NRW, KBW or other subsidiaries.

The ongoing cash needs of Unitymedia KabelBW include (i) corporate general and administrative expenses and (ii) interest payments on outstanding debt. From time to time, Unitymedia KabelBW may also require cash in connection with (a) the repayment of outstanding debt, (b) the satisfaction of contingent liabilities or (c) acquisitions and other investment opportunities. No assurance can be given that funding from UPC Germany (and ultimately from Liberty Global or other Liberty Global subsidiaries), our subsidiaries or external sources would be available on favorable terms, or at all.

Liquidity of Unitymedia Hessen, Unitymedia NRW, KBW and our other operating subsidiaries

In addition to cash and cash equivalents, the primary sources of liquidity of Unitymedia Hessen, Unitymedia NRW, KBW and our other operating subsidiaries is cash provided by operations and, in the case of Unitymedia Hessen and Unitymedia NRW, any borrowing availability under the Unitymedia KabelBW Revolving Credit Facilities. At December 31, 2014, we had aggregate borrowing capacity of €220.0 million under the Unitymedia KabelBW Revolving Credit Facilities. For information regarding limitations on the borrowing availability of the Unitymedia KabelBW Revolving Credit Facilities, see note 13.

The liquidity of Unitymedia Hessen, Unitymedia NRW, KBW and our other operating subsidiaries generally is used to fund capital expenditures, debt service requirements and other liquidity requirements that may arise from time to time. For additional information regarding our consolidated cash flows, see the discussion under *Consolidated Statements of Cash Flows* below. Our subsidiaries may also require funding in connection with (i) the repayment of outstanding debt, (ii) acquisitions and other investment opportunities or (iii) distributions or loans to Unitymedia KabelBW (and ultimately to Liberty Global or other Liberty Global subsidiaries). No assurance can be given that any external funding would be available to our subsidiaries on favorable terms, or at all.

Capitalization

At December 31, 2014, our outstanding consolidated third-party debt and finance lease obligations aggregated €6,550.3 million, substantially all of which is not due until 2020 or thereafter. For information regarding financing transactions completed subsequent to December 31, 2014, see note 19 to our consolidated financial statements.

Our ability to service or refinance our debt and to maintain compliance with our leverage covenants is dependent primarily on our ability to maintain or increase the Adjusted EBITDA of our operating subsidiaries and to achieve adequate returns on our capital expenditures and acquisitions. Our ability to maintain or increase cash from our operations will depend on our future operating performance, which is in turn dependent, to some extent, on general economic, financial, competitive, market, regulatory and other factors, many of which are beyond our control. In addition, our ability to obtain additional debt financing is limited by the leverage covenants contained in our and our subsidiaries' various debt instruments. In this regard, if our Adjusted EBITDA were to decline, we could be required to repay or limit our borrowings under the Unitymedia KabelBW Revolving Credit Facilities in order to maintain compliance with applicable covenants. No assurance can be given that we would have sufficient sources of liquidity, or that any external funding would be available on favorable terms, or at all, to fund any such required repayment.

We believe that our cash and cash equivalents, the UPC Germany Loan Receivable, the cash provided from the operations of our subsidiaries and any available borrowings under the Unitymedia KabelBW Revolving Credit Facilities will be sufficient to fund our currently anticipated working capital needs, capital expenditures and debt service requirements during the next 12 months, although no assurance can be given that this will be the case. However, as our debt matures in later years, we anticipate that we will seek to refinance or otherwise extend our debt maturities. No assurance can be given that we will be able to complete refinancing transactions or otherwise extend our debt maturities. In this regard, it is not possible to predict how economic conditions, sovereign debt concerns and/or any adverse regulatory developments could impact the credit markets we access and, accordingly, our future liquidity and financial position. However, (i) the financial failure of any of our counterparties could (a) reduce amounts available under committed credit facilities and (b) adversely impact our ability to access cash deposited with any failed financial institution and (ii) tightening of the credit markets could adversely impact our ability to access debt financing on favorable terms, or at all. In addition, sustained or increased competition, particularly in combination with adverse economic or regulatory developments, could have an unfavorable impact on our cash flows and liquidity.

Consolidated Statements of Cash Flows

Consolidated Statements of Cash Flows - 2014 compared to 2013

Summary. The 2014 and 2013 consolidated statements of cash flows are summarized as follows:

	Year ended December 31, 2014	Year ended December 31, 2013	Change
	in millions		
Net cash provided by operating activities	€ 840.6	€ 713.8	€ 126.8
Net cash used by investing activities	(1,332.7)	(687.0)	(645.7)
Net cash provided (used) by financing activities	492.9	(33.4)	526.3
Net increase (decrease) in cash and cash equivalents	€ 0.8	€ (6.6)	€ 7.4

Operating Activities. The increase in net cash provided by our operating activities is primarily attributable to the net effect of (i) an increase in the cash provided by our Adjusted EBITDA and related working capital changes and (ii) a decrease in cash provided due to higher cash payments for interest.

Investing Activities. The increase in net cash used by our investing activities is primarily attributable to an increase in cash used of €659.3 million to fund advances to UPC Germany.

The capital expenditures that we report in our consolidated statements of cash flows do not include amounts that are financed under capital-related vendor financing or finance lease arrangements. Instead, these amounts are reflected as non-cash additions to our property, equipment and intangible assets when the underlying assets are delivered, and as repayments of debt when the principal is repaid. In the following discussion, we refer to (i) our capital expenditures as reported in our consolidated statements of cash flows, which exclude amounts financed under capital-related vendor financing or finance lease arrangements, and (ii) our total property, equipment and intangible asset additions, which include our capital expenditures on an accrual basis and amounts financed under capital-related vendor financing or finance lease arrangements.

A reconciliation of our consolidated property, equipment and intangible asset additions to our consolidated capital expenditures as reported in the consolidated statements of cash flows is set forth below:

	Year ended December 31, 2014	Year ended December 31, 2013
	in millions	
Property, equipment and intangible asset additions	€ 509.8	€ 478.7
Assets acquired under capital-related vendor financing arrangements	(95.2)	(33.5)
Changes in liabilities related to capital expenditures (including related-party amounts)	(3.7)	(25.9)
Capital expenditures	€ 410.9	€ 419.3

The increase in our property, equipment and intangible asset additions is primarily due to the net effect of (i) an increase in expenditures for new build and upgrade projects to expand services, (ii) an increase in expenditures for general support purposes and systems and (iii) a decrease in expenditures for the purchase and installation of customer premises equipment. In terms of the composition of our property, equipment and intangible asset additions during 2014, (a) 50% relates to the rebuild and upgrade of our distribution network, (b) 21% relates to the purchase and installation of customer premises equipment, (c) 15% relates to capitalized third-party commissions and (d) the remainder relates to expenditures for general support purposes and systems. During 2014 and 2013, our property, equipment and intangible asset additions represented 24.8% of our revenue for each period.

For 2015, we expect our consolidated property, equipment and intangible asset additions to range from 23% to 25% of our revenue. The actual amount of our 2015 consolidated property, equipment and intangible additions may vary from expected amounts for a variety of reasons, including (i) changes in (a) the competitive or regulatory environment, (b) business plans or (c) our current or expected future operating results and (ii) the availability of sufficient capital. Accordingly, no assurance can be given that our actual property, equipment and intangible additions will not vary materially from our expectations.

Financing activities. The change in net cash provided (used) by our financing activities is primarily attributable to the net effect of (i) an increase in cash of €346.0 million related to lower net repayments of related-party debt, (ii) an increase in cash of €217.9 million related to higher net borrowings of third-party debt and (iii) a decrease in cash of €38.0 million associated with higher payments of financing costs and debt premium.

Consolidated Statements of Cash Flows - 2013 compared to 2012

Summary. The 2013 and 2012 consolidated statements of cash flows are summarized as follows:

	Year ended December 31, 2013	Year ended December 31, 2012	Change
	in millions		
Net cash provided by operating activities	€ 713.8	€ 634.2	€ 79.6
Net cash used by investing activities	(687.0)	(637.8)	(49.2)
Net cash used by financing activities	(33.4)	(24.3)	(9.1)
Net decrease in cash and cash equivalents	€ (6.6)	€ (27.9)	€ 21.3

Operating Activities. The increase in net cash provided by our operating activities is primarily attributable to (i) an increase in cash provided due to lower cash payments for interest and (ii) an increase in the cash provided by our Adjusted EBITDA and related working capital changes.

Investing Activities. The increase in net cash used by our investing activities is primarily attributable to the net effect of (i) an increase in cash used of €95.6 million to fund advances to UPC Germany and (ii) a decrease in cash used of €45.6 million due to lower capital expenditures.

A reconciliation of our consolidated property, equipment and intangible asset additions to our consolidated capital expenditures as reported in the consolidated statements of cash flows is set forth below:

	Year ended December 31, 2013	Year ended December 31, 2012
	in millions	
Property, equipment and intangible asset additions	€ 478.7	€ 507.0
Assets acquired under capital-related vendor financing arrangements	(33.5)	(33.8)
Changes in liabilities related to capital expenditures (including related-party amounts)	(25.9)	(8.3)
Capital expenditures	€ 419.3	€ 464.9

The decrease in our property, equipment and intangible asset additions is primarily due to the net effect of (i) a decrease in expenditures for new build and upgrade projects to expand services, (ii) an increase in expenditures for general support systems and (iii) a decrease in expenditures for the purchase and installation of customer premises equipment. In terms of the composition of our property, equipment and intangible asset additions during 2013, (a) 48% relates to the rebuild and upgrade of our distribution network, primarily in connection with the upgrade of in-home wiring, (b) 24% relates to the purchase and installation of customer premises equipment, (c) 15% relates to capitalized third-party commissions and (d) the remainder relates to expenditures for general support systems. During 2013 and 2012, our property, equipment and intangible asset additions represented 24.8% and 28.1% of our revenue, respectively.

Financing Activities. The increase in cash used by our financing activities is primarily due to the net effect of (i) an increase in cash used of €387.6 million related to higher net repayments of related-party debt, (ii) a decrease in cash used of €308.3 million related to higher net borrowings of third-party debt and (iii) a decrease in cash used of €58.9 million associated with lower payments of financing costs and debt premiums.

Debt Maturities and Contractual Commitments

For information concerning the maturities of our debt and other financial obligations as of December 31, 2014, see note 4 to our consolidated financial statements. For information concerning our contractual commitments as of December 31, 2014, see note 17 to our consolidated financial statements.

Critical Accounting Policies

Our critical accounting policies include our policies with respect to:

- Impairment of property and equipment and intangible assets (including goodwill);
- Costs associated with construction and installation activities;
- Useful lives of long-lived assets;
- Fair value measurements; and
- Income tax accounting.

For additional information concerning these policies, see note 3 to our consolidated financial statements.