



LONDON – 9:45 PM, FEBRUARY 27, 2019

UPC Holding BV (“UPC Holding”), UPCB Finance IV Limited (“UPCB IV”) and UPCB Finance VII Limited (“UPCB VII”) announce agreement by Liberty Global plc to sell the Swiss operation of the UPC Group (as defined below) to Sunrise Communications Group AG (“Sunrise”).

UPC Holding (together with its subsidiaries and their related businesses, the “**UPC Group**”), today announces that its parent, Liberty Global plc (“**Liberty Global**”) and Sunrise have entered into a binding agreement (the “**Acquisition Agreement**”) for the acquisition by Sunrise of the UPC Group’s Swiss operation. Sunrise will acquire the business inclusive of the UPC Group’s existing senior and senior secured notes (as set out below) (the “**Proposed Acquisition**”).

UPC Holding has outstanding the following debt securities listed on the Irish Stock Exchange:

- \$550,000,000 original aggregate principal amount of 5.500% Senior Notes due 2028 (Rule 144A CUSIP: 90320LAG2; ISIN: US90320LAG23; Regulation S CUSIP: N9T41QAG3; ISIN: USN9T41QAG33) (the “**2028 Senior Notes**”); and
- €635,000,000 original aggregate principal amount of 3.875% Senior Notes due 2029 (Rule 144A common code: 162996983; ISIN: XS1629969830; Regulation S common code: 162996932; ISIN: XS1629969327) (the “**2029 Senior Notes**”).

UPCB IV has outstanding the following debt securities listed on the Irish Stock Exchange:

- €600,000,000 original aggregate principal amount of 4.000% Senior Secured Notes due 2027 (Rule 144A common code: 111729808; ISIN: XS1117298080; Regulation S common code: 111729760; ISIN: XS1117297603) (the “**2027 Senior Secured Notes**”); and
- \$1,140,000,000 original aggregate principal amount of 5.375% Senior Secured Notes due 2025 (Rule 144A CUSIP: US90320MAA3; ISIN: US90320MAA36; Regulation S CUSIP: G9300MAA0; ISIN: USG9300MAA02) (the “**2025 Senior Secured Notes**”).

UPCB VII has outstanding the following debt securities listed on the Irish Stock Exchange:

- €600,000,000 original aggregate principal amount of 3.625% Senior Secured Notes due 2029 (Rule 144A common code: 163425319; ISIN: XS1634253196; Regulation S common code: 163425262; ISIN: XS1634252628) (the “**2029 Senior Secured Notes**”, together with the 2028 Senior Notes, the 2029 Senior Notes, the 2027 Senior Secured Notes and the 2025 Senior Secured Notes, the “**Notes**”).

Closing of the Proposed Acquisition is subject to regulatory approval, which is expected to occur prior to year-end 2019, and approval by Sunrise’s shareholders with respect to an associated capital increase. 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).

Following the closing of the Proposed Acquisition, the UPC Group’s business will comprise its Swiss operation, and Liberty Global will retain the UPC Group’s operations in Poland and Slovakia. The Proposed Acquisition, if consummated as contemplated under the terms of the Acquisition Agreement, will not constitute a Change of Control (as defined in the respective indentures governing the Notes) under any of the Notes. The UPC Group’s existing Term Loan AR is expected to be repaid in full at or prior to closing of the Proposed Acquisition.

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 UPC Holding, UPCB IV and UPCB VII under Article 17(1) of Regulation (EU) 596/2014.

UPC Holding:

The Directors

UPC Holding B.V.

Boeingavenue 53

1119 PE Schiphol-Rijk

The Netherlands

Facsimile No.: +31 20 778 9841

UPCB IV:

The Directors

UPCB Finance IV Limited

PO Box 1093, Boundary Hall

Cricket Square

Grand Cayman, KY1-1102

Cayman Islands

Facsimile No.: +1 345 945 7100

UPCB VII:

The Directors

UPCB Finance VII Limited

PO Box 1093, Boundary Hall

Cricket Square

Grand Cayman, KY1-1102

Cayman Islands

Facsimile No.: +1 345 945 7100

Issued by: UPC Holding, UPCB IV and UPCB VII

About the UPC Group

The UPC Group provides market-leading triple- and quad-play services through next-generation networks and innovative technology platforms across seven countries that connected 2.8 million customers subscribing to 5.7 million television, internet and fixed-line telephony services as of December 31, 2018. In addition, the UPC Group served 150,000 mobile subscribers at December 31, 2018.

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 UPC Holding, UPCB IV and UPCB VII 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 noncompliance 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 UPC Group concerning, among other things, the Proposed Acquisition and UPC Group’s results of operations, financial condition, prospects, growth, strategies and the industries in which the UPC 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 UPC Group's control, and that could cause actual results to differ materially from those expressed or implied by these statements. These risks and uncertainties include the ability to obtain regulatory approval for the transaction, approval by Sunrise's shareholders, Liberty Global's and Sunrise's ability to achieve other customary closing conditions for the transaction, as well as other factors detailed from time to time in Liberty Global's filings with the Securities and Exchange Commission and relating to the UPC Group, including our most recently filed Form 10-K. Forward-looking statements are not guarantees of future performance and are based on one or more assumptions relating to the UPC Group's actual results of operations and financial condition and the development of the industries in which the UPC 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 UPC Group's actual results of operations, financial condition and the development of the industries in which the UPC 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 UPC Group expressly disclaims any obligations or undertaking to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, unless required to do so by applicable law.