Annual Report
December 31, 2015

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Germany

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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, our future financial condition, results of operations and business, our expectations regarding our percentage of revenue represented by our property, equipment and intangible asset additions in 2016, subscriber growth and retention rates, competitive, regulatory and economic factors, the maturity of our markets, anticipated cost increases, liquidity, credit risks, foreign currency risks and target leverage levels.

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 conditions imposed on us as a result of the LG/KBW Transaction (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 conditions imposed in connection with the LG/KBW Transaction on our operations;
- our ability to successfully acquire new businesses and, if acquired, to integrate, realize anticipated efficiencies from, and implement our business plan, with respect to the businesses we have acquired or may acquire;
- 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 capital and the derivative instruments that hedge certain of our financial risks;
- the ability of suppliers and vendors (including our third-party wireless network provider under our MVNO (as defined and described below) arrangement) to timely deliver quality products, equipment, software, services and access;
- 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, including the costs and benefits associated with the planned new build and upgrade activities;
- the availability of capital for the acquisition and/or development of telecommunications networks and services;
- problems we may discover post-closing with the operations, including the internal controls and financial reporting process, of businesses we 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 (as defined and described below) 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" refer to Unitymedia GmbH and its consolidated subsidiaries. Unless otherwise indicated, operational and statistical data, including subscriber statistics and product offerings, are as of December 31, 2015.

Introduction

We are a subsidiary of Liberty Global plc (**Liberty Global**) that provides 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 the largest cable operator in the German states of North Rhine-Westphalia, Hesse and Baden-Württemberg in terms of customer relationships. As of December 31, 2014, the three federal states have a population of 34.4 million and as of December 31, 2013, a combined number of households of 16.5 million, 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 products are provided through next-generation networks and innovative technology platforms that connected 27 million customers subscribing to 57 million television, broadband internet and telephony services at December 31, 2015. In addition, Liberty Global served five million mobile subscribers and offered WiFi service across six million access points.

We classify our customers based on our main subscription-based business activities. The following table shows our operating statistics as of December 31, 2015 and 2014.

	December 31,	
	2015	2014
Footprint		
Homes Passed (1)	12,763,800	12,713,300
Two-way Homes Passed (2)	12,556,500	12,401,900
Subscribers (RGUs) (3)		
Basic Video (4)	5,003,800	5,199,100
Enhanced Video (5)	1,497,100	1,358,800
Total Video	6,500,900	6,557,900
Internet (6)	3,106,200	2,896,400
Telephony (7)	2,911,600	2,748,000
Total RGUs	12,518,700	12,202,300
Penetration		
Enhanced Video Subscribers as a % of Total Video Subscribers (8)	23.0 %	20.7 %
Internet as % of Two-way Homes Passed (9)	24.7 %	23.4 %
Telephony as % of Two-way Homes Passed (9)	23.2 %	22.2 %
Customer relationships		
Customer Relationships (10)	7,144,700	7,126,800
RGUs per Customer Relationship	1.75	1.71
Customer bundling		
Single-Play	57.4 %	60.0 %
Double-Play	10.1 %	8.9 %
Triple-Play	32.5 %	31.1 %
Mobile statistics		
Mobile subscribers (11)	355,500	309,800

(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.

(3) Revenue Generating Unit (**RGU**) is separately a Basic Video Subscriber, Enhanced Video Subscriber, Internet Subscriber or Telephony Subscriber (each 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 enhanced video service, fixed-line telephony service and broadband internet service, the customer would constitute three RGUs. Total RGUs is the sum of Basic Video, Enhanced Video, 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. Services offered without charge on a long-term basis (e.g., VIP subscribers, free service to employees) generally are not counted as RGUs. We do not include subscriptions to mobile services in our externally reported RGU counts. In this regard, our December 31, 2015 RGU counts exclude our separately reported mobile subscribers.

(4) Basic Video Subscriber is a home, residential multiple dwelling unit or commercial unit that receives our video service over our broadband network either via an analog video signal or via a digital video signal without subscribing to any recurring monthly service that requires the use of encryption-enabling technology. Encryption-enabling technology includes smart cards, or other integrated or virtual technologies that we use to provide our enhanced service offerings. We count RGUs on a unique premises basis. In other words, a subscriber with multiple outlets in one premises is counted as one RGU and a subscriber with two homes and a subscription to our video service at each home is counted as two RGUs. During the first quarter of 2015, we modified certain video subscriber definitions to better align these definitions with the underlying services received by our subscribers and have replaced our "Digital Cable" and "Analog Cable" subscriber definitions with "Enhanced Video" and "Basic Video," respectively. In connection with the implementation of the new definitions, we reclassified 916,900 Enhanced Video Subscribers to Basic Video Subscribers, representing video subscribers who either pay a recurring rental fee for a leased set-top box or pay a recurring access fee, but do not subscribe to any recurring encrypted video content.

(5) Enhanced Video Subscriber is a home, residential multiple dwelling unit or commercial unit that receives our video service over our broadband network or through a partner network via a digital video signal while subscribing to any recurring monthly service that requires the use of encryption-enabling technology. Enhanced Video Subscribers are counted on a unique premises basis. For example, a subscriber with one or more set-top boxes that receives our video service in one premises is generally counted as just one subscriber. An Enhanced Video Subscriber is not counted as a Basic Video Subscriber. As we migrate customers from basic to enhanced video services, we report a decrease in our Basic Video Subscribers equal to the increase in our Enhanced Video Subscribers. During the first quarter of 2015, we modified certain video subscriber definitions to better align these definitions with the underlying services received by our subscribers and have replaced our "Digital Cable" and "Analog Cable" subscriber definitions with "Enhanced Video" and "Basic Video," respectively. In connection with the implementation of the new definitions, we reclassified 916,900 Enhanced Video Subscribers to Basic Video Subscribers, representing video subscribers who either pay a recurring rental fee for a leased set-top box or pay a recurring access fee, but do not subscribe to any recurring encrypted video content.

(6) Internet Subscriber is a home, residential multiple dwelling unit or commercial unit that receives internet services over our networks. Our Internet Subscribers do not include customers that receive services from dial-up connections.

(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) Enhanced video penetration is calculated by dividing the number of enhanced video RGUs by the total number of basic and enhanced video RGUs.

(9) Telephony and broadband penetration is calculated by dividing the number of telephony RGUs and broadband RGUs, respectively, by total Two-way Homes Passed.

(10) 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-only customers from Customer Relationships.

(11) Our mobile subscriber count represents the number of active subscriber identification module (**SIM**) cards in service rather than services provided. For example, if a mobile subscriber has both a data and voice plan on a smartphone this would equate to one mobile subscriber. Alternatively, a subscriber who has a voice and data plan for a mobile handset and a data plan for a laptop (via a dongle) would be counted as two mobile subscribers. Customers who do not pay a recurring monthly fee are excluded from our mobile telephony subscriber counts after a period of inactivity of 90 days.

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 Kabel Holding GmbH (**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 a 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. Beginning on August 8, 2012 we changed our name to Unitymedia GmbH (**Unitymedia**).

On December 15, 2011, UPC Germany HoldCo 2 GmbH (**UPC Germany HC2**), a wholly-owned indirect subsidiary of UPC Germany Holding B.V. (**UPC Germany**) (Unitymedia's immediate parent company), acquired all of the shares of Kabel BW Musketeer GmbH (**KBW Musketeer**), the indirect parent company of Kabel BW GmbH (**Old KBW**) (the **LG/KBW Transaction**). The acquisition was completed in order to achieve certain financial, operational and strategic benefits through the integration of Old 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 Old KBW upon the agreement of our company and Old KBW with several conditions primarily concerning certain agreements and relationships our company and Old KBW have with housing associations and the encryption of digital free-to-air (**FTA**) 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 Old 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 Old 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 were 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 Old KBW; and (iii) Kabel Baden-Württemberg Verwaltungs-GmbH was merged into Old KBW. On September 3, 2013, the merger of Hessen Verwaltungs-GmbH into Unitymedia NRW was registered with the commercial register. On March 30, 2015, the merger of UPC Germany NewCo into Unitymedia Hessen as part of our continuing internal reorganization was registered with the commercial register. On April 1, 2015, Old KBW was renamed to Unitymedia BW GmbH (**KBW**). On November 10, 2015, the merger of Unitymedia Services 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 brand "Unitymedia" consisting of analog and digital video, broadband internet and fixed-line telephony. We also offer quadruple-play bundles that include 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 and 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 cable video services are typically paid directly by single family homes (or single-dwelling units (**SDUs**)) 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 enhanced video, broadband internet and fixed-line telephony services directly to individual tenants.

Video Business

We have marketed our video services under the integrated "Unitymedia" brand in our entire footprint since April 2015, when we rebranded the integrated "Kabel BW" brand that was previously used in the federal state of Baden-Württemberg to "Unitymedia". We offer a full range of video services that include 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, common interface plus (**CI+**) modules, our Horizon TV platform (as defined and described below) and access to video-on-demand (**VoD**). No set-top box, CI+ module or smart card is, however, required to receive our basic video services because our basic digital services are unencrypted across our footprint. Our network passes 12.8 million homes or approximately 78% of all households in North Rhine-Westphalia, Hesse and Baden-Württemberg.

There are 1.5 million RGUs that subscribe to our enhanced video products and 5.0 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 basic subscribers to convert to an enhanced video service. As of December 31, 2015, we provided our basic and enhanced video services to 50.9% of the homes passed by our network, while 23.0% of our video base subscribed to enhanced video services.

Basic and Digital Cable Services

Our basic video product, "Kabelanschluss", offers an entry level digital cable product. It offers over 88 digital channels, 29 analog channels, over 69 digital radio channels and up to 33 analog radio channels. This basic digital cable product also provides access to 13 HD channels, of which seven are from public broadcasters. We regularly update our basic cable program offerings to reflect changes in viewer interest, for example by further increasing the number of HD channels.

Premium Digital Cable Services

Our premium digital cable services include premium HD channel offerings, VoD including our Maxdome (as defined and described below) subscription video-on-demand (**SVoD**) package, DVR functionality and premium programming channels that we assemble into packages. We offer an HD option that includes HD FTA content from commercial broadcasters and from 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 35 HD channels (including seven channels from public broadcasters). Across our footprint, we have introduced our next-generation set-top box platform, which we refer to as "**Horizon TV**". Horizon TV is an all-in-one set-top box with an integrated Euro DOCSIS 3.0 modem and a WiFi connection, providing an intuitive advanced user interface, DVR functionality, 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 36,000 titles of on-demand content.

We offer two premium content packages, which can be ordered individually or bundled at discounted rates within our triple-play or TV offerings. Digital TV HIGHLIGHTS offers 16 film, series, documentary, children and music channels and Digital TV ALLSTARS contains 55 channels. 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 49. For Digital TV ALLSTARS subscribers, this brings the total number of HD channels to 61 channels. 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 HIGHLIGHTS and ALLSTARS packages. In total, we currently offer up to 79 HD channels (including up to 22 Sky Deutschland HD channels), including FTA and premium channels by public and commercial broadcasters in each case. 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". It consists of our individual foreign language programming packages in Albanian, Arabic, Bosnian, Croatian, French, Greek, Italian, Japanese, Polish, Portuguese/Spanish, Russian, Serbian and Turkish.

Maxdome. We have entered into a distribution agreement with ProSiebenSAT.1 Media AG (**ProSiebenSAT.1**) for their SVoD service, known as "**Maxdome**". Since March 2015, 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 former Unitymedia footprint and in November 2014 in our former Kabel BW 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, Twitter and others). The Horizon TV platform includes an online television application that offers over 100 linear video channels, of which the majority are available out-of-home, and access to VoD and SVoD across multiple devices (**Horizon Go**). As of December 31, 2015, we had 460,000 Horizon TV subscribers.

Our Customers. We divide our basic cable subscribers into two specific market segments: residential subscribers in SDUs and subscribers in 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 that operate and administer the in-building network on behalf of housing associations (**Professional Operators**). Nearly two-thirds of our video RGUs are with MDUs. 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 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, 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 monthly subscription revenue per average RGU (**ARPU**) 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.

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 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 HD DVR and Horizon TV boxes.

Broadband Internet

We provide broadband internet services to 3.1 million RGUs. We have expanded the availability of our ultra high-speed broadband internet services through the deployment of Euro DOCSIS 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. As of December 31, 2015, we provide broadband internet services to our customers at a download speed of up to 250 Mbps without any time or data volume restrictions. In February 2016, we increased our top speeds to up to 400 Mbps in over 40% of our footprint, which will be gradually increased over time. Customers can choose between different packages, each of which includes our broadband internet access. Our current core product offers a download speed of up to 120 Mbps. We offer broadband internet services on a standalone basis, as a double-play option that bundles our broadband internet services with fixed-line telephony access with a flat rate to national landlines and as a triple-play option that bundles our broadband internet services with fixed-line telephony access with flat rate national landline and certain digital cable products, including certain premium subscriptions.

Subscribers to any of our internet/telephony packages generally use our cable modems free of charge. Due to upcoming applicable changes in legislation that we expect will become effective and applicable to us from the middle of 2016, subscribers will also be able to use their own, third-party provided modems. 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 and a reduced subscription fee during the first nine 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, 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 2.9 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 "International Flat Plus" option. We further provide an incremental option for our telephony subscribers, which includes a premium router with additional functionalities such as "ISDN" compatibility, 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.

Channel Carriage Fees

We charge television broadcasters channel carriage fees for delivering their FTA television channels (as opposed to channels marketed in premium video 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, channel carriage fees are charged on a monthly basis, depending on the number of video subscribers. We also carry the HD FTA 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 channel carriage fees directly to all broadcasters. Certain of the incremental fees for our FTA 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 channel carriage fee revenue is subject to these purportedly terminated contracts and to contracts with broadcasters that expire or are otherwise terminable by either party at various dates ranging from 2016 through 2018. For more information regarding lawsuits we have filed against ARD and ZDF for, among other matters, payment of channel carriage fees, see "— *Legal Proceedings*". Our ability to increase the aggregate channel 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. 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 channel carriage fees, see "— *Legal Proceedings*".

Business Services

Beginning in early 2011, we started offering broadband internet and telephony services for business-to-business (**B2B**) customers, targeting small office and home office (**SOHO**) consumers and, to a lesser extent, medium-sized business segments in the market with a streamlined portfolio in our footprint. These products are similar to our residential offerings and offer a core bundle with a download speed of 150 Mbps and since February 2016, maximum download speeds of up to 400 Mbps. Our product offerings to B2B customers are characterized by additional features, such as static IP addresses, higher upload speeds, premium routers, homepage packages, internet security packages, more extensive customer service and a premium pricing structure. We also offer WiFi solutions for business clients with a retail focus, which enables them to offer their customers WiFi internet access. 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

Our mobile service is provided over the wireless network of mobile phone operator Telefónica Germany. Mobile services are presently offered 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. As of December 31, 2015, we had 355,500 postpaid subscribers.

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.

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 1,700 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 12.8 million homes, or 78% 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 215,400 kilometers of our own coaxial cable, approximately 6,400 kilometers of our own fiber cable and approximately 18,100 kilometers of rented fiber cable. Average annual network availability of our network and product platforms is high, with availability above 99.8% in the twelve months ended December 31, 2015.

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 Euro DOCSIS 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 composed of fiber and coaxial cable that is either buried in the ground (85%) or housed in cable ducts (15%). 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 114,000 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 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 Former Kabel BW Group's Agreements with Deutsche Telekom*".

At the end of the second quarter of 2015, we began the roll-out of a public WiFi network and reached approximately 100 cities throughout our footprint as of December 31, 2015. In addition to this public hotspot network, which currently offers over 1,000 access points, we plan to activate WiFi Spots at our customers' homes to create the most dense WiFi network in our footprint. This network will offer seamless and unlimited WiFi connectivity for our broadband customers outside their homes. We are also entering into cooperation with certain municipalities, such as the city of Stuttgart, to launch public WiFi services in those city centers. In addition, we are expanding our hybrid fiber coaxial cable network into new market areas and are testing Euro DOCSIS 3.1 technology.

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, fixed-line 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 premium and 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 currently 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, fixed-line telephony, access to a large number of free-TV and premium channels, premium HD channels and services to their existing basic cable television customers. The German television subscription market size in 2014 is estimated to be €4.0 billion (Source: Dataxis, 2015) compared to approximately €28.3 billion for the German fixed-line market and €56.5 billion (Source: Federal Network Agency, 2014) for the total German fixed-line and mobile telephony market including traditional voice, VoIP and internet services. The internet broadband access and fixed-line 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 ("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 fixed broadband infrastructure following the acquisition of 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 will not give it access to a cable network in our footprint, Vodafone may be able to leverage its national marketing power with this combined business under the Vodafone brand and increase the amount of its broadband subscribers in our footprint via its access to Deutsche Telekom's DSL infrastructure that 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 DSL platforms. The Euro DOCSIS 3.0 broadband technology allows us to deliver speed levels of up to 400 Mbps since February 2016, with the potential to further increase these without substantial network investments. DOCSIS technology is evolving and the next standard Euro DOCSIS 3.1 is expected to increase speeds to 1 Gbps and beyond. These speed levels cannot be matched by DSL without deep fiber deployment. End-to-end network ownership is a key advantage for cable operators to provide their services cost-effectively, design their services according to market demand and accelerate time-to-market.

Video Business Market

The German television market is the largest in Europe, with approximately 38.9 million television homes as of July 2015, and a combined cable, satellite, terrestrial and internet protocol television (**IPTV**) penetration rate of approximately 97% based on approximately 40.2 million households as of December 2014 (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, HD and interactive television services, such as VoD requiring high bandwidth and bi-directional distribution platforms. 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 channel 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 channel 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. We have rejected the termination notices and 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. 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. 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 — Channel Carriage Fees*", "*Business of Unitymedia — Material Contracts — Other Significant Supply Agreements — Feed*‑*in Agreements*" and "*Business of Unitymedia — 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 (**DTH**) satellite 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.

The table below shows the development of TV reception by infrastructure in Germany from July 2010-2015. According to the German Digitization Report, as of July 2015, 46% of German television homes used cable as their primary means for receiving television signals, as compared to satellite with 47% 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.

	2010	**2011**	**2012**	**2013**	**2014**	**2015**
				(%)		
Cable	51.4	50.2	47.9	46.3	46.3	46.1
Satellite	42.8	44.7	45.6	46.2	46.1	46.5
DVB-T	11.1	11.8	12.5	11.0	10.0	9.7
IPTV	2.3	3.0	4.3	4.9	4.9	4.8

Source: TNS German Digitization Report 2015

Cable. Cable television is one of the most commonly used transmission medium for television services in Germany, with a penetration rate of approximately 46% of households as of July 2015 (Source: German Digitization Report, 2015). Approximately 69% of German households are passed by broadband cable networks (Source: ANGA, 2015). 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 services provided via satellite platforms, cable television subscribers have the additional benefit of the customer service and 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 SDU) 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 fixed-line 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 fixed-line telephony services directly to individual tenants. In addition, we are generally compensated for the use of capacity in our network by broadcasters which pay channel carriage fees for the transmission and distribution of their FTA television and audio signals via our network. For further information on our channel carriage fee arrangements with broadcasters, see "*Business of Unitymedia — Channel Carriage Fees*", "*Business of Unitymedia — Material Contracts — Other Significant Supply Agreements — Feed*-*in Agreements*" and "*Business of Unitymedia — 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 it has entered into several contracts with housing associations since then. In 2015, Deutsche Telekom further reiterated its ambition to increase this segment considerably until 2018. We therefore expect to experience more competition in the MDU market segment from Deutsche Telekom and alternative providers, which may lead to MDU contract losses or ARPU 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*".

To strengthen our competitive position, we have enhanced our premium digital cable service with DVR functionality and HD services. In September 2013, we introduced our next-generation Horizon TV platform, offering an enhanced interactive TV experience for consumers. Horizon is an all-in-one set-top box with an integrated Euro DOCSIS 3.0 modem and a WiFi connection, providing an intuitive advanced user interface, access to premium TV and VoD. In addition, we introduced Horizon Go, an online television application that offers over 100 linear video channels, of which over 80 channels out-of-home, and access to SVoD services. In 2015, we also further increased the number of HD channels available to up to 79 channels and expanded our VoD services by adding the Maxdome SVoD package to our portfolio and the announced VoD partnership with the largest German commercial broadcaster, Mediengruppe RTL Deutschland (**RTL**). By the expansion of these services, we now offer over 36,000 VoD titles. The bundle options allow subscribers to select various combinations of services to meet their needs. Promotional discounts are typically available to new subscribers.

Satellite. We face significant competition from FTA satellite distribution for our basic cable video services. An increase in the market share of satellite distribution, particularly FTA 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. Sky Deutschland has been acquired by British Sky Broadcasting Group plc and we cannot anticipate the consequence regarding a shift in long-term commercial strategy. In addition, we compete with providers of digital video 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 FTA satellite or OTT services, adversely affecting our ability to generate channel carriage fees and subscriber revenue, and potentially reducing the appeal of cable television.

The most popular form of television reception in Germany is DTH satellite television. 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, 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 26. Similar to satellite, DVB-T does not allow for the provision of enhanced bi-directional functionalities given the lack of a return path. However, a switch to second-generation technology, "**DVB-T2**", could increase the transmission capacity, 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. Further RTL announced its intention to start charging for HD content if and when the upcoming DVB-T2 standard that allows this technology will be introduced. ProSiebenSAT.1 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 currently 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 may improve following the DVB-T2 standard.

Video and Television Distribution Over the Internet (IPTV). 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. Deutsche Telekom has reported 2.7 million video subscribers, including a portion of DTH subscribers, as of December 31, 2015, and announced plans in the beginning of 2015 to target a total of approximately 5 million customers with its TV services by 2018. Deutsche Telekom plans to accomplish this by targeting customers via their IPTV platform and, to a lesser extent, offering TV services to housing associations and wholesaling the IPTV platform. Vodafone is the second largest IPTV provider in Germany with 169,000 IPTV video subscribers as of December 31, 2015. Following Vodafone's acquisition of a majority ownership in KDG, Vodafone has a large presence in the video market in Germany. 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, we believe this currently allows Deutsche Telekom to offer IPTV services (including HD channels) to approximately 80% of the homes passed by our network. We believe that Deutsche Telekom is further able to distribute IPTV to a large portion of the other 20% of our homes passed via asymmetric digital subscriber line 2+ (**ADSL2+**), but with technical limitations. In February 2015, Deutsche Telekom confirmed its previously announced roadmap of an extensive VDSL roll-out in the next few years and plans to cover approximately 80% of German homes with its VDSL footprint by 2018, as compared to a reported coverage of 55% as of December 31, 2015. 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 started to implement vectoring technology, enhancing maximum broadband speeds of up to 100 Mbps from the current speeds of up to 50 Mbps. 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 Amazon's Prime Instant Video, ProSiebenSAT.1's Maxdome, Netflix, Sky Deutschland's Sky Online, Vivendi's Watchever and Apple Inc.'s Apple TV. These OTT players 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 2015 approximately 36% of the 38.9 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 60% of consumers do this via a monthly subscription to SVoD. These services may become more popular, in particular among Germany's younger consumers and are competing with our premium content offering. We have entered into a distribution agreement with ProSiebenSAT.1 for their SVoD service, known as Maxdome. Since March 2015, we offer the Maxdome SVoD source via our Horizon TV platform, Horizon Go 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. For more information on Maxdome, see "*Business of Unitymedia — Maxdome*".

Broadband Internet Market

Germany is the largest internet market in Europe with an estimated 30.5 million fixed-line broadband internet subscribers as of December 31, 2015, compared to 26.1 million in France and 24.6 million in the U.K. (Source: Analysys Mason, February 2016). 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.

The table below shows the development of the broadband internet market by infrastructure in Germany from 2010-2015. Cable in Germany as of September 30, 2015 is estimated to have 6.5 million broadband subscribers, growing faster than DSL (including VDSL) over the years indicated in the table below:

	December 31,					September 30,
	2010	**2011**	**2012**	**2013**	**2014**	**2015**
	(in millions of subscribers)					
DSL	23.1	23.5	23.5	23.3	23.4	23.9
Cable	2.9	3.6	4.3	5.1	5.9	6.5
Fiber-to-the-building (**FTTB**)/FTTH	0.0	0.0	0.0	0.1	0.1	0.1
Total	26.0	27.1	27.8	28.5	29.4	30.5

Source: Analysys Mason, February 2016

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) and since February 2016, it allows our customers to receive broadband internet with download speeds of 400 Mbps. At December 2014, only 21% of total subscribing internet lines in Germany used a marketed speed of at least 30 Mbps (Federal Network Agency, 2015), whereas 65% of internet subscribers using cable technology subscribed to a speed of at least 30 Mbps (ANGA, 2015).

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 12.6 million broadband internet subscribers as of December 31, 2015, of which 10.2 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 approximately 80% of the homes passed by our network. This penetration compares to the 55% VDSL coverage or 23.0 million households in Germany that Deutsche Telekom reported as of December 31, 2015. At the same time, Deutsche Telekom already started to implement vectoring technology and is planning to further upgrade to supervectoring, enhancing maximum broadband speeds to up to 100 Mbps and 250 Mbps, respectively, from the current regular VDSL speeds of up to 50 Mbps. Deutsche Telekom announced their ambition to reach a nationwide VDSL coverage of 80% by the end of 2018 while also aiming to have overbuild all cable households with supervectoring technology. 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 Telefónica 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, which gives these operators access to high internet speeds. Vodafone also owns a majority stake in KDG, another large cable operator, active in all German federal states outside of our footprint. While Vodafone's acquisition of KDG will 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. In addition, we face competition from local operators and city carriers, such as NetCologne Gesellschaft mbH (**NetCologn**e), in regional clusters. Additional internet access technologies comprise FTTH and 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 our markets.

In addition, mobile broadband services have been launched by mobile network operators, such as Deutsche Telekom, Vodafone and Telefónica Germany. 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. For example, Vodafone is investing approximately €4 billion in their mobile network across Germany to finish its network modernization in 2016. Currently Vodafone has LTE coverage of approximately 84% of Germany's surface as of December 31, 2015, and aims to have 90% by the middle of 2016. As of December 31, 2015, Deutsche Telekom covers approximately 90%. Deutsche Telekom further offers a hybrid router that combines landline and mobile LTE network bandwidths, offering broadband speeds of up to 250 Mbps at an incremental subscription fee. Further, Deutsche Telekom and Vodafone have started to bundle their mobile products with their fixed products by giving additional benefits to certain customers who take both services, including a discount on their mobile services. Other technologies for internet access may develop and become competitive alternatives, as well. 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 Euro DOCSIS 3.0, our network has the ability to deliver broadband speeds up to 400 Mbps since February 2016, which today is eight times the speed of regular VDSL, with the potential to further increase speeds without substantial network investments. DOCSIS technology is evolving and the next standard Euro DOCSIS 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.

Fixed-line Telephony Market

Fixed-line telephony. Deutsche Telekom dominates the fixed-line telephony market with 20.2 million subscribers as of December 31, 2015, representing a market share of 56% (Federal Network Agency, 2015). However, as a result of deregulation, the market share of Deutsche Telekom has been decreasing 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 and Whatsapp. 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 telephony providers to continue. The total number of fixed-line telephony subscribers in Germany declined from 38.2 million subscribers in 2010 to 36.9 million in 2015, mainly as a result of substitution from fixed-line to mobile services (Source: Dialog Consult/VATM, 2015). In recent years, fixed-line telephony 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 advantages of the fixed-line telephony offering of cable companies include 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, fixed-line telephony and internet products via cable can be offered on an unbundled basis in order to target additional customers that do not 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 Telefónica Germany. 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 mobilcom-debitel 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 138% (Federal Network Agency, 2015) and the German market for mobile services is still growing. The volume of mobile call minutes, short message service 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, 2015). Given the increased relevance of mobile data, mainly driven by increased usage of mobile apps for video consumption, social media or communication, mobile network operators are increasing data allowances and investing in upgraded networks. For example, Vodafone is investing approximately €4 billion in their mobile network across Germany to finish its network modernization in 2016. Currently, Vodafone has LTE coverage of approximately 84% of Germany's surface as of December 31, 2015, and aims to have 90% by the middle of 2016. As of December 31, 2015, Deutsche Telekom is covering about 90%. The total German mobile market size is large, with €26.0 billion of revenue in 2014, of which €19.2 billion represent customer subscription fees (Source: Federal Network Agency, 2015). At the same time, price levels are decreasing and we expect increasing competition, including price erosion. Our mobile services are provided via an MVNO arrangement over the wireless network of mobile phone operator, Telefónica Germany.

Convergence

Deutsche Telekom and Vodafone have started to bundle their mobile products with their fixed products by giving additional benefits to certain customers who take both services, including a discount on their mobile services and higher mobile broadband speeds. As of December 31, 2015, Deutsche Telekom reported 1.9 million SIM cards on its converged offer one year after introducing the bundle. Accordingly, this convergence trend may enable Deutsche Telekom and Vodafone, via their respective 'Magenta Eins' and 'Red One' converged product offerings, to reduce churn or attract new customers. We currently offer mobile services via a MVNO model over the wireless network of Telefónica Germany and give a discount to customers who are also subscribing to certain of our fixed broadband bundles. The trend towards more converged offers may force us to provide additional products and services and related investments.

Business Customers

In 2011, we began to actively offer specific products to meet the broadband internet and fixed-line telephony needs of SOHO and medium-sized enterprises. In our view, our main competitors in this business area include Deutsche Telekom, Vodafone, United Internet, 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 MVNO agreement with Telefónica Germany, as well as introducing a business TV product. Overall, competition for SOHO products has increased.

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 previously 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 an agreement with GEMA in April 2009, and such agreement has a year-to-year term, subject to termination by either party at the end of each year. Under the agreement, we agreed to 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 FTA 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 1.1% in the aggregate of our basic cable service revenue (as defined in the agreements with VG Media and RTL), partly subject to minimum annual commitments.

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.

We are currently in negotiations with GEMA regarding the licensing of non-linear distribution rights related to the provision of on-demand content or recorded content.

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.

Deutsche Telekom Litigation. On December 28, 2012, we filed a lawsuit against Telekom Deutschland GmbH (**Telekom Deutschland**), 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 Deutsche Telekom in March 2011. Based in part on 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 2016, 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 (**EU**) 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 appealed 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. To date, the administration court of Hamburg has confirmed that we do not have to carry the must carry channels if such channel providers are unwilling to compensate us for the usage of our capacity. However, the administrative courts of Cologne, Munich, Mainz and Leipzig have rejected our claims. In June 2015, the Federal High Court ruled in a similar case brought by KDG against public broadcasters that the must carry regulation obliges the cable operator to distribute the channels with must carry status; however, the cable operator should also receive compensation, which requires determination by the courts of the first instance. In July 2015, we reduced the distribution of four must carry channels of public broadcasters in our network, in order to make a more efficient use of our capacity. The public broadcasters have complained to the media authorities and we are involved in related regulatory procedures and litigation. 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.

Employees

As of December 31, 2015, Unitymedia, including its consolidated subsidiaries, had an aggregate of approximately 2,640 full time equivalent employees. We also use contract 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, 2015. 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 in effect as of the date of this annual report.

Material Supply Contracts

Unitymedia Hessen and Unitymedia NRW'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 (**MSA**s), 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. However, 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 these 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 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. In accordance with International Financial Reporting Standards as adopted by the EU (**EU-IFRS**), we treat these leases as operating rather than finance leases.

KBW's (formerly Kabel BW) Agreements with Deutsche Telekom. In July 2003, the predecessor to KBW 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 KBW's cable network as well as for fiber optic transmission capacity, tower and facility space and for other services. In addition, the predecessor to KBW 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 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 KBW'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 KBW's cables without replacing the ducts, it may terminate KBW'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, 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, the predecessor to KBW 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 June 30, 2016. 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 channel 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 2016 through 2018 and include distribution of HD channels and, to a certain extent, cooperation arrangements with respect to premium channels and VoD services. We have rejected the termination notices and filed lawsuits 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 any 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 channel carriage fee contracts will be renewed or extended on financially equivalent terms, or at all. Also, our ability to increase the aggregate channel 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. See "*Regulatory — LG/KBW Transaction Imposed Conditions*". Any lowering of the channel 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, housing associations or Professional Operators, and the top 20 bulk agreements accounted for approximately 7% of our total revenue (including estimated amounts billed directly by our company to the building occupants for premium digital cable, broadband internet and fixed-line telephony services) during the three months ended December 31, 2015. For these customers, our contractual relationship is with a landlord, local housing association 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 fixed-line telephony services directly to individual tenants. Our bulk agreements are, to a significant extent, medium- and long-term contracts. As of December 31, 2015, bulk agreements covering approximately 33% of the video subscribers that we serve expire by the end of 2016 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, 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. 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, net in the Unitymedia consolidated financial statements. For additional information, see note 15 to our consolidated financial statements included in Part II of this annual report.

Operating Expenses

Related-party operating expenses (**OpEx**) represent certain cash settled charges from other Liberty Global subsidiaries to our company primarily for (i) certain backbone services and (ii) technology-related services based on the global contract of another Liberty Global subsidiary for encryption services. We recorded related-party OpEx of €8.3 million during the year ended December 31, 2015.

Selling, General and Administrative Expenses

Related-party selling, general and administrative (**SG&A**) expenses represent certain cash settled charges from other Liberty Global subsidiaries to our company, primarily for software maintenance services. We recorded related-party SG&A expenses of €2.0 million during the year ended December 31, 2015.

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. Share-based compensation expense is reflected as a decrease to owners' equity (deficit) and is included in SG&A in our consolidated statements of operations. We recorded allocated share-based compensation of €6.2 million during the year ended December 31, 2015.

We recorded an aggregate capital charge of €3.8 million during 2015 in our consolidated statements of changes in owners' 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. We and Liberty Global have agreed that these capital charges will be based on the fair value of the underlying Liberty Global shares associated with share-based incentive awards that vest or are exercised during the period, subject to any reduction that is necessary to ensure that the capital charge does not exceed the amount of share-based compensation expense recorded by our company with respect to Liberty Global share-based incentive awards.

Fees and Allocations

Related-party fees and allocations represent fees charged to our company that originate with Liberty Global and certain other Liberty Global subsidiaries, and include charges for management, finance, legal, technology, marketing and other services that support our company's operations, including the use of the UPC trademark. The categories of our fees and allocations, net, are as follows:

- *OpEx and SG&A related (exclusive of depreciation and share-based compensation).* The amounts included in this category, which are generally cash settled, represent our estimated share of certain centralized technology, management, marketing, finance and other OpEx and SG&A expenses of Liberty Global's European operations, whose activities benefit multiple operations, including operations within and outside of our company. The amounts allocated represent our estimated share of the actual costs incurred by Liberty Global's European operations, without a mark-up. Amounts in this category are generally deducted to arrive at the calculation of the "EBITDA" metric specified by our debt agreements (**Covenant EBITDA**). We recorded OpEx and SG&A related fees and allocations of €50.6 million during the year ended December 31, 2015.

- *Depreciation.* The amounts included in this category, which are generally cash settled, represent our estimated share of depreciation of assets not owned by our company. The amounts allocated represent our estimated share of the actual costs incurred by Liberty Global's European operations, without a mark-up. We recorded depreciation related fees and allocations of €37.8 million during the year ended December 31, 2015.

- *Share-based compensation.* The amounts included in this category, which are generally loan settled, represent our estimated share of share-based compensation associated with Liberty Global employees who are not employees of our company. The amounts allocated represent our estimated share of the actual costs incurred by Liberty Global's European operations, without a mark-up. We recorded share-based compensation related fees and allocations of €23.2 million during the year ended December 31, 2015.

- *Management fee.* The amounts included in this category, which are generally loan settled, represent our estimated allocable share of (i) OpEx and SG&A expenses related to stewardship services provided by certain Liberty Global subsidiaries and (ii) the mark-up, if any, applicable to each category of the related-party fees and allocations charged to our company. We recorded management fees of €30.9 million during the year ended December 31, 2015.

During the first three quarters of 2014, a subsidiary of Liberty Global 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, the approach used to charge technology-based fees was changed to a royalty-based method. For 2015, our proportional share of the technology-based costs of €82.4 million was €6.6 million more than the royalty-based technology fee charged under the new approach. Accordingly, the €6.6 million excess has been reflected as a deemed contribution of technology-related services in our consolidated statement of changes in owners' equity (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 Covenant EBITDA.

Interest Expense

Related-party interest expense relates to (i) our shareholder loans payable to UPC Germany, including (a) the 2010 Shareholder Loan (as defined and described below), (b) the 2012 Shareholder Loan (as defined and described below), which was settled during the fourth quarter of 2015, and (c) the 2013 Shareholder Capex Loan, which was fully repaid during the third quarter of 2014, (ii) our shareholder loans payable to Unitymedia International GmbH (**UMI**), including (1) the 2015 UMI Loan (as defined and described below), which originated in the first quarter of 2015 and (2) the 2012 UMI Loan, which was fully repaid during the second quarter of 2013. The "**2013 Shareholder Capex Loan**" represented a loan payable to our shareholder, UPC Germany, issued in September 2013. The 2013 Shareholder Capex Loan bore interest at an agreed upon rate (7.500% per annum during all periods that the loan was outstanding). The "**2012 UMI Loan**" bore interest at an agreed upon rate (10.000% per annum during all periods that the loan was outstanding). We recorded related-party interest expense of €65.2 million during the year ended December 31, 2015. For additional information, see note 12 to our consolidated financial statements included in Part II of this annual report.

Interest Income

Related-party interest income relates to the 2012 UPC Germany Loan Receivable, the 2015 UPC Germany Loan Receivable and the UMI Loan Receivable (each as defined and described below). Interest income is included in other income, net, in our consolidated statements of operations. We recorded related-party interest income of €28.5 million during the year ended December 31, 2015.

Share of Associate Gain

Share of associate gain represents 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. We recorded share of associated gain of €2.4 million during the year ended December 31, 2015.

Property, Equipment and Intangible Asset Additions

Related-party property, equipment and intangible asset additions primarily represent the carrying values of customer premises and network-related equipment acquired from other Liberty Global subsidiaries and are generally cash settled. We recorded €98.1 million of these property, equipment and intangible asset additions during the year ended December 31, 2015.

2012 UPC Germany Loan Receivable

We have a loan receivable from UPC Germany with a principal amount of €737.5 million (the **2012 UPC Germany Loan Receivable**). Pursuant to the 2012 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 2012 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 2.88% as of December 31, 2015. The decrease during 2015 is due to (i) cash loaned of €4,220.1 million, (ii) cash received of €3,417.2 million, (iii) a €720.3 million non-cash decrease related to the settlement of amounts due under the 2012 Shareholder Loan (as defined and described below) (of which €674.5 million related to principal and €45.8 million related to accrued interest), (iv) the transfer of €230.0 million to the 2015 UPC Germany Loan Receivable (as defined and described below), (v) the transfer of €42.9 million in non-cash accrued interest to the receivable balance and (vi) individually insignificant net non-cash decreases of €0.9 million.

2015 UPC Germany Loan Receivable

We have a loan receivable from UPC Germany in the amount of €230.0 million that was issued in December 2015 and matures on February 15, 2026 (**2015 UPC Germany Loan Receivable**). Amounts loaned to UPC Germany pursuant to the 2015 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 5.25% as of December 31, 2015. The increase during 2015 is due to the transfer of €230.0 million from the 2012 UPC Germany Loan Receivable.

UMI Loan Receivable

We had a loan receivable from UMI (the **UMI Loan Receivable**), which was fully repaid in the first quarter of 2015. The UMI Loan Receivable bore interest at an agreed upon rate of 2.61% as of December 31, 2014. The net decrease in the UMI Loan Receivable during 2015 includes (i) cash received of €31.4 million, (ii) cash loaned of €3.0 million and (iii) the transfer of €0.9 million in non-cash accrued interest to the receivable balance.

Investment in Associate

Investment in associate 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 B.V's. (**UPC Holding**) 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. Our investment in associate was €60.7 million at December 31, 2015.

Shareholder Loans

We have (i) our shareholder loans payable to UPC Germany, including (a) the 2010 Shareholder Loan and (b) the 2012 Shareholder Loan, which was fully repaid during the fourth quarter of 2015, and (ii) the 2015 UMI Loan, which originated during the first quarter of 2015.

2010 Shareholder Loan. The "**2010 Shareholder Loan**" represents a loan payable to our shareholder, UPC Germany, that originated in December 2010. The 2010 Shareholder Loan bears interest at 8.125% per annum and accrued interest is generally transferred to the loan balance annually on January 1. All principal and accrued interest on this loan (collectively €255.3 million at December 31, 2015) is due and payable on January 1, 2030. The increase in the principal amount during 2015 includes (i) a non-cash increase of €39.9 million related to the settlement of related-party payables and (ii) the transfer of €30.2 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, that originated in May 2012. The 2012 Shareholder Loan, which was fully repaid during the fourth quarter of 2015, bore interest at an agreed upon rate of 9.625% per annum during all periods that the loan was outstanding. The net decrease in the principal amount during 2015 includes (i) a €674.5 million non-cash decrease related to the settlement of amounts due under the 2012 UPC Germany Loan Receivable and (ii) the transfer of €102.7 million in non-cash accrued interest to the loan balance.

2015 UMI Loan. The "**2015 UMI Loan**" represents a loan payable to our shareholder, UMI, that originated in March 2015. The 2015 UMI Loan bears interest at EURIBOR plus a margin of 2.75% per annum and accrued interest may be, at the option of UMI, (i) transferred to the loan balance annually on January 1 or (ii) repaid on the last day of each month and on the date of principal repayments. All principal and accrued interest on this loan (collectively €64.0 million at December 31, 2015) is due and payable on December 31, 2025. The net increase in the principal amount during 2015 includes (a) cash borrowings of €63.1 million and (b) cash payments of €0.4 million.

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 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, including Germany, 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 fixed-line telephony networks, and the offer of electronic communications services, such as fixed-line 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 "Telecoms Single Market". This proposal sought to introduce a single EU authorization and regulatory supervision for communications providers, coordinate frequency use within the EU to further reduce roaming charges and further harmonize contract terms used against end consumers and create certain net neutrality obligations (see also below "Net neutrality"). The Commission's proposal has, after a consultation process between the different European legislative bodies, been enacted as a regulation focusing on roaming and net neutrality, becoming effective on April 30, 2016. The regulation might have an impact on our business.

On May 6, 2015, the EU Commission published its Digital Single Market strategy document. The strategy is an aggregation of many different policy areas with the purpose of creating a digital single market to expand jobs and stimulate growth. The strategy includes policy review in the areas of EU communications regulation, broadcasting law, copyright reform and anticompetitive geo-blocking practices.

The Regulatory Bodies. The German Federal Network Agency (*Bundesnetzagentur*), an independent governmental body, is 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 for electronic communication services, a Body of the European Regulators for Electronic Communications has been created, including the Federal Network Agency, in order to foster the harmonization of regulatory decisions by national regulators within the EU.

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 has not included such market in the recommendation on markets susceptible to ex ante regulation. The European Commission reviews this recommendation on a regular basis.

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 and prior to that market 9) 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 telecommunications 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. Every operator of a public telecommunications network, irrespective of its market position, is obligated upon request to offer interconnection with its network to other network operators. If the parties cannot agree upon the conditions of such interconnection, the Federal Network Agency can impose on an operator that controls access to end customers the obligation to provide interconnection and other access obligations upon application by one of the parties.

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. Pursuant to the regulatory practice of the Federal Network Agency, fees we charge for call terminations at a fixed location (market 1) were traditionally subject to ex post regulation. In addition, certain transparency and nondiscrimination requirements applied. On August 11, 2014, the Federal Network Agency has 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. Only calls terminating via next-generation network interfaces, which is currently implemented in more and more cases, have to be approved under an ex ante price control regime. Although the EU Commission, in a decision dated September 10, 2014, expressed "serious doubts" whether the fees which were envisaged by the Federal Network Agency exercising its ex ante control were compliant with the European telecommunications regulatory regime, those rates have now been approved. As a result, the European Commission has started an infringement procedure against Germany. This bears the risk that the fees we are allowed to charge to interconnection partners may ultimately be considerably lower than the ones currently approved 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. A ruling on this is not expected before 2017, and the ultimate outcome is not predictable at this time.

Wholesale access to infrastructure. Subsequent to the Federal Network Agency's decision of July 29, 2014, to allow Deutsche Telekom to deploy vectoring technology, Deutsche Telekom has applied for exclusive permission also to deploy vectoring within a 550 meter radius of their Main Distribution Frames (**MDFs**). Such exclusive permission, if granted, would prevent Deutsche Telekom's competitors from gaining access to Deutsche Telekom's unbundled local loops and restrict competitors to bitstream products while a virtual unbundled local access product remains unavailable. On November 23, 2015, the Federal Network Agency published a draft decision for national consultation pursuant to which exclusivity at an MDF is generally given to Deutsche Telekom. Other providers can apply for exclusivity at an MDF instead of Deutsche Telekom only if they already have connected more street cabinets in the specific MDF area than Deutsche Telekom. The final decision is likely to be issued in the first half of 2016.

On October 29, 2015, the Federal Network Agency issued their regulatory order regarding market 3b (Wholesale Central Access), which consists of bitstream access products. According to this decision, Deutsche Telekom holds significant market power on the market for bitstream access on layer 2 and, accordingly, Deutsche Telekom will have to grant access to end-users via bitstream products on layer 2. With respect to the market for bitstream access on layer 3, Deutsche Telekom was deemed to hold significant market power (excluding 20 regional markets (13 of which are within our footprint)) and will be required to grant access to end-users in such markets (excluding the 20 regional markets where no access on layer 3 is required when access on layer 2 is granted). The wholesale rates for bitstream access on layer 2 charged by Deutsche Telekom will be subject to an ex ante approval but not based on cost.

Allocation and Use of Frequencies. The use of frequencies in our cable network is not subject to the German Telecommunications Act and therefore does not require a frequency allocation by the Federal Network Agency. This has been 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 established, is currently discussed in various instances. Negotiations between us and a German MVNO are currently taking place in order to find a procedure to fix leaking network infrastructure.

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 new provisions of the German Telecommunications Act transposing the EU Directive for the reduction of broadband deployment that are expected to be effective in August 2016, any operator may require us or other operators of public infrastructure (and not only operators of electronic communications networks) to share passive infrastructure and in-house infrastructure up to the first concentration point (including wiring). Further, every operator of public infrastructure will be obliged to coordinate civil works with other operators.

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 October 27, 2015, the EU Parliament adopted a regulation that safeguards a certain level of net neutrality, effective on April 30, 2016, see above "*The Regulatory Framework*". This regulation imposes additional transparency and information obligations as well as the fundamental principle of non-discrimination on internet access providers. It does not 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.

Consumer Protection. The Federal Network Agency is seeking to publish a regulation to enhance transparency for end-users. This regulation was last consulted for in November 2014. Since then, changes have been made with respect to the European rules on transparency in the field of net neutrality and the legal basis (German Telecommunications Act) has been updated to cover all aspects of the draft rules. The main feature of the regulation is the introduction of a "product information sheet" for broadband products that has to be provided to customers upon contract conclusion and shows the major indicators (such as bandwidth and contract duration). Minor features include information on the agency's speed test system and mandatory information upon approaching data caps.

The right of end users to use the telecommunications terminal equipment of their choice in all telecoms networks has been addressed in a law (*Gesetzes zur Auswahl und zum Anschluss von Telekommunikationsendgeraten*) passed by the German Federal Parliament on November 7, 2015 and by the Federal Council in November 27, 2015. The law was published in January 2016 and becomes effective on Aug 1, 2016. It will limit network operators' ability to restrict usage of third-party equipment, including routers and cable modems. This could have an adverse effects on our business.

Media Regulation

The Audiovisual Media Services Directive (**AVMSD**) has paved the way towards a single European market for audiovisual media services. It has harmonised the audiovisual rules of the Member States and facilitated the provision of audiovisual media services across the EU on the basis of the country of origin principle. The AVMSD relates to both traditional broadcast content as well as on-demand content. Since its adoption in 2007, the audiovisual media landscape has changed significantly due to media convergence. As part of its Digital Single Market Strategy, the EU Commission consulted on a revision of the AVMSD, which Liberty Global on behalf of Unitymedia responded. A draft legislative proposal on AVMSD is planned for June 2016.

Based on, and apart from, the AVMSD 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 channel 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 and to the extent channel carriage fees are payable to the cable 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 22 analog television channels, respectively, and also limits the possibility to convert these analog television channels into digital television channels.

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 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 EU Commission.

If the FCO or the EU 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

On December 15, 2011, the FCO approved the LG/KBW Transaction, subject to our agreement with the following conditions:

- 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. This commitment, with which we have complied, generally covers FTA 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, FTA television broadcasters request their HD content to be distributed in an encrypted HD package, the encryption of FTA HD channels is still possible. In addition, we made a commitment that, through December 31, 2016, the annual channel carriage fees we receive for each such FTA 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 fixed-line telephony services within the building.
- Effective January 1, 2012, upon expiration of the minimum term of an access agreement with a housing association, we transferred 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 our in-building distribution networks.
- 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, 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. At December 31, 2015, less than 10% of the dwelling units covered by the Remedy HA Agreements remain subject to special termination rights. 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.

DESCRIPTION OF INDEBTEDNESS

Set forth below is a summary of our outstanding indebtedness as of December 31, 2015, 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. For additional information on our indebtedness, see note 12 to our consolidated financial statements included in Part II of this annual report.

Unitymedia Notes

We collectively refer to the 2025 UM Senior Notes, the 2027 UM Senior Notes, the 2022 UM Senior Secured Notes, the January 2023 UM Senior Secured Notes, the April 2023 UM Senior Secured Notes, the 2025 UM Senior Secured Notes, the 2026 UM Senior Secured Notes, the 2027 UM Senior Secured Notes and the 2029 UM Senior Secured Notes as the "Unitymedia Notes".

The details of the Unitymedia Notes are summarized in the following table:

			December 31, 2015			
	Maturity	Original issue amount	Borrowing currency	Euro equivalent	Estimated fair value	Carrying value
				in millions		
UM Senior Notes (a):						
2025 UM Senior Notes	January 15, 2025	$ 900.0	$ 900.0	€ 828.3	€ 822.6	€ 828.3
2027 UM Senior Notes	January 15, 2027	€ 700.0	€ 700.0	700.0	604.6	700.0
UM Senior Secured Notes (b):						
2022 UM Senior Secured Notes	September 15, 2022	€ 650.0	€ 585.0	585.0	621.6	585.0
January 2023 UM Senior Secured Notes:						
January 2023 UM Dollar Senior Secured Notes	January 15, 2023	$ 1,000.0	$ 1,000.0	920.3	916.9	920.3
January 2023 5.75% UM Euro Senior Secured Notes	January 15, 2023	€ 500.0	€ 405.0	405.0	430.3	405.0
January 2023 5.125% UM Euro Senior Secured Notes	January 21, 2023	€ 500.0	€ 450.0	450.0	472.8	450.0
April 2023 UM Senior Secured Notes	April 15, 2023	€ 350.0	€ 280.0	280.0	297.0	280.0
2025 UM Senior Secured Notes:						
2025 UM Euro Senior Secured Notes	January 15, 2025	€ 1,000.0	€ 1,000.0	1,000.0	966.9	1,000.0
2025 UM Dollar Senior Secured Notes	January 15, 2025	$ 550.0	$ 550.0	506.2	486.9	506.2
2026 UM Senior Secured Notes	February 15, 2026	€ 420.0	€ 420.0	420.0	419.2	420.0
2027 UM Senior Secured Notes	January 15, 2027	€ 500.0	€ 500.0	500.0	462.8	500.0
2029 UM Senior Secured Notes	January 15, 2029	€ 475.0	€ 475.0	475.0	521.9	475.0
Total				€ 7,069.8	€ 7,023.5	€ 7,069.8

(a) The UM Senior Notes were issued by Unitymedia.

(b) The UM Senior Secured Notes were issued by the UM Senior Secured Notes Issuers.

Subject to the circumstances described below, the Unitymedia Notes are non-callable prior to the UM Call Date as presented in the below table. At any time prior to the respective UM Call Date, Unitymedia or the 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 UM Call Date using the discount rate (as specified in the applicable indenture) as of the redemption date plus 50 basis points.

Unitymedia Notes	UM Call Date
2025 UM Senior Notes	January 15, 2020
2027 UM Senior Notes	January 15, 2021
2022 UM Senior Secured Notes	September 15, 2017
January 2023 UM Dollar Senior Secured Notes	January 15, 2018
January 2023 5.75% UM Euro Senior Secured Notes	January 15, 2018
January 2023 5.125% UM Euro Senior Secured Notes	January 21, 2018
April 2023 UM Senior Secured Notes	April 15, 2018
2025 UM Senior Secured Notes	January 15, 2020
2026 UM Senior Secured Notes	February 15, 2021
2027 UM Senior Secured Notes	January 15, 2021
2029 UM Senior Secured Notes	January 15, 2021

Unitymedia or the UM Senior Secured Notes Issuers (as applicable) may redeem some or all of the Unitymedia 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, as set forth below:

	Redemption price					
	2025 UM Senior Notes	2027 UM Senior Notes	2022 UM Senior Secured Notes	January 2023 UM Dollar Senior Secured Notes	January 2023 5.75% UM Euro Senior Secured Notes	January 2023 5.125% UM Euro Senior Secured Notes
12-month period commencing	January 15	January 15	September 15	January 15	January 15	January 21
2016	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2017	N.A.	N.A.	102.750%	N.A.	N.A.	N.A.
2018	N.A.	N.A.	101.833%	102.750%	102.875%	102.563%
2019	N.A.	N.A.	100.917%	101.833%	101.917%	101.708%
2020	103.063%	N.A.	100.000%	100.917%	100.958%	100.854%
2021	102.042%	101.875%	100.000%	100.000%	100.000%	100.000%
2022	101.021%	100.938%	N.A.	100.000%	100.000%	100.000%
2023	100.000%	100.469%	N.A.	N.A.	N.A.	N.A.
2024 and thereafter	100.000%	100.000%	N.A.	N.A.	N.A.	N.A.

	Redemption price					
	April 2023 UM Senior Secured Notes	**2025 UM Euro Senior Secured Notes**	**2025 UM Dollar Senior Secured Notes**	**2026 UM Senior Secured Notes**	**2027 UM Senior Secured Notes**	**2029 UM Senior Secured Notes**
12-month period commencing...................	April 15	January 15	January 15	February 15	January 15	January 15
2016...................................	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2017...................................	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2018...................................	102.813%	N.A.	N.A.	N.A.	N.A.	N.A.
2019...................................	101.875%	N.A.	N.A.	N.A.	N.A.	N.A.
2020...................................	100.938%	102.000%	102.500%	N.A.	N.A.	N.A.
2021...................................	100.000%	101.333%	101.667%	102.313%	101.750%	103.125%
2022...................................	100.000%	100.667%	100.833%	101.156%	100.875%	102.083%
2023...................................	N.A.	100.000%	100.000%	100.578%	100.438%	101.042%
2024 and thereafter............	N.A.	100.000%	100.000%	100.000%	100.000%	100.000%

2015 Refinancing Transactions. On March 11, 2015, the UM Senior Secured Notes Issuers issued the 2027 UM Senior Secured Notes. The net proceeds from the 2027 UM Senior Secured Notes were used to (i) redeem 10% of the principal amount of each of the following series of notes: (a) the 2022 UM Senior Secured Notes, (b) the January 2023 5.75% UM Euro Senior Secured Notes, (c) the January 2023 5.125% UM Euro Senior Secured Notes and (d) the April 2023 UM Senior Secured Notes, each at a redemption price equal to 103% of the applicable redeemed principal amount in accordance with the indentures governing each of the notes, and (ii) prepay the then outstanding balance under the UM Senior Secured Facility (as defined and described under *Unitymedia Revolving Credit Facilities* below). In connection with these transactions, we recognized a loss on debt modification and extinguishment, net, of €7.6 million. This loss includes (1) the payment of €6.0 million of redemption premium and (2) the write-off of €1.6 million of deferred financing costs.

On March 16, 2015, Unitymedia issued the 2027 UM Senior Notes. The net proceeds from the 2027 UM Senior Notes were used to fully redeem the €618.0 million principal amount of 9.5% senior notes issued by Unitymedia. In connection with this transaction, we recognized a loss on debt modification and extinguishment, net, of €85.9 million. This loss includes (i) the payment of €83.6 million of redemption premium, (ii) the write-off of €1.3 million of unamortized discount and (iii) the write-off of €1.0 million of deferred financing costs.

On December 23, 2015, the UM Senior Secured Notes Issuers issued the 2026 UM Senior Secured Notes. The net proceeds from the 2026 UM Senior Secured Notes were used to (i) redeem 10% of the principal amount of each of the following series of notes: (a) the 2022 UM Senior Secured Notes, (b) the January 2023 5.75% UM Euro Senior Secured Notes, (c) the January 2023 5.125% UM Euro Senior Secured Notes and (d) the April 2023 UM Senior Secured Notes, each at a redemption price equal to 103% of the applicable redeemed principal amount in accordance with the indentures governing each of the notes, and (ii) prepay the outstanding balance under the UM Senior Secured Facility. As the 10% redemptions of the 2022 UM Senior Secured Notes and the January 2023 5.125% UM Euro Senior Secured Notes were not completed until January 2016, the related proceeds from the issuance of the 2026 UM Senior Secured Notes of €108.2 million were held in escrow at December 31, 2015 as cash collateral. In connection with the redemption of the January 2023 5.75% UM Euro Senior Secured Notes, the April 2023 UM Senior Secured Notes and the prepayment of the outstanding balance under the UM Senior Secured Facility, we recognized a loss on debt modification and extinguishment, net, of €2.9 million in 2015. This loss includes (1) the payment of €2.4 million of redemption premium and (2) the write-off of €0.5 million of deferred financing costs.

Unitymedia Revolving Credit Facilities

The Unitymedia Revolving Credit Facilities are the senior secured credit facilities of certain subsidiaries of Unitymedia. The details of our borrowings under the Unitymedia Revolving Credit Facilities as of December 31, 2015 are summarized in the following table:

Unitymedia Facility	Maturity	Interest rate	Facility amount (in borrowing currency)	Unused borrowing capacity (a)	Carrying value
			in millions		
UM Senior Secured Facility (b)	December 31, 2020	EURIBOR + 2.75%	€ 420.0	€ 420.0	€ —
UM Super Senior Secured Facility (c)	December 31, 2020	EURIBOR + 2.25%	€ 80.0	80.0	—
Total				€ 500.0	€ —

(a) At December 31, 2015, our availability under the Unitymedia Revolving Credit Facilities was limited to €435.2 million. After giving effect to the 10% redemption of the 2022 UM Senior Secured Notes and the January 2023 5.125% UM Euro Senior Secured Notes (which was completed in January 2016) and assuming no additional changes from December 31, 2015 borrowing levels, we anticipate that the full €500.0 million of unused borrowing capacity under the Unitymedia Revolving Credit Facilities will be available to be borrowed when the December 31, 2015 compliance reporting requirements have been completed. The Unitymedia Revolving Credit Facilities may be used for general corporate and working capital purposes.

(b) The UM Senior Secured Facility has a fee on unused commitments of 1.1% per year.

(c) The UM Super Senior Secured Facility has a fee on unused commitments of 0.9% per year and is senior with respect to the priority of proceeds received from the enforcement of shared collateral to (i) the Unitymedia Notes and (ii) the UM Senior Secured Facility.

MANAGEMENT

The ultimate authority within Unitymedia vests with UPC Germany, our sole shareholder. UPC Germany is, in turn, indirectly controlled by Liberty Global. All fundamental decisions regarding Unitymedia 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 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 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 entities with twelve members, six of which will be shareholder representatives, while the remaining six members will be employee representatives. On September 30, 2013, twelve members were appointed to the supervisory board. In November 2015, Ritchy Drost resigned from his office as member of the Supervisory Board and Michael Czermak was appointed as new member of the Supervisory Board. The currently-appointed members are listed below:

Name	Age	Position
Czermak, Michael	41	Vice President Legal and Business Development, Liberty Global
Diederik Karsten	59	Chief Commercial Officer, Liberty Global
Manuel Kohnstamm	54	Chief Corporate Affairs Officer, Liberty Global
Sascha Vollmer	41	Vice President Planning, Controlling and Reporting
Lars Ziegenhagen	44	Senior Vice President Legal
Dr. Philipp Wohland	40	Senior Vice President Human Resources
Erwin Gilbert	62	Labor Union Representative
Markus Frings	50	Labor Union Representative
Robert Feuchter	57	Works Council Representative
Peter Rieken	58	Works Council Representative
Stefan Kerpers	55	Works Council Representative
Ralf Mielke	48	Director Level 4 Provider

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 on the business activities and strategy of the applicable company, and the shareholders or partners 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 three Managing Directors:

Name	Age	Year First Appointed
Lutz Schüler	48	2011
Winfried Rapp	47	2013
Dr. Herbert Leifker	62	2005

- ***Lutz Schüler*** was appointed our Chief Executive Officer (**CEO**) 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, most recently 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.
- ***Winfried Rapp*** has been our Chief Financial Officer (**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 U.K. 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 to pioneer new co-operation models, such as the "Multimedia-Anschluss", that have now become a standard in the housing industry. He was previously Managing Director and CEO of TeleColumbus 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 GmbH as of and for the fiscal year ended December 31, 2015 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 GmbH, Cologne, comprising the consolidated balance sheets, the consolidated statements of operations, the consolidated statements of comprehensive loss, the consolidated statements of changes in owners' 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, 2015. 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 315a (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 315a (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 16, 2016

KPMG AG
Wirtschaftsprüfungsgesellschaft

Original German version signed by:

Nölgen	Reuter
Wirtschaftsprüfer	Wirtschaftsprüfer
German Public Auditor	German Public Auditor

UNITYMEDIA GMBH

CONSOLIDATED BALANCE SHEETS

	December 31,	
	2015	2014
	in millions	
ASSETS		
Current assets:		
Cash and cash equivalents	€ 2.0	€ 14.4
Trade receivables and unbilled revenue, net (note 8)	114.0	118.9
Loan receivable – related-party (note 15)	739.0	859.7
Restricted cash (note 12)	108.2	—
Other current assets (notes 5 and 15)	64.0	60.3
Total current assets	1,027.2	1,053.3
Property and equipment, net (note 7)	3,251.8	3,329.1
Goodwill (note 7)	2,841.7	2,841.7
Intangible assets subject to amortization, net (note 7)	690.7	834.8
Derivative instruments (note 5)	378.8	115.9
Investment in associate (note 15)	60.7	62.9
Other noncurrent assets (notes 8, 9 and 15)	251.4	52.4
Total noncurrent assets	7,475.1	7,236.8
Total assets	€ 8,502.3	€ 8,290.1

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

CONSOLIDATED BALANCE SHEETS - (Continued)

	December 31, 2015	December 31, 2014
	in millions	
LIABILITIES AND OWNERS' DEFICIT		
Current liabilities:		
Accounts payable	€ 23.0	€ 54.0
Accrued liabilities (note 10)	219.4	199.9
Accounts payable and accrued liabilities – related-party (note 15)	65.0	65.7
Corporate income taxes payable	83.5	33.4
Current provisions (note 11)	16.4	23.0
Deferred revenue and advance payments from subscribers and others	92.7	97.2
Current portion of debt and finance lease obligations (note 12):		
Third-party	391.4	476.3
Related-party	1.4	—
Other current liabilities	31.6	22.6
Total current liabilities	924.4	972.1
Noncurrent debt and finance lease obligations (note 12):		
Third-party	6,919.9	6,074.0
Related-party	317.9	871.9
Deferred tax liabilities (note 13)	467.8	479.4
Noncurrent provisions (note 11)	32.6	31.6
Other noncurrent liabilities	27.2	13.1
Total noncurrent liabilities	7,765.4	7,470.0
Total liabilities	8,689.8	8,442.1
Commitments and contingencies (notes 12 and 16)		
Owners' deficit (note 14):		
Share capital	—	—
Additional paid-in capital	955.3	964.5
Accumulated deficit	(1,137.1)	(1,110.7)
Accumulated other comprehensive loss, net of taxes	(5.7)	(5.8)
Total owners' deficit	(187.5)	(152.0)
Total liabilities and owners' deficit	€ 8,502.3	€ 8,290.1

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

UNITYMEDIA GMBH

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year ended December 31,		
	2015	2014	2013
		in millions	
Revenue (note 3)	€ 2,172.3	€ 2,052.3	€ 1,927.4
Operating costs and expenses:			
Operating (other than depreciation and amortization) (**OpEx**) (note 15)	568.7	541.9	548.4
Selling, general and administrative (other than depreciation and amortization) (including share-based compensation) (**SG&A**) (note 15)	237.4	241.4	222.9
Related-party fees and allocations (note 15)	142.5	105.6	76.4
Impairment, restructuring and other operating items, net	6.6	(2.8)	16.2
	955.2	886.1	863.9
Earnings before interest, taxes, depreciation and amortization (**EBITDA**)	1,217.1	1,166.2	1,063.5
Depreciation and amortization	783.5	719.4	678.6
Earnings before interest and taxes (**EBIT**)	433.6	446.8	384.9
Financial and other income (expense):			
Interest expense:			
Third-party	(362.3)	(403.8)	(404.6)
Related-party (note 15)	(65.2)	(116.8)	(120.6)
Realized and unrealized gains (losses) on derivative instruments, net (note 5)	314.6	156.9	(72.7)
Foreign currency transaction gains (losses), net	(232.7)	(184.1)	47.7
Losses on debt modification and extinguishment, net (note 12)	(96.4)	(107.0)	(83.4)
Other income, net (note 15)	30.9	19.1	11.4
Net financial and other expense	(411.1)	(635.7)	(622.2)
Earnings (loss) before income taxes	22.5	(188.9)	(237.3)
Income tax expense (note 13)	(48.9)	(1.1)	(48.4)
Net loss	€ (26.4)	€ (190.0)	€ (285.7)
Further details of OpEx and SG&A:			
Network operating costs	€ 186.0	€ 180.0	€ 173.5
Direct costs (programming and copyright, interconnect and other)	183.4	178.8	190.9
Staff-related costs (excluding restructuring charges)	170.0	153.7	148.8
Sales and marketing costs	98.8	105.0	95.1
Outsourced labor and professional services	68.7	70.6	65.3
Other indirect costs	99.2	95.2	97.7
	€ 806.1	€ 783.3	€ 771.3
Further details of impairment, restructuring and other operating items, net:			
Restructuring charges	€ 8.8	€ 8.0	€ 10.6
Gain on disposal of assets	(4.5)	(6.2)	(1.2)
Asset impairments	1.8	2.1	5.3
Direct acquisition costs and acquisition-related items	0.5	(6.7)	1.5
	€ 6.6	€ (2.8)	€ 16.2

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

UNITYMEDIA GMBH

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	Year ended December 31,		
	2015	2014	2013
		in millions	
Net loss	€ (26.4)	€ (190.0)	€ (285.7)
Other comprehensive earnings (loss):			
Pension liability adjustment	0.1	(3.3)	(0.4)
Income taxes relating to components of other comprehensive earnings (loss)	—	1.0	0.2
Total other comprehensive earnings (loss)	0.1	(2.3)	(0.2)
Total comprehensive loss	€ (26.3)	€ (192.3)	€ (285.9)

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

CONSOLIDATED STATEMENTS OF CHANGES IN OWNERS' EQUITY (DEFICIT)

	Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive loss, net of taxes	Total owners' equity (deficit)
	in millions			
Balance at January 1, 2013	€ 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-based incentive awards (note 15)	(2.6)	—	—	(2.6)
Share-based compensation (note 15)	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 15)	23.7	—	—	23.7
Capital charge in connection with exercise of Liberty Global share-based incentive awards (note 15)	(2.8)	—	—	(2.8)
Share-based compensation (note 15)	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)
Net loss	—	(26.4)	—	(26.4)
Other comprehensive earnings, net of taxes	—	—	0.1	0.1
Capital charge in connection with the FCO Settlement (note 14)	(18.4)	—	—	(18.4)
Deemed contribution of technology-related services (note 15)	6.6	—	—	6.6
Share-based compensation (note 15)	6.2	—	—	6.2
Capital charge in connection with exercise of Liberty Global share-based incentive awards (note 15)	(3.8)	—	—	(3.8)
Excess of carrying value over consideration paid for property, equipment and intangible assets transferred from entity under common control	0.2	—	—	0.2
Balance at December 31, 2015	€ 955.3	€ (1,137.1)	€ (5.7)	€ (187.5)

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

UNITYMEDIA GMBH

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended December 31,		
	2015	2014	2013
		in millions	
Cash flows from operating activities:			
Net loss	€ (26.4)	€ (190.0)	€ (285.7)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Share-based compensation expense	6.2	2.8	2.0
Impairment, restructuring and other operating items, net	6.6	(2.8)	16.2
Related-party fees and allocations	142.5	105.6	76.4
Depreciation and amortization	783.5	719.4	678.6
Amortization of deferred financing costs and non-cash interest accretion	5.2	5.1	7.8
Related-party interest expense	65.2	116.8	120.6
Realized and unrealized losses (gains) on derivative instruments, net	(314.6)	(156.9)	72.7
Foreign currency transaction losses (gains), net	232.7	184.1	(47.7)
Losses on debt modification and extinguishment, net	96.4	107.0	83.4
Deferred tax expense (benefit)	(11.6)	(15.5)	38.4
Changes in operating assets and liabilities	72.9	(35.0)	(48.9)
Net cash provided by operating activities	1,058.6	840.6	713.8
Cash flows from investing activities:			
Advances to parent	(802.9)	(929.0)	(269.7)
Capital expenditures	(439.7)	(410.9)	(419.3)
Other investing activities	30.5	7.2	2.0
Net cash used by investing activities	(1,212.1)	(1,332.7)	(687.0)
Cash flows from financing activities:			
Borrowings of third-party debt	2,060.0	2,833.8	1,325.0
Repayments of third-party debt and finance lease obligations	(1,744.9)	(2,220.0)	(929.1)
Payment of financing costs and debt premiums	(108.4)	(108.4)	(70.4)
Change in cash collateral	(108.2)	—	—
Related-party borrowings (repayments)	62.7	(11.8)	(357.8)
Other financing activities	(20.1)	(0.7)	(1.1)
Net cash provided (used) by financing activities	141.1	492.9	(33.4)
Net increase (decrease) in cash and cash equivalents	(12.4)	0.8	(6.6)
Cash and cash equivalents:			
Beginning of period	14.4	13.6	20.2
End of period	€ 2.0	€ 14.4	€ 13.6
The following amounts are included in net cash provided by operating activities:			
Cash paid for interest (excluding payments related to derivative instruments)	€ 301.4	€ 404.0	€ 360.9
Net cash paid (refunded) for taxes	€ (2.1)	€ 10.9	€ 3.7

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

(1) Basis of Presentation

Unitymedia GmbH (**Unitymedia**), formerly known as Unitymedia KabelBW GmbH, 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**). In the following text, the terms "Unitymedia," "we," "our," "our company" and "us" may refer, as the context requires, to Unitymedia, or collectively to Unitymedia and its subsidiaries.

Unitymedia, 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.

Our annual consolidated financial statements have been 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 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 4 (14) of the Directive 2004/39/EC of the European Parliament and of the Council of April 21, 2004). For more information regarding the Unitymedia Notes, see note 12.

Unless otherwise indicated, convenience translations into euros are calculated as of December 31, 2015.

These consolidated financial statements were submitted to our supervisory board and approved for publication by the Managing Directors on March 16, 2016.

(2) Accounting Changes and Recent Pronouncements

First-time Application of Accounting Standards

The application of the following accounting standard did not have a 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)
IAS 19 (amendments)	Defined benefit plans: Employee contributions	July 1, 2014	December 17, 2014

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, 2018 (b)	Not yet endorsed
IFRS 16	Leases	January 1, 2019 (c)	Not yet endorsed
IAS 1 (amendments)	Disclosure Initiative	January 1, 2016 (d)	December 18, 2015
IAS 7 (amendments)	Disclosure Initiative	January 1, 2017 (d)	Not yet endorsed
IAS 12 (amendments)	Recognition of Deferred Tax Assets for Unrealized Losses	January 1, 2017 (d)	Not yet endorsed
IAS 16 / IAS 38 (amendments)	Clarification of Acceptable Methods of Depreciation and Amortization	January 1, 2016 (d)	December 2, 2015

(a) In July 2014, the IASB issued IFRS 9, *Financial Instruments* (**IFRS 9**), which introduces a single approach for the classification and measurement of financial assets according to their cash flow characteristics and the business model they are managed in, and provides a new impairment model based on expected credit losses. IFRS 9 also includes new regulations regarding the application of hedge accounting to better reflect an entity's risk management activities, especially with regard to managing non-financial risks. The new standard is effective for annual reporting periods beginning on or after January 1, 2018, while early application is permitted. We are currently assessing the impact of adopting IFRS 9 on our consolidated financial statements.

(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 in IFRS when it becomes effective for annual and interim reporting periods beginning after January 1, 2018. We will adopt IFRS 15 effective January 1, 2018, and 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) In January 2016, the IASB issued IFRS 16, *Leases* (**IFRS 16**), which supersedes International Accounting Standard (**IAS**) IAS 17 *Leases* (**IAS 17**). IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Under IFRS 16, all leases will be recognized on the balance sheet with lease assets to reflect the right-of-use and corresponding lease liabilities reflecting the present value of the lease payments. IFRS 16 also replaces the straight-line operating lease expense for those leases applying IAS 17 with a depreciation charge for the lease asset and an interest expense on the lease liability. This change aligns the lease expense treatment for all leases. The new standard is effective for annual reporting periods beginning on or after January 1, 2019, while early application is permitted if IFRS 15 is applied. We are currently assessing the impact of adopting IFRS 16 on our consolidated financial statements.

(d) We evaluated the impact of applying these accounting standards on our consolidated financial statements and do not believe the impact of the adoption of these standards 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 are included in our consolidated financial statements at December 31, 2015, 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 GmbH & Co. KG (**Unitymedia Hessen**) (c)	Cologne, Germany
Unitymedia NRW GmbH (**Unitymedia NRW**) (b)	Cologne, Germany
Arena Sport Rechte und Marketing GmbH i.L.	Cologne, Germany
Unitymedia BW GmbH (**KBW**)	Cologne, Germany

(a) Unitymedia International GmbH (**UMI**), an entity in which Unitymedia 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 15. 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.

Cash Flow Statement

For purposes of determining the classification of cash flows in our consolidated statements of cash flows, payments or receipts on related-party loans are first applied to principal (included as cash flows from financing activities) and then to capitalized interest (included as cash flows from operating activities). In addition, interest-bearing cash advances to related parties and repayments thereof are classified as investing activities. All other related-party borrowings, advances and repayments are reflected as financing activities.

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 payment is received 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 life of each major component of an item of property and equipment. The cable distribution systems have estimated useful lives ranging from 4 to 30 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 have estimated useful lives of 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 4 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 approximate 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 12.

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 (**VAT**), 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 channel 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 13.

Segments

We have one reportable segment that provides video, broadband internet, fixed-line telephony and mobile services to residential and business customers in Germany.

Our revenue by major category is as follows:

	Year ended December 31,		
	2015	**2014**	**2013**
		in millions	
Subscription revenue (a):			
Video	€ 993.8	€ 972.4	€ 969.1
Broadband internet	530.0	447.4	363.4
Fixed-line telephony	450.7	420.7	391.7
Cable subscription revenue	1,974.5	1,840.5	1,724.2
Mobile (b)	18.2	18.7	14.8
Total subscription revenue	1,992.7	1,859.2	1,739.0
Business-to-business (**B2B**) (c)	7.6	2.6	2.2
Other revenue (b) (d)	172.0	190.5	186.2
Total	€ 2,172.3	€ 2,052.3	€ 1,927.4

(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 €1.2 million, €1.3 million and €1.1 million during 2015, 2014 and 2013, respectively. Mobile interconnect revenue is included in other revenue.

(c) B2B revenue includes revenue from business broadband internet, video, voice, mobile 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 expanded service levels along with video, broadband internet, fixed-line telephony or mobile services that are the same or similar to the mass marketed products offered to our residential subscribers. Revenue from SOHO subscribers, which is included in cable subscription revenue, aggregated €30.8 million, €19.9 million and €11.5 million during 2015, 2014 and 2013, respectively.

(d) Other revenue includes, among other items, channel carriage fee, installation and interconnect 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, undrawn debt facilities and cash investments 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 5. Due to the related-party nature of the 2012 UPC Germany Loan Receivable and 2015 UPC Germany Loan Receivable (each as defined and described in note 15), 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) 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 2012 UPC Germany Loan Receivable and the 2015 UPC Germany Loan Receivable (each as defined and described in note 15), (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, 2015, 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 Revolving Credit Facilities (as defined and described in note 12). At December 31, 2015, we had aggregate borrowing capacity of €500.0 million under the Unitymedia Revolving Credit Facilities. For information regarding limitations on the borrowing availability of the Unitymedia Revolving Credit Facilities, see note 12.

Our corporate liquidity requirements include (i) corporate general and administrative expenses and (ii) interest payments on outstanding debt. From time to time, Unitymedia may also require cash in connection with (a) the repayment of our 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 is generally 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 (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 12). 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 our "**Covenant EBITDA**", the calculation of the "EBITDA" metric specified by our debt agreements, and to achieve adequate returns on our property, equipment and intangible asset additions 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 Covenant EBITDA were to decline, we could be required to repay or limit our borrowings under the Unitymedia 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 2012 UPC Germany Loan Receivable, the 2015 UPC Germany Loan Receivable, the cash provided from the operations of our subsidiaries and any available borrowings under the Unitymedia 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 maturing debt grows 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 these refinancing transactions or otherwise extend our debt maturities. In this regard, it is not possible to predict how political and economic conditions, sovereign debt concerns 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 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, 2015:

	Payments due during:						
	2016	2017	2018	2019	2020	Thereafter	Total
				in millions			
Debt principal:							
Third-party	€ 234.3	€ —	€ —	€ —	€ —	€ 6,966.3	€ 7,200.6
Related-party	—	—	—	—	—	316.6	316.6
Debt interest (a):							
Third-party	364.3	353.6	353.6	353.6	353.6	1,494.5	3,273.2
Related-party	22.4	22.4	22.4	22.4	20.6	185.7	295.9
Finance lease obligations:							
Principal	0.3	0.3	0.3	0.3	0.3	3.5	5.0
Interest (a)	0.4	0.4	0.4	0.4	0.4	1.9	3.9
Accrued liabilities (including related-party accrued liabilities)	267.5	—	—	—	—	—	267.5
Accounts payable (including related-party accounts payable)	39.9	—	—	—	—	—	39.9
Total	€ 929.1	€ 376.7	€ 376.7	€ 376.7	€ 374.9	€ 8,968.5	€ 11,402.6

(a) Amounts are based on interest rates, interest payment dates, commitment fees and contractual maturities in effect as of December 31, 2015. 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, original issue premiums or discounts.

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 Revolving Credit Facilities and 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 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, 2015, 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 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 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 January 2023 UM Dollar Senior Secured Notes, the 2025 UM Senior Notes and the 2025 UM Dollar Senior Secured Notes (each as defined and described in note 12) (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, 2015, 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	€ 225.5	€ (225.5)
Decrease (increase) in loss associated with change in fair value of cross-currency swaps	(242.2)	242.2
Decrease (increase) in loss before income taxes	€ (16.7)	€ 16.7

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 Covenant EBITDA of our operating subsidiaries and to achieve adequate returns on our capital expenditures and acquisitions. For additional information regarding our debt, see note 12.

(5) 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 and (ii) foreign currency movements 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 interest rate exposure and foreign currency exposure with respect to the U.S. dollar. Hedge accounting is not applied to our cross-currency swaps. Accordingly, changes in the fair values of our derivative instruments are recorded in realized and unrealized gains or losses on derivative instruments, net, in our consolidated statements of operations.

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

	December 31, 2015			December 31, 2014		
	Current (a)	Noncurrent	Total	Current (a)	Noncurrent (a)	Total
	in millions					
Assets:						
Cross-currency derivative contracts (b)	€ 40.7	€ 378.8	€ 419.5	€ 20.4	€ 115.9	€ 136.3
Liabilities:						
Cross-currency derivative contracts (b)	€ —	€ —	€ —	€ —	€ 3.0	€ 3.0

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

(b) We consider credit risk in our fair value assessments. As of December 31, 2015 and 2014, (i) the fair values of our cross-currency derivative contracts that represented assets have been reduced by credit risk valuation adjustments aggregating €18.4 million and €1.8 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 nil and €1.3 million, respectively. The adjustments to our derivative assets relate to the 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 and market quotations for certain of our debt instruments, as applicable. The changes in the credit risk valuation adjustments associated with our cross-currency derivative contracts resulted in net gains (losses) of (€17.9 million), (€4.4 million) and €6.6 million during 2015, 2014 and 2013, respectively. These amounts are included in realized and unrealized gains (losses) on derivative instruments, net, in our consolidated statements of operations. For further information regarding our fair value measurements, see note 6.

Our realized and unrealized gains (losses) on derivative instruments, net, are €314.6 million, €156.9 million and (€72.7 million) during 2015, 2014 and 2013, respectively. These gains (losses) relate to our cross-currency swap contracts.

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 paid or received upon termination that relates to future periods is classified as a financing activity. Our cash inflows related to derivative instruments during 2015, 2014 and 2013 are €28.4 million, €1.8 million and €2.3 million, respectively, and are classified as operating activities in our consolidated statements of cash flows.

The terms of our outstanding cross-currency swap contracts at December 31, 2015, which are held by Unitymedia Hessen, 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	$ 2,450.0	€ 1,799.0	5.62%	4.76%

(a) The notional amounts 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.

(6) Fair Value Measurements

Our derivative instruments are the only financial instruments that are accounted for at fair value as of December 31, 2015. The reported fair values of our derivative instruments as of December 31, 2015 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 into or out of Levels 1, 2 or 3 at the beginning of the quarter during which the transfer occurred. During 2015, 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 5, 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 5.

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 our reporting unit as if our 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, 2015 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, 2015		December 31, 2014	
	Category (a)	Carrying amount	Fair value	Carrying amount	Fair value
		in millions			
Assets carried at fair value – derivative financial instruments	I	€ 419.5	€ 419.5	€ 136.3	€ 136.3
Assets carried at cost or amortized cost:					
Loan receivable – related-party	II	€ 739.0	(b)	€ 859.7	(b)
Other current and noncurrent financial assets	II	240.6	€ 240.6	46.3	€ 46.3
Trade receivables and unbilled revenue	II	118.6	€ 118.6	123.1	€ 123.1
Restricted cash	II	109.4	€ 109.4	1.6	€ 1.6
Cash and cash equivalents	II	2.0	€ 2.0	14.4	€ 14.4
Total assets carried at cost or amortized cost		€ 1,209.6		€ 1,045.1	
Liabilities carried at fair value – derivative financial instruments	I	€ —	€ —	€ 3.0	€ 3.0
Liabilities carried at cost or amortized cost:					
Debt obligations – third-party	III	€ 7,306.3	€ 7,311.1	€ 6,545.1	€ 8,385.0
Loans payable – related-party	III	319.3	(b)	871.9	(b)
Accrued liabilities (including related-party)	III	267.5	€ 267.5	232.4	€ 232.4
Accounts payable and other liabilities (including related-party accounts payable)	III	42.1	€ 42.1	88.0	€ 88.0
Finance lease obligations	V	5.0	€ 5.0	5.2	€ 5.2
Total liabilities carried at cost or amortized cost		€ 7,940.2		€ 7,742.6	

(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 derivative instruments 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 2015, 2014 and 2013 related to our financial assets and liabilities are as follows:

	Interest income	Interest expense	Other statement of operations effects (a)	Impact on earnings (loss) before income taxes
	in millions			
Year ended December 31, 2015:				
Derivative assets carried at fair value through our consolidated statement of operations	€ —	€ —	€ 311.6	€ 311.6
Assets carried at cost or amortized cost:				
Trade receivables (b)	0.2	—	(12.6)	(12.4)
Loan receivable – related-party	28.5	—	—	28.5
Cash and cash equivalents	—	—	0.5	0.5
Derivative liabilities carried at fair value through our consolidated statement of operations	—	—	3.0	3.0
Liabilities carried at cost or amortized cost	—	(427.5)	(329.6)	(757.1)
	€ 28.7	€ (427.5)	€ (27.1)	€ (425.9)
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)

(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.

(7) Long-lived Assets

Property and Equipment, Net

Changes during 2015 and 2014 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, 2015	€ 4,188.4	€ 472.5	€ 205.1	€ 4,866.0
Additions	295.3	108.3	24.6	428.2
Retirements and disposals	(44.1)	(41.2)	(27.2)	(112.5)
Impairment	(1.7)	(0.1)	—	(1.8)
Transfers of used property and equipment – related-party	—	1.4	—	1.4
Reclassification to intangibles	—	—	(1.4)	(1.4)
December 31, 2015	€ 4,437.9	€ 540.9	€ 201.1	€ 5,179.9
Accumulated depreciation:				
January 1, 2015	€ 1,265.3	€ 182.6	€ 89.0	€ 1,536.9
Depreciation	369.3	98.6	34.6	502.5
Retirements and disposals	(43.5)	(41.2)	(27.0)	(111.7)
Transfers of used property and equipment – related-party	—	0.4	—	0.4
December 31, 2015	€ 1,591.1	€ 240.4	€ 96.6	€ 1,928.1
Property and equipment, net:				
December 31, 2015	€ 2,846.8	€ 300.5	€ 104.5	€ 3,251.8

	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

During 2015 and 2014, 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 12.

Goodwill

We performed our annual review for impairment as of October 1, 2015 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 2025. A WACC of 8.7% 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 2015 and 2014.

Intangible Assets Subject to Amortization, Net

Changes during 2015 and 2014 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, 2015	€ 1,358.6	€ 127.9	€ 146.6	€ 1,633.1
Additions	—	83.9	52.8	136.7
Retirements and disposals	—	(62.1)	(30.3)	(92.4)
Reclassification from property and equipment	—	—	1.4	1.4
December 31, 2015	€ 1,358.6	€ 149.7	€ 170.5	€ 1,678.8
Accumulated amortization:				
January 1, 2015	€ 672.6	€ 57.9	€ 67.8	€ 798.3
Amortization	161.7	74.8	44.5	281.0
Retirements and disposals	—	(60.9)	(30.3)	(91.2)
December 31, 2015	€ 834.3	€ 71.8	€ 82.0	€ 988.1
Intangible assets subject to amortization, net:				
December 31, 2015	€ 524.3	€ 77.9	€ 88.5	€ 690.7

(a) Primarily includes computer software costs. Prior to April 2015, we offered services under the brands “Unitymedia” and “Kabel BW”. During the first quarter of 2015, we discontinued the “Kabel BW” trade name and recorded the retirement of the intangible asset.

	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.

(8) Trade Receivables and Unbilled Revenue, Net

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

	December 31, 2015	December 31, 2014
	in millions	
Trade receivables, gross	€ 47.2	€ 58.3
Allowance for impairment of trade receivables	(9.6)	(11.2)
Trade receivables, net	37.6	47.1
Unbilled revenue	81.0	76.0
Trade receivables and unbilled revenue, net	€ 118.6	€ 123.1
Noncurrent unbilled revenue (a)	€ 4.6	€ 4.2
Current trade receivables and unbilled revenue, net	€ 114.0	€ 118.9

(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, 2015 and 2014 is set forth below:

	December 31, 2015		December 31, 2014	
	Gross trade receivables	Allowance for impairment	Gross trade receivables	Allowance for impairment
	in millions			
Days past due:				
Current	€ 8.3	€ 0.3	€ 12.2	€ —
1 - 30	19.3	0.6	24.5	0.6
31 - 60	5.2	0.7	6.4	1.3
61 - 90	3.1	0.5	3.4	0.7
Over 90	11.3	7.5	11.8	8.6
Total	€ 47.2	€ 9.6	€ 58.3	€ 11.2

At December 31, 2015 and 2014, a total of €29.6 million and €34.9 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:

	2015	2014
	in millions	
Allowance at January 1	€ 11.2	€ 10.4
Provisions for impairment of receivables	12.6	10.5
Write-offs of receivables	(14.2)	(9.7)
Allowance at December 31	€ 9.6	€ 11.2

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.

(9) Other Noncurrent Assets

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

	December 31, 2015	December 31, 2014
	in millions	
Loan receivable – related-party (a)	€ 230.0	€ 27.5
Prepaid expenses	9.0	10.4
Unbilled revenue	4.6	4.2
Restricted cash	1.2	1.6
Other	6.6	8.7
Total other noncurrent assets	€ 251.4	€ 52.4

(a) The 2015 amount represents the 2015 UPC Germany Loan Receivable and the 2014 amount represents the UMI Loan Receivable (each as defined and described in note 15).

(10) Accrued Liabilities, Third-Party

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

	December 31, 2015	December 31, 2014
	in millions	
Accrued expenses (other than payroll related accruals)	€ 159.3	€ 138.1
Accrued capital expenditures	40.7	36.4
Accrued payroll related compensation and benefits	19.4	25.4
Total accrued liabilities – third-party	€ 219.4	€ 199.9

(11) Provisions

The details of our provisions are set forth as follows:

	December 31, 2015	December 31, 2014
	in millions	
Net pension liability	€ 30.6	€ 29.1
Other	18.4	25.5
Total provisions	€ 49.0	€ 54.6
Current portion	€ 16.4	€ 23.0
Noncurrent portion	€ 32.6	€ 31.6

The following table shows the development of provisions:

	Net pension liability	Other	Total
		in millions	
January 1, 2015	€ 29.1	€ 25.5	€ 54.6
Additions	1.8	8.8	10.6
Releases	(0.1)	(7.1)	(7.2)
Cash payments	(0.2)	(8.8)	(9.0)
December 31, 2015	€ 30.6	€ 18.4	€ 49.0
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

Employee benefit-related expenses associated with our (i) contributions to the German statutory pension system, (ii) defined contribution plan, (iii) defined benefit pension plans and (iv) direct insurance aggregated €18.0 million, €19.9 million and €17.2 million during 2015, 2014 and 2013, respectively.

(12) Debt and Finance Lease Obligations

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

	December 31, 2015			Estimated fair value (a)		Carrying value	
	Interest rate (b)	Borrowing currency	Euro equivalent	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014 (c)
				in millions			
Third-party debt:							
Parent:							
2025 UM Senior Notes (d)	6.125%	$ 900.0	€ 828.3	€ 822.6	€ 932.6	€ 828.3	€ 743.8
2027 UM Senior Notes (d)	3.750%	€ 700.0	700.0	604.6	—	700.0	—
UM Senior Exchange Notes	—	€ —	—	—	837.9	—	616.6
Subsidiaries:							
2022 UM Senior Secured Notes (d)	5.500%	€ 585.0	585.0	621.6	843.5	585.0	650.0
January 2023 UM Senior Secured Notes (d):							
January 2023 UM Dollar Senior Secured Notes	5.500%	$ 1,000.0	920.3	916.9	1,046.3	920.3	826.4
January 2023 5.75% UM Euro Senior Secured Notes	5.750%	€ 405.0	405.0	430.3	657.9	405.0	500.0
January 2023 5.125% UM Euro Senior Secured Notes	5.125%	€ 450.0	450.0	472.8	646.6	450.0	500.0
April 2023 UM Senior Secured Notes (d)	5.625%	€ 280.0	280.0	297.0	461.1	280.0	350.0
2025 UM Senior Secured Notes (d):							
2025 UM Euro Senior Secured Notes	4.000%	€ 1,000.0	1,000.0	966.9	1,237.2	1,000.0	1,000.0
2025 UM Dollar Senior Secured Notes	5.000%	$ 550.0	506.2	486.9	551.7	506.2	454.5
2026 UM Senior Secured Notes (d)	4.625%	€ 420.0	420.0	419.2	—	420.0	—
2027 UM Senior Secured Notes (d)	3.500%	€ 500.0	500.0	462.8	—	500.0	—
2029 UM Senior Secured Notes (d)	6.250%	€ 475.0	475.0	521.9	654.5	475.0	475.0
UM Senior Secured Facility (e)	—	€ 420.0	420.0	—	227.5	—	200.0
UM Super Senior Secured Facility (e)	—	€ 80.0	80.0	—	92.0	—	80.0
Vendor financing (f)	3.000%	€ 130.8	130.8	130.8	96.5	130.8	96.5
Total third-party debt before transaction costs and accrued interest	4.968%		7,700.6	€ 7,154.3	€ 8,285.3	7,200.6	6,492.8
Transaction costs						(51.1)	(47.4)
Accrued interest – third-party						156.8	99.7
Total third-party debt						7,306.3	6,545.1
Related-party debt (note 15):							
2010 Shareholder Loan (g)	8.125%	€ 253.9	253.9	(g)	(g)	253.9	183.8
2012 Shareholder Loan (h)	—	€ —	—	€ —	(h)	—	571.8
UMI Loan Payable (i)	2.707%	€ 62.7	62.7	(i)	(i)	62.7	—
Total related-party debt before accrued interest	7.052%		316.6			316.6	755.6
Accrued interest – related-party						2.7	116.3
Total related-party debt						319.3	871.9
Total debt	5.056%		€ 8,017.2			7,625.6	7,417.0
Finance lease obligations						5.0	5.2
Total debt and finance lease obligations						7,630.6	7,422.2
Current portion						(392.8)	(476.3)
Noncurrent portion						€ 7,237.8	€ 6,945.9

(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 regarding fair value hierarchies, see note 6.

(b) Represents the stated interest rate of the debt instrument as of December 31, 2015 and does not include the impact of derivative instruments, deferred financing costs, original issue premiums or discounts and 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 4.8% at December 31, 2015. For information regarding our derivative instruments, see note 5.

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

(d) We collectively refer to the 2025 UM Senior Notes, the 2027 UM Senior Notes, the 2022 UM Senior Secured Notes, the January 2023 UM Senior Secured Notes, the April 2023 UM Senior Secured Notes, the 2025 UM Senior Secured Notes, the 2026 UM Senior Secured Notes, the 2027 UM Senior Secured Notes and the 2029 UM Senior Secured Notes as the "**Unitymedia Notes**".

(e) At December 31, 2015, based on the applicable leverage and other financial covenants, €435.2 million of unused borrowing capacity was available to be borrowed under the Unitymedia Revolving Credit Facilities (as defined and described below). Unused borrowing capacity represents the maximum availability under the Unitymedia Revolving Credit Facilities without regard to covenant compliance calculations or other conditions precedent to borrowing. After giving effect to the 10% redemption of the 2022 UM Senior Secured Notes and the January 2023 5.125% UM Euro Senior Secured Notes (which was completed in January 2016) and assuming no additional changes from December 31, 2015 borrowing levels, we anticipate that the full €500.0 million of unused borrowing capacity under the Unitymedia Revolving Credit Facilities will be available to be borrowed when the December 31, 2015 compliance reporting requirements have been completed.

(f) Represents amounts owed pursuant to interest-bearing vendor financing arrangements that are used to finance certain of our property, equipment and intangible asset additions. These obligations are generally due within one year. At December 31, 2015 and 2014, the amounts owed pursuant to these arrangements include €16.9 million and €12.8 million, respectively, of 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.

(g) Represents a loan payable to our shareholder, UPC Germany, that originated in December 2010 (the **2010 Shareholder Loan**). The 2010 Shareholder Loan bears interest at 8.125% per annum and accrued interest is generally transferred to the loan balance annually on January 1. All principal and accrued interest on this loan (collectively €255.3 million at December 31, 2015) is due and payable on January 1, 2030. The increase in the principal amount during 2015 includes (i) a non-cash increase of €39.9 million related to the settlement of related-party payables and (ii) the transfer of €30.2 million in non-cash accrued interest to the loan balance. The increase in the principal amount of the 2010 Shareholder Loan during 2014 includes (a) a non-cash increase of €48.8 million related to the settlement of related-party payables and (b) 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 (1) a non-cash increase of €50.4 million related to the settlement of related-party payables and (2) the transfer of €5.3 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.

(h) Represents a loan payable to our shareholder, UPC Germany, that originated in May 2012 (the **2012 Shareholder Loan**). The 2012 Shareholder Loan, which was fully repaid during the fourth quarter of 2015, bore interest at an agreed upon rate of 9.625% per annum during all periods that the loan was outstanding. The net decrease in the principal amount during 2015 includes (i) a €674.5 million non-cash decrease related to the settlement of amounts due under the 2012 UPC Germany Loan Receivable (as defined and described in note 15) and (ii) the transfer of €102.7 million in non-cash accrued interest to the loan balance. The net decrease in the principal amount during 2014 includes (a) a €500.0 million non-cash decrease related to the set-off of the loan payable against amount owed to us pursuant to the 2012 UPC Germany Loan Receivable and (b) 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 (1) cash payments of €348.3 million and (2) the transfer of €79.7 million in non-cash accrued interest to the loan balance. At December 31, 2014, the fair value of this loan was not subject to reasonable estimation due to the related-party nature of the loan.

(i) Represents a loan payable to UMI that originated in March 2015 (the **2015 UMI Loan**). All principal and accrued interest (collectively €64.0 million at December 31, 2015) outstanding under this loan is due and payable on December 31, 2025. The principal amount outstanding under this loan bears interest at an agreed upon rate that is subject to adjustment (EURIBOR plus a margin of 2.75% per annum). Accrued interest may be, at the option of UMI, (i) transferred to the loan balance annually on January 1 or (ii) repaid on the last day of each month and on the date of principal repayments. The net increase in the principal amount during 2015 includes (a) cash borrowings of €63.1 million and (b) cash payments of €0.4 million. The fair value of this loan is not subject to reasonable estimation due to the related-party nature of the loan.

General Information

Credit Facilities. We have entered into two credit facility agreements with certain financial institutions. Each of our credit facilities contain certain covenants and restrictions, the more notable of which are as follows:

- Our credit facilities contain certain consolidated net leverage ratios, as specified in the relevant credit facility, which are required to be complied with on an incurrence and, in certain circumstances, a maintenance basis;

- Our credit facilities contain certain restrictions which, among other things, restrict our ability to (i) incur or guarantee certain financial indebtedness, (ii) make certain disposals and acquisitions, (iii) create certain security interests over our assets, in each case, subject to certain customary and agreed exceptions and (iv) make certain restricted payments to our direct and/or indirect parent companies through dividends, loans or other distributions, subject to compliance with applicable covenants;

- Our credit facilities require that certain subsidiaries of Unitymedia guarantee the payment of all sums payable under the relevant credit facility and grant first-ranking security over substantially all of our assets to secure the payment of all sums payable thereunder;

- In addition to certain mandatory prepayment events, the instructing group of lenders under the relevant credit facility may cancel the commitments thereunder and declare the loans thereunder due and payable after the applicable notice period following the occurrence of a change of control (as specified in the relevant credit facility);

- Our credit facilities contain certain customary events of default, the occurrence of which, subject to certain exceptions and materiality qualifications, would allow the instructing group of lenders to (i) cancel the total commitments, (ii) accelerate all outstanding loans and terminate their commitments thereunder and/or (iii) declare that all or part of the loans be payable on demand;

- Our credit facilities require that we observe certain affirmative and negative undertakings and covenants, which are subject to certain materiality qualifications and other customary and agreed exceptions; and

- In addition to customary default provisions, our credit facilities include cross-default provisions with respect to our other indebtedness, subject to agreed minimum thresholds and other customary and agreed exceptions.

Senior and Senior Secured Notes. Unitymedia and the UM Senior Secured Notes Issuers (as defined below) have issued certain senior and senior secured notes, respectively. In general, our senior and senior secured notes (i) are senior obligations of each respective issuer that rank equally with all of the existing and future senior debt of such issuer and are senior to all existing and future subordinated debt of each respective issuer, (ii) contain, in most instances, certain guarantees from other subsidiaries of Unitymedia (as specified in the applicable indenture) and (iii) are secured by certain pledges or liens over the assets and/or shares of Unitymedia and certain of its subsidiaries. In addition, the indentures governing our senior and senior secured notes contain certain covenants, the more notable of which are as follows:

- Our notes contain (i) certain customary incurrence-based covenants and (ii) certain restrictions that, among other things, restrict our ability to (a) incur or guarantee certain financial indebtedness, (b) make certain disposals and acquisitions, (c) create certain security interests over our assets, in each case, subject to certain customary and agreed exceptions and (d) make certain restricted payments to our direct and/or indirect parent companies through dividends, loans or other distributions, subject to compliance with applicable covenants;

- Our 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 the issuer or certain subsidiaries, over agreed minimum thresholds (as specified under the applicable indenture) is an event of default under the respective notes;

- If the relevant issuer or certain of its subsidiaries (as specified in the applicable indenture) sell certain assets, such issuer must offer to repurchase the applicable notes at par, or if a change of control (as specified in the applicable indenture) occurs, such issuer must offer to repurchase all of the relevant notes at a redemption price of 101%; and

- Our senior secured notes contain certain early redemption provisions including the ability to, during each 12-month period commencing on the issue date for such notes until the applicable call date, redeem up to 10% of the principal amount of the notes to be redeemed at a redemption price equal to 103% of the principal amount of the notes to be redeemed plus accrued and unpaid interest.

Unitymedia Notes

Further details of the Unitymedia Notes are summarized in the following table (in millions):

	Maturity	Original issue amount	
UM Senior Notes (a):			
2025 UM Senior Notes	January 15, 2025	$	900.0
2027 UM Senior Notes	January 15, 2027	€	700.0
UM Senior Secured Notes (b):			
2022 UM Senior Secured Notes	September 15, 2022	€	650.0
January 2023 UM Senior Secured Notes:			
January 2023 UM Dollar Senior Secured Notes	January 15, 2023	$	1,000.0
January 2023 5.75% UM Euro Senior Secured Notes	January 15, 2023	€	500.0
January 2023 5.125% UM Euro Senior Secured Notes	January 21, 2023	€	500.0
April 2023 UM Senior Secured Notes	April 15, 2023	€	350.0
2025 UM Senior Secured Notes:			
2025 UM Euro Senior Secured Notes	January 15, 2025	€	1,000.0
2025 UM Dollar Senior Secured Notes	January 15, 2025	$	550.0
2026 UM Senior Secured Notes	February 15, 2026	€	420.0
2027 UM Senior Secured Notes	January 15, 2027	€	500.0
2029 UM Senior Secured Notes	January 15, 2029	€	475.0

(a) The UM Senior Notes were issued by Unitymedia.

(b) The UM Senior Secured Notes were issued by Unitymedia Hessen and Unitymedia NRW, each a subsidiary of Unitymedia (together, the **UM Senior Secured Notes Issuers**).

Subject to the circumstances described below, the Unitymedia Notes are non-callable prior to the applicable call date (**UM Call Date**) as presented in the below table. At any time prior to the respective UM Call Date, Unitymedia or the 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 UM Call Date using the discount rate (as specified in the applicable indenture) as of the redemption date plus 50 basis points.

Unitymedia Notes	UM Call Date
2025 UM Senior Notes	January 15, 2020
2027 UM Senior Notes	January 15, 2021
2022 UM Senior Secured Notes	September 15, 2017
January 2023 UM Dollar Senior Secured Notes	January 15, 2018
January 2023 5.75% UM Euro Senior Secured Notes	January 15, 2018
January 2023 5.125% UM Euro Senior Secured Notes	January 21, 2018
April 2023 UM Senior Secured Notes	April 15, 2018
2025 UM Senior Secured Notes	January 15, 2020
2026 UM Senior Secured Notes	February 15, 2021
2027 UM Senior Secured Notes	January 15, 2021
2029 UM Senior Secured Notes	January 15, 2021

Unitymedia or the UM Senior Secured Notes Issuers (as applicable) may redeem some or all of the Unitymedia 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, as set forth below:

	Redemption price					
	2025 UM Senior Notes	2027 UM Senior Notes	2022 UM Senior Secured Notes	January 2023 UM Dollar Senior Secured Notes	January 2023 5.75% UM Euro Senior Secured Notes	January 2023 5.125% UM Euro Senior Secured Notes
12-month period commencing	January 15	January 15	September 15	January 15	January 15	January 21
2016	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2017	N.A.	N.A.	102.750%	N.A.	N.A.	N.A.
2018	N.A.	N.A.	101.833%	102.750%	102.875%	102.563%
2019	N.A.	N.A.	100.917%	101.833%	101.917%	101.708%
2020	103.063%	N.A.	100.000%	100.917%	100.958%	100.854%
2021	102.042%	101.875%	100.000%	100.000%	100.000%	100.000%
2022	101.021%	100.938%	N.A.	100.000%	100.000%	100.000%
2023	100.000%	100.469%	N.A.	N.A.	N.A.	N.A.
2024 and thereafter	100.000%	100.000%	N.A.	N.A.	N.A.	N.A.

	Redemption price					
	April 2023 UM Senior Secured Notes	**2025 UM Euro Senior Secured Notes**	**2025 UM Dollar Senior Secured Notes**	**2026 UM Senior Secured Notes**	**2027 UM Senior Secured Notes**	**2029 UM Senior Secured Notes**
12-month period commencing	April 15	January 15	January 15	February 15	January 15	January 15
2016	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2017	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2018	102.813%	N.A.	N.A.	N.A.	N.A.	N.A.
2019	101.875%	N.A.	N.A.	N.A.	N.A.	N.A.
2020	100.938%	102.000%	102.500%	N.A.	N.A.	N.A.
2021	100.000%	101.333%	101.667%	102.313%	101.750%	103.125%
2022	100.000%	100.667%	100.833%	101.156%	100.875%	102.083%
2023	N.A.	100.000%	100.000%	100.578%	100.438%	101.042%
2024 and thereafter	N.A.	100.000%	100.000%	100.000%	100.000%	100.000%

2015 Refinancing Transactions. On March 11, 2015, the UM Senior Secured Notes Issuers issued the 2027 UM Senior Secured Notes. The net proceeds from the 2027 UM Senior Secured Notes were used to (i) redeem 10% of the principal amount of each of the following series of notes: (a) the 2022 UM Senior Secured Notes, (b) the January 2023 5.75% UM Euro Senior Secured Notes, (c) the January 2023 5.125% UM Euro Senior Secured Notes and (d) the April 2023 UM Senior Secured Notes, each at a redemption price equal to 103% of the applicable redeemed principal amount in accordance with the indentures governing each of the notes, and (ii) prepay the then outstanding balance under the UM Senior Secured Facility (as defined and described under *Unitymedia Revolving Credit Facilities* below). In connection with these transactions, we recognized a loss on debt modification and extinguishment, net, of €7.6 million. This loss includes (1) the payment of €6.0 million of redemption premium and (2) the write-off of €1.6 million of deferred financing costs.

On March 16, 2015, Unitymedia issued the 2027 UM Senior Notes. The net proceeds from the 2027 UM Senior Notes were used to fully redeem the €618.0 million principal amount of 9.5% senior notes issued by Unitymedia (**The UM Senior Exchange Notes**). In connection with this transaction, we recognized a loss on debt modification and extinguishment, net, of €85.9 million. This loss includes (i) the payment of €83.6 million of redemption premium, (ii) the write-off of €1.3 million of unamortized discount and (iii) the write-off of €1.0 million of deferred financing costs.

On December 23, 2015, the UM Senior Secured Notes Issuers issued the 2026 UM Senior Secured Notes. The net proceeds from the 2026 UM Senior Secured Notes were used to (i) redeem 10% of the principal amount of each of the following series of notes: (a) the 2022 UM Senior Secured Notes, (b) the January 2023 5.75% UM Euro Senior Secured Notes, (c) the January 2023 5.125% UM Euro Senior Secured Notes and (d) the April 2023 UM Senior Secured Notes, each at a redemption price equal to 103% of the applicable redeemed principal amount in accordance with the indentures governing each of the notes, and (ii) prepay the outstanding balance under the UM Senior Secured Facility. As the 10% redemptions of the 2022 UM Senior Secured Notes and the January 2023 5.125% UM Euro Senior Secured Notes were not completed until January 2016, the related proceeds from the issuance of the 2026 UM Senior Secured Notes of €108.2 million were held in escrow at December 31, 2015 as cash collateral. In connection with the redemption of the January 2023 5.75% UM Euro Senior Secured Notes, the April 2023 UM Senior Secured Notes and the prepayment of the outstanding balance under the UM Senior Secured Facility, we recognized a loss on debt modification and extinguishment, net, of €2.9 million in 2015. This loss includes (1) the payment of €2.4 million of redemption premium and (2) the write-off of €0.5 million of deferred financing costs.

2014 and 2013 Refinancing Transactions. During 2014 and 2013, we completed a number of refinancing transactions that generally resulted in lower interest rates and extended maturities. In connection with these transactions, we recognized losses on debt modification and extinguishment, net, of €107.0 million and €83.4 million during 2014 and 2013, respectively. These losses include (i) the payment of redemption premiums of €93.0 million and €55.6 million, respectively, (ii) the write-off of deferred financing costs of €12.8 million and €15.5 million, respectively, (iii) the write-off of unamortized discounts of €9.8 million and €12.3 million, respectively, and (iv) the write-off during 2014 of €8.6 million of unamortized premium.

Unitymedia Revolving Credit Facilities

The Unitymedia Revolving Credit Facilities are the senior secured credit facilities of certain subsidiaries of Unitymedia. The details of our borrowings under the Unitymedia Revolving Credit Facilities as of December 31, 2015 are summarized in the following table:

Unitymedia Facility	Maturity	Interest rate	Facility amount (in borrowing currency)	Unused borrowing capacity (a)	Carrying value
				in millions	
UM Senior Secured Facility (b)	December 31, 2020	EURIBOR + 2.75%	€ 420.0	€ 420.0	€ —
UM Super Senior Secured Facility (c)	December 31, 2020	EURIBOR + 2.25%	€ 80.0	80.0	—
Total				€ 500.0	€ —

(a) At December 31, 2015, our availability under the Unitymedia Revolving Credit Facilities was limited to €435.2 million. After giving effect to the 10% redemption of the 2022 UM Senior Secured Notes and the January 2023 5.125% UM Euro Senior Secured Notes (which was completed in January 2016) and assuming no additional changes from December 31, 2015 borrowing levels, we anticipate that the full €500.0 million of unused borrowing capacity under the Unitymedia Revolving Credit Facilities will be available to be borrowed when the December 31, 2015 compliance reporting requirements have been completed. The Unitymedia Revolving Credit Facilities may be used for general corporate and working capital purposes.

(b) The UM Senior Secured Facility has a fee on unused commitments of 1.1% per year.

(c) The UM Super Senior Secured Facility has a fee on unused commitments of 0.9% per year and is senior with respect to the priority of proceeds received from the enforcement of shared collateral to (i) the Unitymedia Notes and (ii) the UM Senior Secured Facility.

Maturities of Debt and Finance Lease Obligations

For information concerning the maturities of our debt as of December 31, 2015, see note 4.

(13) Income Taxes

Unitymedia 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, 2015	2014	2013
	in millions		
Current tax expense	€ (60.5)	€ (16.6)	€ (10.0)
Deferred tax benefit (expense)	11.6	15.5	(38.4)
Total	€ (48.9)	€ (1.1)	€ (48.4)

The income tax expense attributable to our earnings (loss) before income taxes differs from the income tax benefit (expense) computed by applying the German income tax rate of 32.78% for 2015, 32.49% for 2014 and 32.59% for 2013 as a result of the following:

	Year ended December 31, 2015	2014	2013
	in millions		
Computed expected income tax benefit (expense)	€ (7.4)	€ 61.4	€ 77.3
Non-deductible or non-taxable interest and other expenses (a)	(34.0)	(56.0)	(40.9)
Changes in unrecognized net operating losses and interest carryforwards, net	(6.7)	(24.3)	(15.4)
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	(0.8)	(3.2)	(2.1)
Total	€ (48.9)	€ (1.1)	€ (48.4)

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(a) The income tax expense for 2015 includes a current tax expense of €0.8 million related to prior year items. The income tax expense for 2014 includes (i) a deferred tax benefit of €0.9 million related to prior year items and (ii) a current tax expense of €1.0 million related to prior year items. The income tax expense for 2013 includes a net deferred tax expense of €1.3 million related to prior year non-deductible expenses.

(b) The amount for 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, 2015 and our deferred tax benefit for the year ended December 31, 2015 are as follows:

	December 31, 2015		Year ended December 31, 2015
	Deferred tax assets	Deferred tax liabilities	Recognition in statement of operations
	in millions		
Loss carryforwards	€ 272.4	€ —	€ (55.2)
Property and equipment	—	475.3	29.0
Intangible assets	—	209.2	30.0
Goodwill	—	81.9	(19.9)
Derivatives	—	106.4	(88.1)
Investments	—	0.2	28.5
Receivables	—	21.6	(7.0)
Loans	110.6	—	70.9
Provisions	3.8	—	0.1
Accrued interest expense	47.0	—	24.4
Other	—	7.0	(1.1)
Net assets with liabilities within same jurisdiction	(433.8)	(433.8)	—
Total	€ —	€ 467.8	€ 11.6

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

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

	December 31, 2015	December 31, 2014
	in millions	
Interest carryforwards	€ 150.6	€ 137.7
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.

(14) Owners' Equity (Deficit)

Our share capital was €25,000 at December 31, 2015, 2014 and 2013 and has been fully paid. All of our shares are held by UPC Germany.

FCO Settlement. On April 29, 2015, UPC Germany paid two of our competitors (collectively, the **Appellants**), including the incumbent telecommunications operator, an aggregate amount of €183.5 million, in settlement (the **FCO Settlement**) of an agreement with the Appellants regarding their appeal against the Federal Cartel Office (the **FCO**) for its decision to approve Liberty Global's acquisition of KBW. During the fourth quarter of 2015, UPC Germany charged 10% of the FCO Settlement amount to our company. As we were not a party to the FCO Settlement, we have reflected this charge as an €18.4 million capital distribution in our statement of owners' equity (deficit).

(15) Related-Party Transactions

Our related-party transactions consist of the following:

	Year ended December 31, 2015	2014	2013
		in millions	
OpEx	€ 8.3	€ 13.1	€ 12.2
SG&A	2.0	1.4	1.5
Allocated share-based compensation expense	6.2	2.8	2.0
Fees and allocations:			
OpEx and SG&A related (exclusive of depreciation and share-based compensation)	50.6	44.8	27.2
Depreciation	37.8	19.9	10.3
Share-based compensation	23.2	12.3	7.7
Management fee	30.9	28.6	31.2
Total fees and allocations	142.5	105.6	76.4
Included in EBIT	159.0	122.9	92.1
Interest expense	65.2	116.8	120.6
Interest income	(28.5)	(16.8)	(8.0)
Share of associate gain	(2.4)	(1.8)	(2.5)
Included in net loss	€ 193.3	€ 221.1	€ 202.2
Property, equipment and intangible asset additions	€ 98.1	€ 86.7	€ 73.1

General. Certain Liberty Global subsidiaries 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 revision to reflect the actual costs underlying our related-party fees and allocations for 2013 amounted to an increase of €3.7 million in our billings from a subsidiary of Liberty Global, which was recorded during the first quarter of 2014. The revision to reflect actual costs for our related-party OpEx and SG&A expenses for 2013 was not material. During the third quarter of 2014, Liberty Global and its subsidiaries began basing the fees charged and amounts allocated 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 a subsidiary of Liberty Global 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.

During the first quarter of 2015, Liberty Global transferred certain entities that incur central and other administrative costs (the **Corporate Entities Transfer**) from one subsidiary to certain other Liberty Global subsidiaries that are outside of Liberty Global's borrowing groups. In connection with the Corporate Entities Transfer, Liberty Global changed the processes it uses to charge fees and allocate costs and expenses from one subsidiary to another. This new methodology, which 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, impacts Covenant EBITDA. In this regard, the components of related-party fees and allocations that are deducted to arrive at our Covenant EBITDA are 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 Covenant EBITDA in future periods. For example, to the extent that a Liberty Global subsidiary borrowing group was 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 to our company primarily for (i) certain backbone services and (ii) technology-related services based on the global contract of another Liberty Global subsidiary for encryption services.

SG&A. These amounts represent certain cash settled charges from other Liberty Global subsidiaries 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 a decrease to owners' equity (deficit) and is included in SG&A in our consolidated statements of operations.

Fees and allocations. These amounts represent fees charged to our company that originate with Liberty Global and certain other Liberty Global subsidiaries, and include charges for management, finance, legal, technology, marketing and other services that support our company's operations, including the use of the UPC trademark. The categories of our fees and allocations, net, are as follows:

- *OpEx and SG&A related (exclusive of depreciation and share-based compensation).* The amounts included in this category, which are generally cash settled, represent our estimated share of certain centralized technology, management, marketing, finance and other OpEx and SG&A expenses of Liberty Global's European operations, whose activities benefit multiple operations, including operations within and outside of our company. The amounts allocated represent our estimated share of the actual costs incurred by Liberty Global's European operations, without a mark-up. Amounts in this category are generally deducted to arrive at our Covenant EBITDA.

- *Depreciation.* The amounts included in this category, which are generally cash settled, represent our estimated share of depreciation of assets not owned by our company. The amounts allocated represent our estimated share of the actual costs incurred by Liberty Global's European operations, without a mark-up.

- *Share-based compensation.* The amounts included in this category, which are generally loan settled, represent our estimated share of share-based compensation associated with Liberty Global employees who are not employees of our company. The amounts allocated represent our estimated share of the actual costs incurred by Liberty Global's European operations, without a mark-up.

- *Management fee.* The amounts included in this category, which are generally loan settled, represent our estimated allocable share of (i) OpEx and SG&A expenses related to stewardship services provided by certain Liberty Global subsidiaries and (ii) the mark-up, if any, applicable to each category of the related-party fees and allocations charged to our company.

During the first three quarters of 2014, a subsidiary of Liberty Global 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, the approach used to charge technology-based fees was changed to a royalty-based method. For 2015 and 2014, our proportional share of the technology-based costs of €82.4 million and €39.9 million, respectively, was €6.6 million and €23.7 million, respectively, more than the royalty-based technology fee charged under the new approach. Accordingly, the €6.6 million and €23.7 million, respectively, excess has been reflected as a deemed contribution of technology-related services in our consolidated statements of changes in owners' equity (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 Covenant EBITDA.

Interest expense. 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, which was settled during the fourth quarter of 2015, and (c) the 2013 Shareholder Capex Loan, which was fully repaid during the third quarter of 2014, (ii) our shareholder loans payable to UMI, including (1) the 2015 UMI Loan, which originated in the first quarter of 2015 and (2) the 2012 UMI Loan, which was fully repaid during the second quarter of 2013. For additional information, see note 12. The "**2013 Shareholder Capex Loan**" represented a loan payable to our shareholder, UPC Germany, issued in September 2013. The 2013 Shareholder Capex Loan bore interest at an agreed upon rate (7.500% per annum during all periods that the loan was outstanding). The "**2012 UMI Loan**" bore interest at an agreed upon rate (10.000% per annum during all periods that the loan was outstanding).

Interest income. These amounts relate to the 2012 UPC Germany Loan Receivable, the 2015 UPC Germany Loan Receivable and 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 primarily represent the carrying values of customer premises and network-related equipment acquired from other Liberty Global subsidiaries and are generally cash settled.

Management remuneration. Salaries, bonuses and benefit related remuneration of the Managing Directors was €5.0 million, €8.3 million and €6.0 million for 2015, 2014 and 2013, respectively.

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

	December 31, 2015	December 31, 2014
	in millions	
Other current assets (a)	€ 6.3	€ 11.4
Loan receivable – related-party (b)	739.0	859.7
Investment in associate (c)	60.7	62.9
Other noncurrent assets (d) (e)	230.0	27.5
Total	€ 1,036.0	€ 961.5
Accounts payable and accrued liabilities – related-party (f)	€ 65.0	€ 65.7
Related-party debt (g)	319.3	871.9
Total	€ 384.3	€ 937.6

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

(b) Represents (i) principal (€737.5 million at December 31, 2015) and accrued interest associated with our loan receivable from UPC Germany (the **2012 UPC Germany Loan Receivable**) and (ii) accrued interest associated with the UMI Loan Receivable (as defined and described below) at December 31, 2014. Pursuant to the 2012 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 2012 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 2.88% as of December 31, 2015.

- The decrease during 2015 is due to (i) a net decrease in the 2012 UPC Germany Loan Receivable, due to (a) cash loaned of €4,220.1 million, (b) cash received of €3,417.2 million, (c) a €720.3 million non-cash decrease related to the settlement of amounts due under the 2012 Shareholder Loan (of which €674.5 million related to principal and €45.8 million related to accrued interest), (d) the transfer of €230.0 million to the 2015 UPC Germany Loan Receivable (as defined and described below), (e) the transfer of €42.9 million in non-cash accrued interest to the receivable balance and (f) individually insignificant net non-cash decreases of €0.9 million, and (ii) a net decrease in accrued interest, due to (1) the transfer of €42.9 million in non-cash accrued interest to the 2012 UPC Germany Loan Receivable balance, (2) accrued interest of €28.3 million related to the 2012 UPC Germany Loan Receivable, (3) the transfer of €0.9 million in non-cash accrued interest to the UMI Loan Receivable balance and (4) accrued interest of €0.2 million related to the UMI Loan Receivable prior to repayment in the first quarter of 2015.

- The increase during 2014 is due to (i) a net increase in the 2012 UPC Germany Loan Receivable, due to (a) cash loaned of €4,165.9 million, (b) cash received of €3,236.9 million, (c) a €500.0 million non-cash decrease related to the settlement of amounts due under the 2012 Shareholder Loan, (d) the transfer of €7.8 million in non-cash accrued interest to the receivable balance and (e) individually insignificant net non-cash increases of €0.7 million, and (ii) a net increase in accrued interest, due to (1) accrued interest of €16.1 million related to the 2012 UPC Germany Loan Receivable, (2) the transfer of €7.8 million in non-cash accrued interest to the 2012 UPC Germany Loan Receivable balance, (3) accrued interest of €0.9 million related to the UMI Loan Receivable and (4) the transfer of €0.2 million in non-cash accrued interest to the UMI Loan Receivable balance.

- The increase during 2013 is due to (i) a net increase in the 2012 UPC Germany Loan Receivable, due to (a) cash loaned of €1,463.5 million, (b) cash received of €1,226.8 million and (c) the transfer of €1.3 million in non-cash accrued interest to the receivable balance, and (ii) a net increase in accrued interest, due to (1) accrued interest of €7.8 million related to the 2012 UPC Germany Loan Receivable and (2) the transfer of €1.3 million in non-cash accrued interest to the 2012 UPC Germany Loan Receivable balance.

(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) The December 31, 2015 amount represents our loan receivable from UPC Germany that was issued in December 2015 and matures on February 15, 2026 (the **2015 UPC Germany Loan Receivable**). Amounts loaned to UPC Germany pursuant to the 2015 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 5.25% as of December 31, 2015. The increase during 2015 is due to the transfer of €230.0 million from the 2012 UPC Germany Loan Receivable.

(e) The December 31, 2014 amount represents our loan receivable from UMI (the **UMI Loan Receivable**). The UMI Loan Receivable, which was fully repaid in the first quarter of 2015, bore interest at an agreed upon rate of 2.61% as of December 31, 2014. The net decrease in the UMI Loan Receivable during 2015 includes (i) cash received of €31.4 million, (ii) cash loaned of €3.0 million and (iii) the transfer of €0.9 million in non-cash accrued interest to the receivable balance. The net decrease in the UMI Loan Receivable during 2014 includes (a) cash received of €38.7 million, (b) cash loaned of €33.0 million and (c) the transfer of €0.2 million in non-cash accrued interest to the receivable balance. The net increase during 2013 includes (1) cash loaned of €43.3 million and (2) cash received of €10.3 million.

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

(g) For information regarding our related-party debt, see note 12.

Equity transactions. For information regarding an additional transaction with our parent that impacted our equity, see note 14.

We recorded aggregate capital charges of €3.8 million, €2.8 million and €2.6 million during 2015, 2014 and 2013, respectively, in our consolidated statements of changes in owners' 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. We and Liberty Global have agreed that these capital charges will be based on the fair value of the underlying Liberty Global shares associated with share-based incentive awards that vest or are exercised during the period, subject to any reduction that is necessary to ensure that the capital charge does not exceed the amount of share-based compensation expense recorded by our company with respect to Liberty Global share-based incentive awards.

(16) 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 and other equipment, programming contracts, non-cancellable 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 for 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 - 10 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 - 14 years	1 month - 1 year	No	No
Cable ducts	1 - 30 years	1 - 19 years	1 - 5 years	No	No

As of December 31, 2015, the network and connectivity commitments, purchase commitments, operating leases, programming obligations and other commitments are as follows:

	Payments due during:						
	2016	2017	2018	2019	2020	Thereafter	Total
				in millions			
Network and connectivity commitments	€ 123.5	€ 98.4	€ 89.3	€ 86.7	€ 84.1	€ 780.2	€ 1,262.2
Purchase commitments (a)	125.6	26.8	18.0	17.9	13.0	—	201.3
Operating leases	14.8	11.4	8.6	5.8	5.3	31.9	77.8
Programming commitments	33.8	30.5	—	—	—	—	64.3
Other commitments	0.6	0.1	0.1	0.1	0.1	0.2	1.2
Total (b)	€ 298.3	€ 167.2	€ 116.0	€ 110.5	€ 102.5	€ 812.3	€ 1,606.8

(a) Includes €64.4 million of related-party purchase obligations due during 2016.

(b) The commitments included in this table do not reflect any liabilities that are included in our December 31, 2015 consolidated balance sheet.

Network and connectivity commitments include indefinite-lived lease agreements with Deutsche Telekom for cable ducts and, to a lesser extent, certain repair and maintenance, fiber capacity and energy commitments. During 2015, the aggregate fees related to the indefinite-lived lease agreements were €75.5 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 and legally binding obligations related to (i) the purchase of customer premises and other equipment and (ii) certain service-related commitments, including call center, information technology and maintenance services.

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 €116.1 million, €118.0 million and €118.6 million during 2015, 2014 and 2013, respectively.

Programming commitments consist of obligations associated with certain of our programming and copyright contracts that are enforceable and legally binding on us as 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. Historically, payments to programming vendors have represented a significant portion of our operating costs, and we expect that this will continue to be the case in future periods. In this regard, during 2015, 2014 and 2013, our third-party programming and copyright costs incurred aggregated €124.4 million, €113.7 million and €114.6 million, 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 2015, 2014 and 2013, see note 5.

Guarantees and Other Credit Enhancements

In the ordinary course of business, we may provide (i) indemnifications to our lenders, our vendors and certain other parties and (ii) 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 and Regulatory Proceedings and Other Contingencies

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 2016, 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.

Financial Transactions Tax. Eleven countries in the EU, including Germany, are participating in an enhanced cooperation procedure to introduce a financial transactions tax (the **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 January 2017. 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 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, equipment and intangible asset 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.

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 channel 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.

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

The average aggregate number of full-time and part-time employees during 2015 was 2,654 and the average number of full-time equivalent (**FTE**) employees was 2,586. During 2015, our operating departments, which include network and customer operations and customer services, employed an average of 1,714 FTE employees and our administration departments, consisting of sales and marketing, finance, information technology and other general services, employed an average of 872 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,		
	2015	2014	2013
		in millions	
Audit of financial statements	€ 0.8	€ 0.8	€ 0.9
Assurance services (a)	0.4	0.5	0.5
Total	€ 1.2	€ 1.3	€ 1.4

(a) Amounts for 2015, 2014 and 2013 do not include approximately €0.6 million, €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.

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

The following discussion and analysis, which should be read in conjunction with our consolidated financial statements, is intended to assist in providing an understanding of our results of operations and financial condition and 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 results of operations for the years ended December 31, 2015, 2014 and 2013.
- *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 or collectively to Unitymedia and its subsidiaries.

Overview

We are a subsidiary of Liberty Global that provides video, broadband internet and fixed-line telephony services over our broadband communications network and mobile services as a mobile virtual network operator (**MVNO**). We also provide B2B services, including broadband internet, video, voice, mobile and data services. We are the second largest cable operator in Germany and largest cable operator in the German federal states of North Rhine-Westphalia, Hesse and Baden-Württemberg in terms of the number of customers.

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, composed of enhanced video, broadband internet, fixed-line telephony and mobile services, with existing customers through product bundling and upselling, or by migrating basic video customers to enhanced video services that include various incremental service offerings, such as premium subscription channels, high definition programming and subscription video-on-demand (**SVoD**) 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 enhanced video, broadband internet, fixed-line telephony and mobile services in addition to our basic video services as follows:

- <u>*Video Services.*</u> As of December 31, 2015, we provided our basic and enhanced video services to 50.9% of the homes passed by our network. Our basic video channels are unencrypted and, as a result, subscribers who have the necessary equipment and who pay the monthly subscription fee for our basic package are able to watch our basic video channels in either analog or digital format. Our digital video service offerings include premium subscription channels and other encrypted content, such as SVoD services. As of December 31, 2015, 23.0% of our video base subscribed to enhanced video services. We provide basic 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**).
- <u>*Broadband Internet Services.*</u> Our current service portfolio consists of services with download speeds ranging from 10 Mbps to 400 Mbps with no time or data volume restrictions. Our customers can choose between various packages and bundles. As of December 31, 2015, our ultra high-speed broadband internet services were available to 98% of our homes passed.
- <u>*Fixed-Line Telephony Services.*</u> 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.

As of December 31, 2015, we served 6,500,900 video revenue generating units (**RGUs**) (including 1,497,100 enhanced video RGUs), 3,106,200 broadband internet RGUs and 2,911,600 fixed-line telephony RGUs over a broadband communications network that passed 12,763,800 homes. In addition, at December 31, 2015, we served 355,500 mobile subscribers.

During the first quarter of 2015, we modified our video subscriber definitions to better align these definitions with the underlying services received by our subscribers and have replaced our "analog cable" and "digital cable" subscriber definitions with "basic video" and "enhanced video," respectively. A basic video subscriber receives our video service via an analog video signal or a digital video signal without subscribing to any recurring monthly service that requires the use of encryption-enabling technology. An enhanced video subscriber receives our video service via a digital video signal while subscribing to any recurring monthly service that requires the use of encryption-enabling technology. In connection with the implementation of the new definitions, we reclassified 916,900 enhanced video subscribers to basic video subscribers, representing video subscribers who either pay a recurring rental fee for a leased set-top box or pay a recurring access fee, but do not subscribe to any recurring encrypted video content.

We added 316,400 RGUs on an organic basis during 2015, as compared to 510,500 RGUs that we added on an organic basis during 2014. The organic RGU growth during 2015 is attributable to the growth of our (i) broadband internet services, which added 209,800 RGUs, (ii) fixed-line telephony services, which added 163,600 RGUs, and (iii) enhanced video services, which added 129,200 RGUs. The growth of our broadband internet, fixed-line telephony and enhanced video RGUs was partially offset by a decline in our basic video RGUs of 186,200.

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 digital video 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 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 potentially lead to fiscal reforms (including austerity measures), tax increases, sovereign debt restructurings, currency instability, increased counterparty credit risk, high levels of volatility and 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. In addition, the United Kingdom government has announced its intention to hold a referendum in relation to its membership in the EU. We are currently unable to predict the potential impact, if any, the outcome of this referendum may have on customer behavior, economic conditions, interest rates, currency exchange rates or other matters.

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 Segment EBITDA or liquidity. We currently are unable to predict the extent of any of these potential adverse effects. As we use the term, "**Adjusted Segment EBITDA**" is defined as EBITDA before share-based compensation, impairment, restructuring and other operating items, net and related-party fees and allocations.

The video, broadband internet and fixed-line telephony businesses in which we operate are capital intensive. In order to add customers to our broadband networks and enhance our service offerings, we make significant investments in property, equipment and intangible assets to upgrade and extend our broadband communications networks and improve our customer premises equipment. Significant competition, the introduction of new technologies, the expansion of existing technologies such as fiber-to-the-home/-cabinet/-building/-node or adverse regulatory developments could cause us to decide to undertake previously unplanned upgrades of our network 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 network, 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.

We rely on third-party vendors for the equipment, software and services that we require in order to provide services to our customers. Our suppliers often conduct business worldwide and their ability to meet our needs is subject to various risks, including political and economic instability, natural calamities, interruptions in transportation systems, terrorism and labor issues. As a result, we may not be able to obtain the equipment, software and services required for our businesses on a timely basis or on satisfactory terms. Any shortfall in customer premises equipment could lead to delays in connecting customers to our services and, accordingly, could adversely impact our ability to maintain or increase our RGUs, revenue and cash flows.

For information regarding our property, equipment and intangible asset additions, see *Liquidity and Capital Resources – Consolidated Statements of Cash Flows* below.

Results of Operations

General

Most of our revenue is subject to VAT or similar revenue-based taxes. Any increases in these taxes could have an adverse impact on our ability to maintain or increase our revenue to the extent that we are unable to pass such tax increases on to our customers. In the case of revenue-based taxes for which we are the ultimate taxpayer, we will also experience increases in our operating expenses and corresponding declines in our Adjusted Segment EBITDA and Adjusted Segment EBITDA margin to the extent of any such tax increases.

We pay interconnection fees to other telephony providers when calls or text messages from our subscribers terminate on another network, and we receive similar fees from such providers when calls or text messages from their customers terminate on our networks or networks that we access through MVNO or other arrangements. The amounts we charge and incur with respect to fixed-line telephony and mobile interconnection fees are subject to regulatory oversight. To the extent that regulatory authorities introduce fixed-line or mobile termination rate changes, we would experience prospective changes in our interconnect revenue and costs. The ultimate impact of any such changes in termination rates on our Adjusted Segment EBITDA would be dependent on the call or text messaging patterns that are subject to the changed termination rates.

2015 compared to 2014

Revenue

Revenue includes amounts earned from (i) subscribers to our broadband communications and mobile services and (ii) B2B services, interconnect fees, channel carriage fees, installation fees and late fees. Consistent with the presentation of our revenue categories in note 3 to our consolidated financial statements, we use the term "subscription revenue" in the following discussion to refer to amounts received from subscribers for ongoing services, excluding installation fees and late fees. In the below tables, mobile subscription revenue excludes the related interconnect revenue.

Variances in the subscription revenue that we receive from our customers are a function of (i) changes in the number of RGUs or mobile subscribers outstanding during the period and (ii) changes in average monthly subscription revenue per average RGU (**ARPU**). Changes in ARPU can be attributable to (a) price increases, (b) changes in bundling or promotional discounts, (c) changes in the tier of services selected, (d) variances in subscriber usage patterns and (e) the overall mix of cable and mobile products within a segment during the period. In the following discussion, we provide the net impact of the above factors on the ARPU that is derived from our video, broadband internet, fixed-line telephony and mobile products.

The details of our revenue are as follows:

	Year ended December 31,		Increase (decrease)	
	2015	2014	€	%
	in millions			
Subscription revenue (a):				
Video	€ 993.8	€ 972.4	€ 21.4	2.2
Broadband internet	530.0	447.4	82.6	18.5
Fixed-line telephony	450.7	420.7	30.0	7.1
Cable subscription revenue	1,974.5	1,840.5	134.0	7.3
Mobile (b)	18.2	18.7	(0.5)	(2.7)
Total subscription revenue	1,992.7	1,859.2	133.5	7.2
B2B (c)	7.6	2.6	5.0	192.3
Other revenue (b) (d)	172.0	190.5	(18.5)	(9.7)
Total	€ 2,172.3	€ 2,052.3	€ 120.0	5.8

(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 €1.2 million and €1.3 million during 2015 and 2014, respectively. Mobile interconnect revenue is included in other revenue.

(c) B2B revenue includes revenue from business broadband internet, video, voice, mobile 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 expanded service levels along with video, broadband internet, fixed-line telephony or mobile services that are the same or similar to the mass marketed products offered to our residential subscribers. Revenue from SOHO subscribers, which is included in cable subscription revenue, aggregated €30.8 million and €19.9 million during 2015 and 2014, respectively.

(d) Other revenue includes, among other items, channel carriage fee, installation and interconnect revenue.

The details of our revenue increase during 2015, as compared to 2014, are set forth below (in millions):

Increase in cable subscription revenue due to change in (a):		
Average number of RGUs (b)	€	62.3
ARPU (c)		71.7
Total increase in cable subscription revenue		134.0
Decrease in mobile subscription revenue		(0.5)
Total increase in subscription revenue		133.5
Increase in B2B revenue (d)		5.0
Decrease in other revenue (e)		(18.5)
Total	€	120.0

(a) Subscription revenue includes revenue from multi-year bulk agreements with landlords or Professional Operators. These bulk agreements, which generally allow for the procurement of the basic video signals at volume-based discounts, provide access to approximately two-thirds of our video subscribers. Our bulk agreements are, to a significant extent, medium- and long-term contracts. As of December 31, 2015, bulk agreements covering approximately 33% of the video subscribers that we serve expire by the end of 2016 or are terminable on 30-days notice. During the three months ended December 31, 2015, our 20 largest bulk agreement accounts generated approximately 7% of our total revenue (including estimated amounts billed directly to the building occupants for digital video, 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 cable subscription revenue related to a change in the average number of RGUs is attributable to an increase in the average numbers of broadband internet, fixed-line telephony and enhanced video RGUs that was only partially offset by a decline in the average number of basic video RGUs.

(c) The increase in cable subscription revenue related to a change in ARPU is attributable to (i) a net increase due to (a) higher ARPU from broadband internet and video services and (b) lower ARPU from fixed-line telephony services and (ii) an improvement in RGU mix.

(d) The increase in B2B revenue is due to higher revenue from data and voice services.

(e) The decrease in other revenue is primarily due to (i) a decrease from the unfavorable impact of €8.7 million of nonrecurring network usage revenue that we recorded during the first quarter of 2014 following the settlement of prior period amounts, (ii) a decrease in channel carriage fee revenue of €3.7 million and (iii) a decrease in interconnect revenue of €3.6 million. Other revenue includes fees received for the carriage of certain channels included in our basic and enhanced video offerings. This channel carriage fee revenue is subject to contracts that expire or are otherwise terminable by either party on various dates ranging from 2016 through 2018. The aggregate amount of revenue related to these channel carriage contracts represented approximately 4% of our total revenue during the three months ended December 31, 2015. No assurance can be given that these contracts will be renewed or extended on financially equivalent terms, or at all. Also, our ability to increase the aggregate channel carriage fees that we receive for each channel is limited through 2016 by certain commitments we made to regulators in connection with the acquisition of KBW.

OpEx

General. OpEx includes programming and copyright, network operations, mobile access and 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. Programming and copyright costs, which represent the majority of our direct costs, are expected to rise in future periods as a result of (i) 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, (ii) rate increases and (iii) growth in the number of our enhanced video subscribers. 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 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	
	2015	2014	€	%
	in millions			
Network operating costs	€ 186.0	€ 180.0	€ 6.0	3.3
Direct costs (programming and copyright, interconnect and other)	183.4	178.8	4.6	2.6
Staff-related costs (excluding restructuring charges)	90.6	81.9	8.7	10.6
Outsourced labor and professional services	58.9	54.5	4.4	8.1
Other indirect costs	49.8	46.7	3.1	6.6
Total	€ 568.7	€ 541.9	€ 26.8	4.9

Our total OpEx increased €26.8 million or 4.9% during 2015, as compared to 2014. This increase includes the following factors:

- An increase in staff-related costs of €8.7 million or 10.6%, primarily due to the net effect of (i) increased staffing levels, (ii) lower incentive compensation costs and (iii) annual wage increases;

- An increase in network operating costs of €6.0 million or 3.3%, largely due to (i) an increase in network maintenance costs, (ii) an increase from higher energy costs and (iii) an increase in certain related-party backbone costs;

- An increase in direct costs of €4.6 million or 2.6%, largely due to the net effect of (i) an increase in programming and copyright costs, primarily due to higher costs for certain premium content and growth in the number of enhanced video subscribers, (ii) a €3.1 million benefit related to the reassessment of an operational contingency during the fourth quarter of 2015 and (iii) a decrease in mobile access and interconnect costs, primarily attributable to the net effect of (a) lower rates and (b) higher call volumes;

- An increase in outsourced labor and professional services of €4.4 million or 8.1%, primarily due to higher consulting costs related to customer retention projects; and

- An increase in other indirect costs of €3.1 million or 6.6%, largely due to an increase in bad debt expense.

SG&A

General. SG&A expenses include 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)	
	2015	2014	€	%
	in millions			
Staff-related costs (excluding restructuring charges)	€ 79.4	€ 71.8	€ 7.6	10.6
Sales and marketing costs	98.8	105.0	(6.2)	(5.9)
Outsourced labor and professional services	9.8	16.1	(6.3)	(39.1)
Other indirect costs	49.4	48.5	0.9	1.9
Total	€ 237.4	€ 241.4	€ (4.0)	(1.7)

Our total SG&A expenses decreased €4.0 million or 1.7% during 2015, as compared to 2014. This decrease includes the following factors:

- An increase in staff-related costs of €7.6 million or 10.6%, primarily due to (i) increased staffing levels, (ii) higher share-based compensation expense and (iii) annual wage increases;
- A decrease in outsourced labor and professional services of €6.3 million or 39.1%, primarily due to decreased consulting costs related to strategic initiatives;
- A decrease in sales and marketing costs of €6.2 million or 5.9%, largely due to the net effect of (i) lower costs associated with advertising campaigns, (ii) a decrease of €3.6 million due to the impact of accrual releases during the third and fourth quarters of 2015 associated with the reassessment of an operational contingency and (iii) a net increase in third-party sales commissions; and
- An increase in other indirect costs of €0.9 million or 1.9%, due to the net effect of (i) lower software and other information technology maintenance costs and (ii) a net increase resulting from individually insignificant changes in other indirect cost categories.

Related-party fees and allocations

We recorded related-party fees and allocations of €142.5 million during 2015, compared to €105.6 million during 2014. These amounts represent fees charged to our company that originate with Liberty Global and certain other Liberty Global subsidiaries, and include charges for management, finance, legal, technology, marketing and other services that support our company's operations, including the use of the UPC trademark. For additional information, see note 15 to our consolidated financial statements.

Impairment, restructuring and other operating items, net

We recognized impairment, restructuring and other operating items, net, of €6.6 million during 2015, compared to (€2.8 million) during 2014. The 2015 amount includes (i) restructuring charges of €8.8 million associated with employee severance and termination costs related to reorganization activities and (ii) a €4.5 million gain on disposal of assets. The 2014 amount includes (a) restructuring charges of €8.0 million associated with employee severance and termination costs related to reorganization activities, (b) 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 and (c) a €6.2 million gain on disposal of assets.

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.

Depreciation and amortization expense

Depreciation and amortization expense increased €64.1 million or 8.9% during 2015, as compared to 2014. 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) an increase in the amortization of subscriber acquisition costs and (iii) a decrease associated with certain assets becoming fully depreciated.

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 of €411.1 million during 2015, as compared to €635.7 million during 2014.

Interest expense – third-party

Interest expense – third-party decreased €41.5 million or 10.3% during 2015, as compared to 2014, primarily due to the net effect of (i) lower weighted average interest rates and (ii) higher average outstanding third-party debt balances. During 2015 and 2014, we completed various refinancing transactions that lowered average interest rates and extended debt maturities. For additional information regarding our outstanding indebtedness, see note 12 to our consolidated financial statements.

It is possible that the interest rates on (i) any new borrowings could be higher than the current interest rates on our existing indebtedness and (ii) our variable-rate indebtedness could increase in future periods. As further discussed in note 5 to our consolidated financial statements, we use derivative instruments to manage our interest rate risks.

Interest expense – related-party

Interest expense – related-party decreased €51.6 million or 44.2% during 2015, as compared to 2014, primarily due to lower average outstanding related-party debt balances and, to a lesser extent, lower 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, which was fully repaid during the fourth quarter of 2015, and (c) the 2013 Shareholder Capex Loan, which was fully repaid during the third quarter of 2014, and (ii) the 2015 UMI Loan, which originated during the first quarter of 2015. For additional information, see note 12 to our consolidated financial statements.

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 derivative contracts are fully or partially settled and (ii) realized gains or losses upon the full or partial settlement of the derivative contracts.

Our realized and unrealized gains on derivative instruments, net, were €314.6 million during 2015, as compared to €156.9 million during 2014. The gain during 2015 is attributable to the net effect of (i) gains associated with an increase in the value of the U.S. dollar relative to the euro, (ii) gains associated with decreases in the market interest rates in the U.S. dollar market and (iii) losses associated with decreases in market interest rates in the euro market. In addition, the gain during 2015 includes a net loss of €17.9 million resulting from changes in our credit risk valuation adjustments. The gain during 2014 is primarily attributable to the net effect of (a) gains associated with an increase in the value of the U.S. dollar relative to the euro and (b) losses associated with decreases in market interest rates in the euro market. In addition, the gain during 2014 includes a net loss of €4.4 million resulting from changes in our credit risk valuation adjustments.

For additional information regarding our derivative instruments, see notes 5 and 6 to our consolidated financial statements.

Foreign currency transaction gains (losses), net

We recognized foreign currency transaction losses, net, of €232.7 million during 2015, as compared to €184.1 million during 2014. These amounts primarily relate to the remeasurement of our U.S. dollar denominated indebtedness.

Losses on debt modification and extinguishment, net

We recognized a loss on debt modification and extinguishment, net, of €96.4 million during 2015, attributable to (i) the payment of €92.0 million of redemption premiums, (ii) the write-off of €3.1 million of deferred financing costs and (iii) the write-off of €1.3 million of unamortized discounts.

We recognized a loss on debt modification and extinguishment, net, of €107.0 million during 2014, attributable to (i) the payment of €93.0 million of redemption premiums, (ii) the write-off of €12.8 million of deferred financing costs, (iii) the write-off of €9.8 million of unamortized discounts and (iv) the write-off of €8.6 million of unamortized premiums.

For additional information, see note 12 to our consolidated financial statements.

Income tax expense

We recognized income tax expense of €48.9 million and €1.1 million during 2015 and 2014, respectively.

The income tax expense during 2015 differs from the expected income tax expense of €7.4 million (based on the German group income tax rate of 32.78%), primarily due to the negative impact of certain permanent differences between the financial and tax accounting treatment of interest and other items.

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 impact 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 impact of these items was partially offset by the positive impact of the recognition of previously unrecognized tax benefits.

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

Net loss

We reported net losses of €26.4 million and €190.0 million during 2015 and 2014, respectively.

Gains or losses associated with (i) changes in the fair values of derivative instruments and (ii) movements in foreign currency exchange rates 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 earnings is largely dependent on our ability to increase our aggregate Adjusted Segment EBITDA to a level that more than offsets the aggregate amount of our (a) share-based compensation expense, (b) related-party fees and allocations, (c) impairment, restructuring and other operating items, (d) depreciation and amortization, (e) net financial and other expenses and (f) income tax expenses.

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

2014 compared to 2013

Revenue

The details of our revenue are as follows:

	Year ended December 31,		Increase	
	2014	2013	€	%
	in millions			
Subscription revenue (a):				
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 (b)	18.7	14.8	3.9	26.4
Total subscription revenue	1,859.2	1,739.0	120.2	6.9
B2B (c)	2.6	2.2	0.4	18.2
Other revenue (b) (d)	190.5	186.2	4.3	2.3
Total	€ 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 during 2014 and 2013, respectively. Mobile interconnect revenue is included in other revenue.

(c) B2B revenue includes revenue from business broadband internet, video, voice, mobile 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 expanded service levels along with video, broadband internet, fixed-line telephony or mobile services that are the same or similar to the mass marketed products offered to our residential subscribers. Revenue from SOHO subscribers, which is included in cable subscription revenue, aggregated €19.9 million and €11.5 million during 2014 and 2013, respectively.

(d) Other revenue includes, among other items, channel carriage fee, installation and interconnect revenue.

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

Increase in cable subscription revenue due to change in:		
Average number of RGUs (a)	€	80.1
ARPU (b)		36.2
Total increase in cable subscription revenue		116.3
Increase in mobile subscription revenue (c)		3.9
Total increase in subscription revenue		120.2
Increase in B2B revenue		0.4
Increase in other revenue (d)		4.3
Total	€	124.9

(a) The increase in cable subscription revenue related to a change in the average number of RGUs is attributable to an increase in the average numbers of broadband internet, fixed-line telephony and enhanced video RGUs that was only partially offset by a decline in the average number of basic video RGUs.

(b) The increase in cable subscription revenue related to a change in ARPU is attributable to (i) a net increase due to (a) higher ARPU from broadband internet services, (b) lower ARPU from fixed-line telephony services and (c) higher ARPU from video services and (ii) an improvement in RGU mix.

(c) The increase in mobile subscription revenue is due to the net effect of (i) an increase in the average number of mobile subscribers and (ii) lower ARPU.

(d) The increase in other 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 channel 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.

OpEx

The details of our OpEx are set forth below:

	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

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

	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 expenses 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) lower 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.

Related-party fees and allocations

We recorded related-party fees and allocations of €105.6 million during 2014, compared to €76.4 million during 2013.

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) restructuring charges of €8.0 million 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 and (iii) a €6.2 million gain on disposal of assets. The 2013 amount includes (a) restructuring charges of €10.6 million associated with employee severance and termination costs related to reorganization activities and (b) €5.3 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 acquisition of KBW.

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

As further described below, we recorded net financial and other expense of €635.7 million during 2014, 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. For additional information, see note 12 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) the 2012 UMI Loan, which was fully repaid during the second quarter of 2013. For additional information, see note 12 to our consolidated financial statements.

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

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 gain during 2014 includes a net loss of €4.4 million resulting from changes in our credit risk valuation adjustments. The loss during 2013 is 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 5 and 6 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.

Losses on debt modification and extinguishment, net

We recognized a loss on debt modification and extinguishment, net, of €107.0 million during 2014, attributable to (i) the payment of €93.0 million of redemption premiums, (ii) the write-off of €12.8 million of deferred financing costs, (iii) the write-off of €9.8 million of unamortized discounts and (iv) the write-off of €8.6 million of unamortized premiums.

We recognized a loss on debt modification and extinguishment, net, of €83.4 million during 2013, attributable to (i) the payment of €55.6 million of redemption premiums, (ii) the write-off of €15.5 million of deferred financing costs and (iii) the write-off of €12.3 million of unamortized discounts.

For additional information, see note 12 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 impact 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 impact of these items was 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 impact 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 13 to our consolidated financial statements.

Net loss

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

Liquidity and Capital Resources

Sources and Uses of Cash

Cash and cash equivalents

Although our consolidated operating subsidiaries generate cash from operating activities, the terms of our subsidiaries' debt instruments restrict our ability to access the liquidity of these subsidiaries. At December 31, 2015, 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

Our sources of liquidity at the parent level include (i) our cash and cash equivalents, (ii) amounts due under the 2012 UPC Germany Loan Receivable and the 2015 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.

Our corporate liquidity requirements include (i) corporate general and administrative expenses and (ii) interest payments on outstanding debt. From time to time, Unitymedia may also require cash in connection with (a) the repayment of our 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 Revolving Credit Facilities. At December 31, 2015, we had aggregate borrowing capacity of €500.0 million under the Unitymedia Revolving Credit Facilities. For information regarding limitations on the borrowing availability of the Unitymedia Revolving Credit Facilities, see note 12 to our consolidated financial statements.

The liquidity of Unitymedia Hessen, Unitymedia NRW, KBW and our other operating subsidiaries is generally 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 (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, 2015, our outstanding consolidated third-party debt and finance lease obligations aggregated €7,311.3 million, substantially all of which is not due until 2021 or thereafter.

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 our Covenant EBITDA and to achieve adequate returns on our property, equipment and intangible asset additions 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 Covenant EBITDA were to decline, we could be required to repay or limit our borrowings under the Unitymedia 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 2012 UPC Germany Loan Receivable, the 2015 UPC Germany Loan Receivable, the cash provided from the operations of our subsidiaries and any available borrowings under the Unitymedia 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 maturing debt grows 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 these refinancing transactions or otherwise extend our debt maturities. In this regard, it is not possible to predict how political and economic conditions, sovereign debt concerns 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 – 2015 compared to 2014

Summary. The 2015 and 2014 consolidated statements of cash flows are summarized as follows:

	Year ended December 31, 2015	Year ended December 31, 2014	Change
		in millions	
Net cash provided by operating activities	€ 1,058.6	€ 840.6	€ 218.0
Net cash used by investing activities	(1,212.1)	(1,332.7)	120.6
Net cash provided by financing activities	141.1	492.9	(351.8)
Net increase (decrease) in cash and cash equivalents	€ (12.4)	€ 0.8	€ (13.2)

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, (ii) an increase in the cash provided by our Adjusted Segment EBITDA and related working capital items and (iii) an increase in cash provided due to higher cash receipts related to derivative instruments.

Investing Activities. The decrease in net cash used by our investing activities is primarily attributable to the net effect of (i) a decrease in cash used of €126.1 million to fund advances to UPC Germany and (ii) an increase in cash used of €28.8 million due to higher capital expenditures.

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 this 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. For further details regarding our property, equipment and intangible asset additions and our debt, see notes 7 and 12, respectively, to our consolidated financial statements.

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

	Year ended December 31,	
	2015	2014
	in millions	
Property, equipment and intangible asset additions	€ 565.9	€ 509.8
Assets acquired under capital-related vendor financing arrangements	(140.8)	(95.2)
Changes in liabilities related to capital expenditures (including related-party amounts)	14.6	(3.7)
Capital expenditures	€ 439.7	€ 410.9

The increase in our property, equipment and intangible asset additions is primarily due to an increase in expenditures for new build and upgrade projects to expand services. In terms of the composition of our property, equipment and intangible asset additions during 2015, (i) 52% relates to the rebuild and upgrade of our distribution network, (ii) 19% relates to the purchase and installation of customer premises equipment, (iii) 15% relates to capitalized third-party commissions and (iv) the remainder relates to expenditures for general support purposes and systems. During 2015 and 2014, our property, equipment and intangible asset additions represented 26.1% and 24.8% of our revenue, respectively.

We expect the percentage of revenue represented by our aggregate 2016 consolidated property, equipment and intangible additions to range from 26% to 28%. The increase in this percentage, as compared to the corresponding 2015 percentage, is primarily attributable to anticipated increases in expenditures associated with new build and upgrade activities. The actual amount of our 2016 consolidated property, equipment and intangible asset 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 asset additions will not vary materially from our expectations.

Financing Activities. The decrease in net cash provided by our financing activities is primarily attributable to the net effect of (i) a decrease in cash provided of €298.7 million due to lower net borrowings of third-party debt, (ii) a decrease in cash provided of €108.2 million due to change in cash collateral and (iii) an increase in cash provided of €74.5 million due to higher net borrowings of related-party debt.

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	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 Segment 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.

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	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.

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 premiums.

Projected Cash Flows Associated with Derivative Instruments

The following table provides information regarding the projected cash flows associated with our derivative instruments at December 31, 2015. The euro equivalents presented below are based on interest rates and exchange rates that were in effect as of December 31, 2015. These amounts are presented for illustrative purposes only and will likely differ from the actual cash paid or received in future periods. For additional information regarding our derivative instruments and our counterparty credit risk, see notes 4 and 5 to our consolidated financial statements.

	Receipts due during:						
	2016	2017	2018	2019	2020	Thereafter	Total
				in millions			
Projected derivative cash receipts, net:							
Interest-related (a)	€ 41.1	€ 41.1	€ 41.1	€ 41.1	€ 41.1	€ 102.7	€ 308.2
Principal-related (b)	—	—	—	—	—	455.7	455.7
Total	€ 41.1	€ 41.1	€ 41.1	€ 41.1	€ 41.1	€ 558.4	€ 763.9

(a) Includes the interest-related cash flows of our cross-currency swap contracts.

(b) Includes the principal-related cash flows of our cross-currency swap contracts.

Debt Maturities and Contractual Commitments

For information concerning the maturities of our debt and other financial obligations as of December 31, 2015, see note 4 to our consolidated financial statements. For information concerning our contractual commitments as of December 31, 2015, see note 16 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.