



LONDON – 7 AM, MAY 9, 2018

**Unitymedia GmbH (“Unitymedia”), Unitymedia Hessen GmbH & Co. KG (“Unitymedia Hessen”) and Unitymedia NRW GmbH (“Unitymedia NRW”) announce agreement to sell the Unitymedia Group (as defined below) to Vodafone Group plc (“Vodafone”).**

Unitymedia (together with its subsidiaries, the **“Unitymedia Group”**), today announces that its parent company, Liberty Global plc (**“Liberty Global”**), and Vodafone have entered into a definitive agreement (the **“Acquisition Agreement”**) for the acquisition by Vodafone of the entire issued and to be issued ordinary share capital of Unitymedia, together with certain other businesses owned by Liberty Global (the **“Proposed Acquisition”**).

Unitymedia has outstanding the following debt securities listed on the Luxembourg Stock Exchange:

- \$900,000,000 original aggregate principal amount of 6.125% Senior Notes due 2025 (Rule 144A CUSIP: 91337DAB0; ISIN: US91337DAB01; Regulation S CUSIP: D85456AB3; ISIN: USD85456AB30) (the **“2025 Senior Notes”**); and
- €700,000,000 original aggregate principal amount of 3.75% Senior Notes due 2027 (Rule 144A common code: 119943914; ISIN: XS1199439149; Regulation S common code: 119943817; ISIN: XS1199438174) (the **“2027 Senior Notes”**, together with the 2025 Senior Notes, the **“Senior Notes”**).

Unitymedia Hessen and Unitymedia NRW have outstanding the following debt securities listed on the Luxembourg Stock Exchange:

- €350,000,000 original aggregate principal amount of 5.625% Senior Secured Notes due 2023 (Rule 144A common code: 091873940; ISIN: XS0918739409; Regulation S common code: 091873931; ISIN: XS0918739318) (the **“2023 Senior Secured Notes”**);
- €1,000,000,000 original aggregate principal amount of 4.000% Senior Secured Notes due 2025 (Rule 144A common code: 115043765; ISIN: XS1150437652; Regulation S common code: 115043757; ISIN: XS1150437579) (the **“2025 Euro Senior Secured Notes”**);
- \$550,000,000 original aggregate principal amount of 5.000% Senior Secured Notes due 2025 (Rule 144A CUSIP: 913364AD7; ISIN: US913364AD74; Regulation S CUSIP: D85455AD1; ISIN: USD85455AD13) (the **“2025 Dollar Senior Secured Notes”**, together with the 2025 Euro Senior Secured Notes, the **“2025 Senior Secured Notes”**);
- €420,000,000 original aggregate principal amount of 4.625% Senior Secured Notes due 2026 (Rule 144A common code: 133424857; ISIN: XS1334248579; Regulation S common code: 133424822; ISIN: XS1334248223) (the **“2026 Senior Secured Notes”**);
- €500,000,000 original aggregate principal amount of 3.500% Senior Secured Notes due 2027 (Rule 144A common code: 119720605; ISIN: XS1197206052; Regulation S common code: 119720559; ISIN: XS1197205591) (the **“2027 Senior Secured Notes”**); and
- €475,000,000 original aggregate principal amount of 6.250% Senior Secured Notes due 2029 (Rule 144A common code: 098271309; ISIN: XS0982713090; Regulation S common code: 098271333; ISIN: XS098271330) (the **“2029 Senior Secured Notes”**, together with the 2023 Senior Secured Notes, the 2025 Senior Secured Notes, the 2026 Senior Secured Notes and the 2027 Senior Secured Notes, the **“Senior Secured Notes”** and, together with the Senior Notes, the **“Notes”**).

The Proposed Acquisition will be notifiable to the European Commission for regulatory approval, which is expected to occur around mid 2019. There is no guarantee that the Proposed Acquisition will be consummated.

Further details regarding the Proposed Acquisition are set forth in Liberty Global’s announcement, dated today, which is available on Liberty Global’s web site ([www.libertyglobal.com](http://www.libertyglobal.com)).

Unitymedia, Unitymedia Hessen and Unitymedia NRW expect that the Proposed Acquisition, if consummated as contemplated under the terms of the Acquisition Agreement, will result in a Change of Control (as defined in the respective indentures governing the Senior Notes and the Senior Secured Notes, as applicable) in relation to the Senior Notes and Senior Secured Notes, as applicable. No action is being taken at this time in respect of any of the Notes.

*This communication is for information purposes only and does not constitute or form part of, and should not be construed as, an offer to sell or the solicitation of an offer to buy, or of consents under, any securities (including the Notes) in any jurisdiction, including the United States or an inducement to enter into investment activity.*

**Disclosure of inside information by Unitymedia, Unitymedia Hessen and Unitymedia NRW under Article 17(1) of Regulation (EU) 596/2014.**

**Unitymedia, Unitymedia Hessen and Unitymedia NRW:  
The Directors  
Aachener Straße 746-750,  
50933 Cologne, Germany  
Facsimile No.: +49 221 37792871**

**Issued by: Unitymedia, Unitymedia Hessen and Unitymedia NRW**

### **About Unitymedia Group**

The Unitymedia Group is the leading cable operator in Germany and the federal states of North Rhine-Westphalia, Hesse and Baden-Württemberg, providing cable television, internet, fixed-line telephony and mobile services to 7.2 million customers at December 31, 2017.

*This announcement is not directed at, or intended for distribution to or use by any person or entity that is a citizen or resident or located in any locality, state, country or other jurisdiction where such distribution or use would be contrary to law or regulation or which would require any registration or licensing.*

*The securities of Unitymedia, Unitymedia Hessen and Unitymedia NRW have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or with any securities regulatory authority of any state or jurisdiction of the United States, and may not be offered, sold, resold or otherwise transferred, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities law of any state or other jurisdiction of the United States.*

*This announcement contains or, incorporates by reference, “forward-looking statements.” These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes,” “estimates,” “anticipates,” “projects,” “expects,” “intends,” “aims,” “plans,” “predicts,” “may,” “will,” “seeks,” “could,” “would,” “shall” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts and include statements regarding the intentions, beliefs or current expectations of the Unitymedia Group concerning, among other things, the Proposed Acquisition and Unitymedia Group’s results of operations, financial condition, prospects, growth, strategies and the industries in which the Unitymedia Group operates.*

*By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future or are beyond the Unitymedia Group’s control. Forward-looking statements are not guarantees of future performance and are based on one or more assumptions relating to the Unitymedia Group’s actual results of operations and financial condition and the development of the industries in which the Unitymedia Group operates may differ materially from those suggested by the forward-looking statements contained in, or incorporated by reference into, in this announcement. In addition, even if the Unitymedia Group’s actual results of operations, financial condition and the development of the industries in which the Unitymedia Group operates are consistent with the forward-looking statements contained in this announcement, those results or developments may not be indicative of results or developments in subsequent periods.*

*The forward-looking statements contained in, or incorporated by reference into, this announcement speak only as of the date of this announcement. The Unitymedia Group expressly disclaims any obligations or*

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