The UPC Holding Group

Condensed Combined Financial Statements
June 30, 2019

The UPC Holding Group

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The UPC Holding Group

CONDENSED COMBINED BALANCE SHEETS
(unaudited)

	June 30, 2019	December 31, 2018
	in millions	
ASSETS		
Current assets:		
Cash and cash equivalents	€ 44.4	€ 12.9
Trade receivables, net	141.1	221.7
Related-party receivables (note 11)	128.1	162.8
Derivative instruments (note 5)	115.0	108.0
Prepaid expenses	41.7	31.8
Current assets of discontinued operations (note 4)	53.4	55.7
Other current assets (note 3)	42.4	47.5
Total current assets	566.1	640.4
Property and equipment, net (note 7)	1,549.3	1,534.8
Goodwill (note 7)	3,069.5	3,028.8
Derivative instruments (note 5)	371.6	362.9
Long-term assets of discontinued operations (note 4)	1,471.0	1,430.8
Other assets, net (notes 3, 7, 9 and 11)	537.0	333.9
Total assets	€ 7,564.5	€ 7,331.6

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

The UPC Holding Group

CONDENSED COMBINED BALANCE SHEETS — (Continued)
(unaudited)

	June 30, 2019	December 31, 2018
	in millions	
LIABILITIES AND COMBINED EQUITY		
Current liabilities:		
Accounts payable (note 11)	€ 298.9	€ 195.7
Deferred revenue (note 3)	154.3	214.5
Derivative instruments (note 5)	167.9	130.1
Current portion of debt and finance lease obligations (notes 8 and 9)	579.8	515.8
Current liabilities of discontinued operations (note 4)	187.8	226.9
Other accrued and current liabilities (notes 9 and 11)	494.8	608.6
Total current liabilities	1,883.5	1,891.6
Long-term debt and finance lease obligations (notes 8 and 9)	4,723.0	4,705.4
Derivative instruments (note 5)	436.6	373.1
Long-term liabilities of discontinued operations (note 4)	60.4	51.5
Other long-term liabilities (notes 3, 9 and 11)	158.0	61.2
Total liabilities	7,261.5	7,082.8
Commitments and contingencies (notes 5, 8, 10 and 12)		
Combined equity:		
Parent entities:		
Distributions and accumulated losses in excess of contributions	(549.3)	(553.3)
Accumulated other comprehensive earnings, net of taxes	834.2	783.5
Total combined equity attributable to parent entities	284.9	230.2
Noncontrolling interests	18.1	18.6
Total combined equity	303.0	248.8
Total liabilities and combined equity	€ 7,564.5	€ 7,331.6

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

The UPC Holding Group

CONDENSED COMBINED STATEMENTS OF OPERATIONS
(unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
	in millions			
Revenue (notes 3, 11 and 13)	€ 386.1	€ 381.4	€ 769.3	€ 767.4
Operating costs and expenses (exclusive of depreciation and amortization, shown separately below):				
Programming and other direct costs of services (note 11)	83.3	75.2	167.0	156.7
Other operating (note 11)	48.6	45.1	97.9	95.4
Selling, general and administrative (**SG&A**) (note 11)	60.1	54.7	122.2	109.4
Related-party fees and allocations, net (note 11)	42.5	49.1	90.8	96.3
Depreciation and amortization	83.6	84.6	168.1	169.9
Impairment, restructuring and other operating items, net	7.8	1.7	8.8	3.8
	325.9	310.4	654.8	631.5
Operating income	60.2	71.0	114.5	135.9
Non-operating income (expense):				
Interest expense:				
Third-party	(64.9)	(68.0)	(128.6)	(133.8)
Related-party (note 11)	—	(143.9)	—	(312.3)
Realized and unrealized gains (losses) on derivative instruments, net (note 5)	(40.6)	231.6	7.2	190.6
Foreign currency transaction gains (losses), net	42.9	(218.7)	(22.4)	(163.1)
Other income, net (note 11)	4.8	1.9	8.5	4.5
	(57.8)	(197.1)	(135.3)	(414.1)
Earnings (loss) from continuing operations before income taxes	2.4	(126.1)	(20.8)	(278.2)
Income tax expense (note 10)	(13.5)	(10.5)	(26.5)	(23.8)
Loss from continuing operations	(11.1)	(136.6)	(47.3)	(302.0)
Earnings from discontinued operations, net of taxes (note 4)	34.0	47.4	69.1	89.2
Net earnings (loss)	22.9	(89.2)	21.8	(212.8)
Net earnings attributable to noncontrolling interests	(0.9)	(2.3)	(1.8)	(4.7)
Net earnings (loss) attributable to parent entities	€ 22.0	€ (91.5)	€ 20.0	€ (217.5)

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

The UPC Holding Group

CONDENSED COMBINED STATEMENTS OF COMPREHENSIVE EARNINGS (LOSS)
(unaudited)

	Three months ended June 30, 2019	Three months ended June 30, 2018	Six months ended June 30, 2019	Six months ended June 30, 2018
	in millions			
Net earnings (loss)	€ 22.9	€ (89.2)	€ 21.8	€ (212.8)
Other comprehensive earnings (loss), net of taxes:				
Continuing operations:				
Foreign currency translation adjustments	31.7	37.4	50.6	31.1
Pension-related adjustments and other	(0.4)	(0.6)	(0.8)	(1.2)
Other comprehensive earnings from continuing operations	31.3	36.8	49.8	29.9
Other comprehensive earnings from discontinued operations	1.1	2.4	0.9	1.6
Other comprehensive earnings	32.4	39.2	50.7	31.5
Comprehensive earnings (loss)	55.3	(50.0)	72.5	(181.3)
Comprehensive earnings attributable to noncontrolling interests	(0.9)	(2.3)	(1.8)	(4.7)
Comprehensive earnings (loss) attributable to parent entities	€ 54.4	€ (52.3)	€ 70.7	€ (186.0)

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

The UPC Holding Group

CONDENSED COMBINED STATEMENTS OF EQUITY (DEFICIT)
(unaudited)

	Parent entities				
	Distributions and accumulated losses in excess of contributions	Accumulated other comprehensive earnings, net of taxes	Total combined equity (deficit) attributable to parent entities	Non-controlling interests	Total combined equity (deficit)
			in millions		
Balance at January 1, 2018, before effect of accounting change	€ (7,772.9)	€ 715.0	€ (7,057.9)	€ 20.1	€ (7,037.8)
Impact of ASU No. 2014-09, Revenue from Contracts with Customers	14.0	—	14.0	—	14.0
Balance at January 1, 2018, as adjusted for accounting change	(7,758.9)	715.0	(7,043.9)	20.1	(7,023.8)
Net loss	(126.0)	—	(126.0)	2.4	(123.6)
Other comprehensive loss, net of taxes	—	(7.7)	(7.7)	—	(7.7)
Deemed contribution of technology-related services (note 11)	2.8	—	2.8	—	2.8
Share-based compensation (note 11)	1.9	—	1.9	—	1.9
Distributions to noncontrolling interest owners	—	—	—	(1.5)	(1.5)
Capital charge in connection with the exercise or vesting of share-based incentive awards (note 11)	(0.2)	—	(0.2)	—	(0.2)
Other, net	1.5	—	1.5	—	1.5
Balance at March 31, 2018	(7,878.9)	707.3	(7,171.6)	21.0	(7,150.6)
Net loss	(91.5)	—	(91.5)	2.3	(89.2)
Other comprehensive earnings, net of taxes	—	39.2	39.2	—	39.2
Conversion of the Shareholder Loan to equity (note 11)	7,240.0	—	7,240.0	—	7,240.0
Deemed contribution of technology-related services (note 11)	4.4	—	4.4	—	4.4
Distributions to noncontrolling interest owners	—	—	—	(4.2)	(4.2)
Share-based compensation (note 11)	4.0	—	4.0	—	4.0
Capital charge in connection with the exercise or vesting of share-based incentive awards (note 11)	(1.6)	—	(1.6)	—	(1.6)
Other, net	(0.1)	—	(0.1)	—	(0.1)
Balance at June 30, 2018	€ (723.7)	€ 746.5	€ 22.8	€ 19.1	€ 41.9

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

The UPC Holding Group

CONDENSED COMBINED STATEMENTS OF EQUITY (DEFICIT) — (Continued)
(unaudited)

	Parent entities				
	Distributions and accumulated losses in excess of contributions	Accumulated other comprehensive earnings, net of taxes	Total combined equity attributable to parent entities	Non-controlling interests	Total combined equity
			in millions		
Balance at January 1, 2019, before effect of accounting change	€ (553.3)	€ 783.5	€ 230.2	€ 18.6	€ 248.8
Accounting change (note 2)	1.7	—	1.7	—	1.7
Balance at January 1, 2019, as adjusted for accounting change	(551.6)	783.5	231.9	18.6	250.5
Net loss	(2.0)	—	(2.0)	0.9	(1.1)
Other comprehensive earnings, net of taxes	—	18.3	18.3	—	18.3
Share-based compensation (note 11)	4.9	—	4.9	—	4.9
Deemed contribution of technology-related services (note 11)	3.5	—	3.5	—	3.5
Capital charge in connection with the exercise or vesting of share-based incentive awards (note 11)	(0.8)	—	(0.8)	—	(0.8)
Other, net	3.3	—	3.3	0.1	3.4
Balance at March 31, 2019	(542.7)	801.8	259.1	19.6	278.7
Net earnings	22.0	—	22.0	0.9	22.9
Other comprehensive earnings, net of taxes	—	32.4	32.4	—	32.4
Share-based compensation (note 11)	5.5	—	5.5	—	5.5
Capital charge in connection with the exercise or vesting of share-based incentive awards (note 11)	(5.3)	—	(5.3)	—	(5.3)
Deemed contribution of technology-related services (note 11)	5.2	—	5.2	—	5.2
Distribution in connection with common control transfer (note 4)	(36.6)	—	(36.6)	—	(36.6)
Other, net	2.6	—	2.6	(2.4)	0.2
Balance at June 30, 2019	€ (549.3)	€ 834.2	€ 284.9	€ 18.1	€ 303.0

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

The UPC Holding Group

CONDENSED COMBINED STATEMENTS OF CASH FLOWS
(unaudited)

	Six months ended June 30, 2019	Six months ended June 30, 2018
	in millions	
Cash flows from operating activities:		
Net earnings (loss)	€ 21.8	€ (212.8)
Earnings from discontinued operations	69.1	89.2
Loss from continuing operations	(47.3)	(302.0)
Adjustments to reconcile loss from continuing operations to net cash provided by operating activities of continuing operations:		
Share-based compensation expense	11.0	4.8
Related-party fees and allocations, net	90.8	96.3
Depreciation and amortization	168.1	169.9
Impairment, restructuring and other operating items, net	8.8	3.8
Non-cash interest on related-party loans	—	312.3
Realized and unrealized gains on derivative instruments, net	(7.2)	(190.6)
Foreign currency transaction losses, net	22.4	163.1
Deferred income tax expense (benefit)	4.4	(2.2)
Changes in operating assets and liabilities, net of the effects of acquisitions and dispositions	(72.2)	(54.2)
Net cash provided by operating activities of continuing operations	178.8	201.2
Net cash provided by operating activities of discontinued operations	110.1	243.8
Net cash provided by operating activities	288.9	445.0
Cash flows from investing activities:		
Capital expenditures, net:		
Third-party payments	(178.0)	(221.7)
Proceeds received for transfers to related parties, including discontinued operations	57.9	52.9
Total capital expenditures, net	(120.1)	(168.8)
Repayments from related parties, net	73.3	0.7
Other investing activities, net	(11.2)	0.9
Net cash used by investing activities of continuing operations	(58.0)	(167.2)
Net cash used by investing activities of discontinued operations	(59.4)	(113.9)
Net cash used by investing activities	€ (117.4)	€ (281.1)

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

The UPC Holding Group

CONDENSED COMBINED STATEMENTS OF CASH FLOWS — (Continued)
(unaudited)

	Six months ended June 30, 2019	Six months ended June 30, 2018
	in millions	
Cash flows from financing activities:		
Repayments and repurchases of third-party debt and finance lease obligations	€ (300.1)	€ (431.8)
Borrowings of third-party debt	104.2	85.0
Borrowings of related-party debt, net	—	191.5
Net cash received related to derivative instruments	82.0	0.8
Other financing activities, net	(3.9)	(3.6)
Net cash used by financing activities of continuing operations	(117.8)	(158.1)
Net cash used by financing activities of discontinued operations	(23.7)	(13.8)
Net cash used by financing activities	(141.5)	(171.9)
Effect of exchange rate changes on cash and cash equivalents and restricted cash	1.6	(2.0)
Net increase (decrease) in cash and cash equivalents and restricted cash:		
Continuing operations	4.6	(126.1)
Discontinued operations	27.0	116.1
Total	31.6	(10.0)
Cash and cash equivalents and restricted cash:		
Beginning of period	13.8	28.5
End of period	€ 45.4	€ 18.5
Cash paid for interest – third-party:		
Continuing operations	€ 125.0	€ 123.0
Discontinued operations	1.7	2.0
Total	€ 126.7	€ 125.0
Net cash paid (received) for taxes:		
Continuing operations	€ 15.7	€ (3.8)
Discontinued operations	4.6	10.3
Total	€ 20.3	€ 6.5
Details of end of period cash and cash equivalents and restricted cash:		
Cash and cash equivalents	€ 44.4	€ 17.6
Restricted cash included in other current assets and other assets, net	1.0	0.8
Restricted cash included in current assets of discontinued operations	—	0.1
Total cash and cash equivalents and restricted cash	€ 45.4	€ 18.5

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

(1) Basis of Presentation

UPC Holding B.V. (**UPC Holding**) and UPC Broadband Slovakia s.r.o (**UPC Slovakia)** are wholly-owned subsidiaries of Liberty Global plc (**Liberty Global**). The accompanying condensed combined financial statements include the historical financial information of UPC Holding and its subsidiaries and UPC Slovakia and its subsidiaries (**Slovakia**) (collectively, the **UPC Holding Group**). Slovakia, which is owned by another subsidiary of Liberty Global outside of the UPC Holding Group, is a restricted subsidiary for the purpose of the facilities agreement and bond indentures governing the debt of the UPC Holding Group. Accordingly, the accompanying financial statements are prepared on a combined basis. In these notes, the terms "we," "our," "our company" and "us" may refer, as the context requires, to the UPC Holding Group.

As of June 30, 2019, our continuing operations comprise businesses that provide (i) residential and business-to-business (**B2B**) communications services in Switzerland, Poland and Slovakia and (ii) mobile services in Switzerland and Poland. On February 27, 2019, Liberty Global entered into an agreement to sell our operations in Switzerland. For additional information, see note 4.

Through July 31, 2019, we provided residential and B2B communication services in Hungary, the Czech Republic and Romania. In addition, (i) through May 2, 2019, we provided direct-to-home satellite (**DTH**) services to residential customers in Hungary, the Czech Republic, Romania and Slovakia through a Luxembourg-based organization that we refer to as "**UPC DTH**" and (ii) through July 31, 2018, we provided residential and B2B communication services in Austria. In these condensed combined financial statements, our operations in Austria, Hungary, the Czech Republic and Romania and the operations of UPC DTH are presented as discontinued operations for all applicable periods. For additional information regarding these dispositions, see note 4.

Unless otherwise indicated, the amounts presented in these notes relate only to our continuing operations.

Our unaudited condensed combined financial statements have been prepared in accordance with accounting principles generally accepted in the United States (**GAAP**) and do not include all of the information required by GAAP for complete financial statements. In the opinion of management, these financial statements reflect all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the results of operations for the interim periods presented. The results of operations for any interim period are not necessarily indicative of results for the full year. These unaudited condensed combined financial statements should be read in conjunction with the combined financial statements and notes thereto included in our 2018 annual report.

The preparation of financial statements in conformity with GAAP 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, certain components of revenue, programming and copyright costs, deferred income taxes and related valuation allowances, loss contingencies, fair value measurements, impairment assessments, capitalization of internal costs associated with construction and installation activities, lease terms, useful lives of long-lived assets, share-based compensation and actuarial liabilities associated with certain benefit plans. Actual results could differ from those estimates.

Unless otherwise indicated, ownership percentages and convenience translations into euros are calculated as of June 30, 2019.

Certain prior period amounts have been reclassified to conform to the current period presentation.

These unaudited condensed combined financial statements reflect our consideration of the accounting and disclosure implications of subsequent events through August 20, 2019, the date of issuance.

(2) Accounting Changes and Recent Accounting Pronouncements

Accounting Change

ASU 2016-02

In February 2016, the Financial Accounting Standards Board (**FASB**) issued Accounting Standards Update (**ASU**) No. 2016-02, *Leases* (**ASU 2016-02**), which, for most leases, results in lessees recognizing right-of-use (**ROU**) assets and lease liabilities on the balance sheet. ASU 2016-02, as amended by ASU No. 2018-11, *Targeted Improvements*, requires lessees and lessors to recognize and measure leases at the beginning of the earliest period presented using one of two modified retrospective approaches. A number of optional practical expedients may be applied in transition. We adopted ASU 2016-02 on January 1, 2019.

The main impact of the adoption of ASU 2016-02 relates to the recognition of ROU assets and lease liabilities on our condensed combined balance sheet for those leases classified as operating leases under previous GAAP. In transition, we have applied the practical expedients that permit us not to reassess (i) whether expired or existing contracts contain a lease under the new standard, (ii) the lease classification for expired or existing leases or (iii) whether previously-capitalized initial direct costs would qualify for capitalization under the new standard. In addition, we have not used hindsight during transition.

Upon adoption of ASU 2016-02, on January 1, 2019 we recorded (i) ROU assets of €123.7 million and lease liabilities of €128.7 million related to operating leases and (ii) an increase to our distributions and accumulated losses in excess of contributions of €1.7 million. In addition, we reclassified our existing prepaid lease expense, accrued lease expense and lease incentive liabilities, resulting in a net increase to our ROU assets of €6.6 million. The adoption of ASU 2016-02 did not have a significant impact on our condensed combined statements of operations or cash flows.

We have implemented a new lease accounting system and related internal controls over financial reporting to meet the requirements of ASU 2016-02.

For additional information regarding our leases, see note 9.

Recent Accounting Pronouncements

ASU 2018-15

In August 2018, the FASB issued ASU No. 2018-15, *Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract* (**ASU 2018-15**), which requires entities to defer implementation costs incurred that are related to the application development stage in a cloud computing arrangement that is a service contract. Deferred implementation costs will be amortized over the term of the cloud computing arrangement and presented in the same expense line item as the cloud computing arrangement. All other implementation costs will be expensed as incurred. ASU 2018-15 is effective for annual reporting periods beginning after December 15, 2020, including interim periods within those fiscal years, with early adoption permitted. We are currently evaluating the effect that ASU 2018-15 will have on our combined financial statements.

ASU 2019-02

In March 2019, the FASB issued ASU No. 2019-02, *Improvements to Accounting for Costs of Films and License Agreements for Program Materials* (**ASU 2019-02**), which aligns the accounting for production costs of an episodic television series with the accounting for production costs of films. ASU 2019-02 removes the existing constraint that restricts capitalization of production costs to contracted revenue for episodic television series. The amended guidance also requires entities to test a film or license agreement for impairment at the film group level, addresses cash flow classification and provides new disclosure requirements. ASU 2019-02 is effective for annual reporting periods beginning after December 15, 2020, including interim periods within those fiscal years, with early adoption permitted. We are currently evaluating the effect that ASU 2019-02 will have on our combined financial statements.

(3) Revenue Recognition and Related Costs

Contract Balances

The timing of our recognition of revenue may differ from the timing of invoicing our customers. We record a trade receivable when we have transferred goods or services to a customer but have not yet received payment. Our trade receivables are reported net of an allowance for doubtful accounts. Such allowance aggregated €4.0 million and €4.6 million at June 30, 2019 and December 31, 2018, respectively.

If we transfer goods or services to a customer but do not have an unconditional right to payment, we record a contract asset. Contract assets typically arise from the uniform recognition of introductory promotional discounts over the contract period and accrued revenue for handset sales. Our contract assets were €5.4 million and €3.7 million as of June 30, 2019 and December 31, 2018, respectively. The current and long-term portions of our contract asset balances are included within other current assets and other assets, net, respectively, on our condensed combined balance sheets.

We record deferred revenue when we receive payment prior to transferring goods or services to a customer. We primarily defer revenue for (i) installation and other upfront services and (ii) other services that are invoiced prior to when services are provided. Our deferred revenue balances were €156.0 million and €216.2 million as of June 30, 2019 and December 31, 2018, respectively. The decrease in deferred revenue for the six months ended June 30, 2019 is primarily due to €113.1 million of revenue recognized that was included in our deferred revenue balance at December 31, 2018, partially offset by advanced billings recorded in the period. The current and long-term portions of our deferred revenue balances are included within deferred revenue and other long-term liabilities, respectively, on our condensed combined balance sheets.

Contract Costs

Our aggregate assets associated with incremental costs to obtain our contracts were €16.9 million and €14.4 million at June 30, 2019 and December 31, 2018, respectively. The current and long-term portions of our assets related to contract costs are included within other current assets and other assets, net, respectively, on our condensed combined balance sheets. We amortized €5.2 million and €9.8 million during the three and six months ended June 30, 2019, respectively, and €4.8 million and €9.7 million during the three and six months ended June 30, 2018, respectively, to operating costs and expenses related to these assets.

Unsatisfied Performance Obligations

A large portion of our revenue is derived from customers who are not subject to contracts. Revenue from customers who are subject to contracts is generally recognized over the term of such contracts, which is typically 12 months for our residential service contracts, one to three years for our mobile service contracts and one to five years for our B2B service contracts.

(4) Dispositions

Pending Dispositions

UPC Switzerland

On February 27, 2019, a subsidiary of Liberty Global that is outside of the UPC Holding Group, entered into an agreement to sell our operations in Switzerland, "**UPC Switzerland**," as well as certain holding companies (including UPC Holding) to Sunrise Communications Group AG ("**Sunrise**") for a total enterprise value of €5.5 billion (equivalent at the agreement date). Sunrise will acquire UPC Switzerland, inclusive of certain of our holding companies, and our existing senior notes issued by UPC Holding and senior secured notes issued by special purpose financing entities (together, the **UPC Notes**). As the transaction is structured, a change of control will not be triggered under the UPC Notes.

Closing of the transaction is subject to regulatory approval, which is expected prior to year-end 2019, and approval by Sunrise's shareholders with respect to an associated capital increase. The financial impact to our condensed combined financial statements will depend on the reorganization steps required to complete the transaction.

Completed Dispositions

Vodafone Disposal Group

On July 31, 2019, Liberty Global CEE Group Holding B.V. (**LG CEE Group Holding**) completed the sale of our operations in Romania, Hungary, and the Czech Republic (collectively referred to herein as the "**Vodafone Disposal Group**") to Vodafone Group plc (**Vodafone**) and certain of its subsidiaries. Just prior to completion of the sale, LG CEE Group Holding and the Vodafone Disposal Group were distributed out of the UPC Holding Group to another subsidiary of Liberty Global (the **Vodafone Group Distribution**) and therefore, as of July 31, 2019, are no longer included within the UPC Holding Group. As a result of the Vodafone Group Distribution, the results of the sale of the Vodafone Disposal Group will not be reflected in our condensed combined financial statements.

In August 2019, upon completion of LG CEE Group Holding's sale of the Vodafone Disposal Group, a portion of the net proceeds were loaned to the UPC Holding Group and were used to prepay in full the $1,645.0 million (€1,448.2 million) outstanding principal amount under UPC Facility AR.

UPC DTH

On May 2, 2019, UPC DTH Holding B.V. (**UPC DTH Holding**) completed the sale of UPC DTH to M7 Group. Just prior to completion of the sale, UPC DTH Holding and UPC DTH were distributed out of the UPC Holding Group to another subsidiary of Liberty Global (the **UPC DTH Distribution**) and therefore are no longer included within the UPC Holding Group. As a result of the UPC DTH Distribution, the results of the sale of UPC DTH are not reflected in our condensed combined financial statements. The distribution was accounted for at carryover basis as a transaction under common control. As UPC DTH and UPC DTH Holding were already presented as discontinued operations, we did not give retrospective effect to the UPC DTH Distribution in our condensed combined financial statements.

UPC Austria

On July 31, 2018, Liberty Global Europe Holdco 2 B.V. (**LGE Holdco 2**) completed the sale of its Austrian operations, "**UPC Austria**," to Deutsche Telekom AG (**Deutsche Telekom**). Just prior to completion of the sale of UPC Austria, UPC Austria and LGE Holdco 2 were distributed out of the UPC Holding Group to another subsidiary of Liberty Global (the **UPC Austria Distribution**) and therefore are no longer included within the UPC Holding Group. As a result of the UPC Austria Distribution, the results of the sale of UPC Austria are not reflected in our condensed combined financial statements. The distribution was accounted for at carryover basis as a transaction under common control. As UPC Austria was already presented as a discontinued operation and LGE Holdco 2 did not have any material activity, other than certain intercompany transactions with other entities of the UPC Holding Group, we did not give retrospective effect to the UPC Austria Distribution in our condensed combined financial statements. As such, the results and cash flows of UPC Austria (presented as a discontinued operation) and LGE Holdco 2 (presented as a continuing operation) are included in our condensed combined financial statements through July 31, 2018.

Presentation of Discontinued Operations

The operations of the Vodafone Disposal Group, UPC Austria and UPC DTH are presented as discontinued operations in our condensed combined financial statements for all applicable periods. In connection with the signing of each respective sale agreement, we ceased to depreciate or amortize the long-lived assets of (i) UPC Austria on December 22, 2017, (ii) the Vodafone Disposal Group on May 9, 2018 and (iii) UPC DTH on December 21, 2018. No debt, interest expense or derivative instruments of the UPC Holding Group, other than with respect to certain borrowings that are direct obligations of the entities to be disposed, has been allocated to discontinued operations.

The carrying amounts of the major classes of assets and liabilities of the Vodafone Disposal Group as of June 30, 2019 are summarized below (in millions). These amounts exclude intercompany assets and liabilities that are eliminated within our condensed combined balance sheet.

Assets:		
Current assets other than cash	€	53.4
Property and equipment, net		771.9
Goodwill		615.3
Other assets, net		83.8
Total assets	€	1,524.4
Liabilities:		
Current portion of debt and finance lease obligations	€	49.2
Other accrued and current liabilities		138.6
Long-term debt and finance lease obligations		4.7
Other long-term liabilities		55.7
Total liabilities	€	248.2

The carrying amounts of the major classes of assets and liabilities of the Vodafone Disposal Group and UPC DTH as of December 31, 2018 are summarized below. These amounts exclude intercompany assets and liabilities that are eliminated within our condensed combined balance sheet.

	Vodafone Disposal Group	UPC DTH	Total
		in millions	
Assets:			
Current assets other than cash	€ 48.3	€ 7.4	€ 55.7
Property and equipment, net	711.4	69.6	781.0
Goodwill	613.7	—	613.7
Other assets, net	29.6	6.5	36.1
Total assets	€ 1,403.0	€ 83.5	€ 1,486.5
Liabilities:			
Current portion of debt and finance lease obligations	€ 50.7	€ 9.8	€ 60.5
Other accrued and current liabilities	137.5	28.9	166.4
Long-term debt and finance lease obligations	5.1	32.8	37.9
Other long-term liabilities	13.3	0.3	13.6
Total liabilities	€ 206.6	€ 71.8	€ 278.4

The operating results of UPC Austria, the Vodafone Disposal Group and UPC DTH for the periods indicated are summarized in the following tables. These amounts exclude intercompany revenue and expenses that are eliminated within our condensed combined statement of operations.

	Vodafone Disposal Group	UPC DTH (a)	Total
		in millions	
Three months ended June 30, 2019			
Revenue	€ 143.7	€ 8.0	€ 151.7
Operating income	€ 36.2	€ 1.8	€ 38.0
Earnings before income taxes	35.7	1.8	37.5
Income tax expense	(3.5)	—	(3.5)
Net earnings attributable to parent entities	€ 32.2	€ 1.8	€ 34.0

(a) Includes the operating results of UPC DTH from April 1, 2019 through May 2, 2019, the date UPC DTH was distributed out of the UPC Holding Group.

	Vodafone Disposal Group	UPC DTH (a)	Total
		in millions	
Six months ended June 30, 2019			
Revenue	€ 284.9	€ 32.4	€ 317.3
Operating income	€ 70.0	€ 8.8	€ 78.8
Earnings before income taxes	68.5	7.7	76.2
Income tax expense	(7.1)	—	(7.1)
Net earnings attributable to parent entities	€ 61.4	€ 7.7	€ 69.1

(a) Includes the operating results of UPC DTH from January 1, 2019 through May 2, 2019, the date UPC DTH was distributed out of the UPC Holding Group.

	UPC Austria	Vodafone Disposal Group	UPC DTH	Total
		in millions		
Three months ended June 30, 2018				
Revenue	€ 91.3	€ 138.0	€ 24.8	€ 254.1
Operating income (loss)	€ 36.5	€ 23.7	€ (0.4)	€ 59.8
Earnings (loss) before income taxes	36.4	22.0	(0.4)	58.0
Income tax expense	(8.3)	(2.3)	—	(10.6)
Net earnings (loss)	28.1	19.7	(0.4)	47.4
Net earnings attributable to noncontrolling interests	(1.5)	—	—	(1.5)
Net earnings (loss) attributable to parent entities	€ 26.6	€ 19.7	€ (0.4)	€ 45.9

	UPC Austria	Vodafone Disposal Group	UPC DTH	Total
		in millions		
Six months ended June 30, 2018				
Revenue	€ 180.5	€ 276.4	€ 50.0	€ 506.9
Operating income	€ 72.1	€ 38.6	€ 1.4	€ 112.1
Earnings before income taxes	72.0	36.5	0.8	109.3
Income tax expense	(16.0)	(4.1)	—	(20.1)
Net earnings	56.0	32.4	0.8	89.2
Net earnings attributable to noncontrolling interests	(3.0)	—	—	(3.0)
Net earnings attributable to parent entities	€ 53.0	€ 32.4	€ 0.8	€ 86.2

(5) Derivative Instruments

In general, we enter into derivative instruments to protect against (i) increases in the interest rates on our variable-rate debt and (ii) foreign currency movements, particularly with respect to borrowings that are denominated in a currency other than the functional currency of the borrowing entity. In this regard, through our combined entities, we have entered into various derivative instruments to manage interest rate exposure and foreign currency exposure primarily with respect to the United States (**U.S.**) dollar (**$**), the euro (**€**), the Swiss franc (**CHF**), the Czech koruna (**CZK**), the Hungarian forint (**HUF**) and the Polish zloty (**PLN**). We do not apply hedge accounting to our derivative instruments. 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 condensed combined statements of operations.

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

	June 30, 2019			December 31, 2018		
	Current	Long-term	Total	Current	Long-term	Total
	in millions					
Assets:						
Cross-currency and interest rate derivative contracts (a)	€ 113.7	€ 371.3	€ 485.0	€ 107.2	€ 362.9	€ 470.1
Foreign currency forward and option contracts	0.8	—	0.8	0.4	—	0.4
Other	0.5	0.3	0.8	0.4	—	0.4
Total	€ 115.0	€ 371.6	€ 486.6	€ 108.0	€ 362.9	€ 470.9
Liabilities:						
Cross-currency and interest rate derivative contracts (a)	€ 166.1	€ 433.2	€ 599.3	€ 129.7	€ 369.8	€ 499.5
Foreign currency forward and option contracts	1.8	3.4	5.2	0.4	3.2	3.6
Other	—	—	—	—	0.1	0.1
Total	€ 167.9	€ 436.6	€ 604.5	€ 130.1	€ 373.1	€ 503.2

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(a) We consider credit risk relating to our and our counterparties' nonperformance in the fair value assessment of our derivative instruments. In all cases, the adjustments take into account offsetting liability or asset positions. The changes in the credit risk valuation adjustments associated with our cross-currency and interest rate derivative contracts resulted in net losses of €4.8 million and €15.0 million during the three months ended June 30, 2019 and 2018, respectively, and €33.5 million and €7.6 million during the six months ended June 30, 2019 and 2018, respectively. These amounts are included in realized and unrealized gains (losses) on derivative instruments, net, in our condensed combined statements of operations. For further information regarding our fair value measurements, see note 6.

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

	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
	in millions			
Cross-currency and interest rate derivative contracts	€ (45.2)	€ 234.0	€ 12.7	€ 192.7
Foreign currency forward and option contracts	4.1	(1.9)	(6.2)	(1.5)
Other	0.5	(0.5)	0.7	(0.6)
Total	€ (40.6)	€ 231.6	€ 7.2	€ 190.6

The net cash received or paid related to our derivative instruments is classified as an operating, investing or financing activity in our condensed combined 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. The following table sets forth the classification of the net cash inflows of our derivative instruments:

	Six months ended June 30, 2019	Six months ended June 30, 2018
	in millions	
Operating activities	€ 10.6	€ 24.8
Financing activities	82.0	0.8
Total	€ 92.6	€ 25.6

Counterparty Credit Risk

We are exposed to the risk that the counterparties to our derivative instruments will default on their obligations to us. We manage these credit risks through the evaluation and monitoring of the creditworthiness of, and concentration of risk with, the respective counterparties. In this regard, credit risk associated with our derivative instruments is spread across a relatively broad counterparty base of banks and financial institutions. Collateral is generally not posted by either party under our derivative instruments. At June 30, 2019, our exposure to counterparty credit risk included derivative assets with an aggregate fair value of €77.0 million.

Details of our Derivative Instruments

In the following tables, we present the details of the various categories of our derivative instruments, all of which are currently held by our subsidiary, UPC CHAT Holding B.V. (**UPC CHAT Holding**).

Cross-currency Derivative Contracts

We generally match the denomination of our borrowings with the functional currency of the supporting operations or, when it is more cost effective, we provide for an economic hedge against foreign currency exchange rate movements by using derivative instruments to synthetically convert unmatched debt into the applicable underlying currency. At June 30, 2019, substantially all of our debt was either directly or synthetically matched to the applicable functional currencies of the underlying operations. The following table sets forth the total notional amounts and the related weighted average remaining contractual lives of our cross-currency swap contracts at June 30, 2019:

Notional amount due from counterparty		Notional amount due to counterparty			Weighted average remaining life
in millions		in millions			in years
$	2,420.0	€	1,999.4		5.1
$	1,200.0	CHF	1,107.5	(a)	5.7
€	2,824.4	CHF	3,221.2	(a)	4.8
€	742.8	PLN	3,149.5		2.5
€	78.0	HUF	19,500.0		2.5
HUF	19,500.0	€	61.0		2.5

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(a) Includes certain derivative instruments that are "forward-starting," such that the initial exchange occurs at a date subsequent to June 30, 2019. These instruments are typically entered into in order to extend existing hedges without the need to amend existing contracts.

Interest Rate Swap Contracts

The following table sets forth the total euro equivalents of the notional amounts and the related weighted average remaining contractual lives of our interest rate swap contracts at June 30, 2019:

Pay fixed rate (a)			Receive fixed rate		
Notional amount		Weighted average remaining life	Notional amount		Weighted average remaining life
in millions		in years	in millions		in years
€	7,464.1	3.9	€	4,668.7	6.4

(a) Includes forward-starting derivative instruments.

Interest Rate Swap Options

From time to time, we enter into interest rate swap options (**swaptions**), which give us the right, but not the obligation, to enter into certain interest rate swap contracts at set dates in the future. Such contracts typically have a life of no more than three years. At June 30, 2019, the option expiration period on each of our swaptions had expired.

Basis Swaps

Our basis swaps involve the exchange of attributes used to calculate our floating interest rates, including (i) the benchmark rate, (ii) the underlying currency and/or (iii) the borrowing period. We typically enter into these swaps to optimize our interest rate profile based on our current evaluations of yield curves, our risk management policies and other factors. At June 30, 2019, the total euro equivalent of the notional amounts due from the counterparty was €1,448.2 million and the related weighted average remaining contractual life of our basis swap contracts was 0.1 years.

Interest Rate Collars

We enter into interest rate collar agreements that lock in a maximum interest rate if variable rates rise, but also allow our company to benefit, to a limited extent, from declines in market rates. At June 30, 2019, the total euro equivalent of the notional amounts of our interest rate collars was €567.5 million.

Impact of Derivative Instruments on Borrowing Costs

Excluding forward-starting instruments, the impact of the derivative instruments that mitigate our foreign currency and interest rate risk, as described above, was a decrease of 62 basis points to our borrowing costs as of June 30, 2019.

Foreign Currency Forwards and Options

We enter into foreign currency forward and option contracts with respect to non-functional currency exposure. As of June 30, 2019, the total euro equivalent of the notional amount of our foreign currency forward and option contracts was €608.5 million.

(6) Fair Value Measurements

We use the fair value method to account for our derivative instruments. The reported fair values of these instruments as of June 30, 2019 are unlikely to represent the value that will be paid or received upon the ultimate settlement or disposition of these assets and liabilities.

GAAP provides for 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 assets or liabilities into or out of Levels 1, 2 or 3 at the beginning of the quarter during which the transfer occurred.

We use a Monte Carlo based approach to 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 credit risk valuation adjustments with respect to our cross-currency and interest rate swaps are quantified and further explained in note 5.

At June 30, 2019 and December 31, 2018, all of our derivative instruments fell under Level 2 of the fair value hierarchy, with the exception of certain of our Level 3 foreign currency derivative contracts and swaptions, which had net liability positions of €1.3 million and €3.2 million, respectively.

For additional information concerning our fair value measurements, see note 7 to the combined financial statements included in our annual report.

(7) Long-lived Assets

Property and Equipment, Net

The details of our property and equipment and the related accumulated depreciation are set forth below:

	June 30, 2019	December 31, 2018
	in millions	
Distribution systems	€ 2,991.8	€ 2,884.0
Customer premises equipment	585.7	551.1
Support equipment, buildings and land	334.0	305.6
Total property and equipment, gross	3,911.5	3,740.7
Accumulated depreciation	(2,362.2)	(2,205.9)
Total property and equipment, net	€ 1,549.3	€ 1,534.8

During the six months ended June 30, 2019 and 2018, we recorded non-cash increases to our property and equipment related to certain vendor financing arrangements of €221.7 million and €185.0 million, respectively, which exclude related value-added taxes (**VAT**) of €27.9 million and €23.2 million, respectively, that were also financed by our vendors under these arrangements.

Goodwill

Changes in the carrying amount of our goodwill during the six months ended June 30, 2019 are set forth below:

	January 1, 2019	Foreign currency translation adjustments	June 30, 2019
		in millions	
Switzerland	€ 2,535.8	€ 36.1	€ 2,571.9
Central and Eastern Europe	493.0	4.6	497.6
Total	€ 3,028.8	€ 40.7	€ 3,069.5

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.

Intangible Assets Subject to Amortization, Net

The details of our intangible assets subject to amortization, which are included in other assets, net, on our condensed combined balance sheets, are set forth below:

	June 30, 2019			December 31, 2018		
	Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
			in millions			
Customer relationships	€ 64.0	€ (32.7)	€ 31.3	€ 207.7	€ (170.9)	€ 36.8

(8) Debt

The euro equivalents of the components of our combined third-party debt are as follows:

	June 30, 2019		Principal amount	
	Weighted average interest rate (a)	Unused borrowing capacity (b)	June 30, 2019	December 31, 2018
			in millions	
Parent entities – UPC Holding Senior Notes (c)	4.59%	€ —	€ 1,065.3	€ 1,061.5
Combined entities:				
UPCB SPE Notes (c)	4.54%	—	2,143.6	2,135.5
UPC Holding Bank Facility (d)	4.89%	990.1	1,448.2	1,436.5
Vendor financing (e)	2.68%	—	652.6	596.1
Total third-party debt before deferred financing costs and discounts (f)	4.42%	€ 990.1	€ 5,309.7	€ 5,229.6

The following table provides a reconciliation of total third-party debt before deferred financing costs and discounts to total debt and finance lease obligations:

	June 30, 2019	December 31, 2018
	in millions	
Total third-party debt before deferred financing costs and discounts	€ 5,309.7	€ 5,229.6
Deferred financing costs and discounts, net	(32.8)	(34.4)
Total carrying amount of third-party debt	5,276.9	5,195.2
Finance lease obligations (note 9)	25.9	26.0
Total debt and finance lease obligations	5,302.8	5,221.2
Current maturities of debt and finance lease obligations	(579.8)	(515.8)
Long-term debt and finance lease obligations	€ 4,723.0	€ 4,705.4

(a) Represents the weighted average interest rate in effect at June 30, 2019 for all borrowings outstanding pursuant to each debt instrument, including any applicable margin. The interest rates presented represent stated rates and do 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 deferred financing costs, the weighted average interest rate on our aggregate third-party variable-and fixed-rate indebtedness was 4.09% at June 30, 2019. For information regarding our derivative instruments, see note 5.

(b) Unused borrowing capacity represents the maximum availability under the UPC Holding Bank Facility at June 30, 2019 without regard to covenant compliance calculations or other conditions precedent to borrowing. At June 30, 2019, based on the most restrictive applicable leverage covenants and leverage-based restricted payment tests, the full €990.1 million of unused borrowing capacity was available to be borrowed and there were no restrictions on our ability to make loans or distributions from this availability. Upon completion of the relevant June 30, 2019 compliance reporting requirements, we expect €730.9 million of unused borrowing capacity to be available under the UPC Holding Bank Facility and no restrictions with respect to loans or distributions from this availability. Our above expectations do not consider any actual or potential changes to our borrowing levels or any amounts loaned or distributed subsequent to June 30, 2019.

(c) On February 27, 2019, a subsidiary of Liberty Global that is outside of the UPC Holding Group, entered into an agreement to sell our operations in Switzerland to Sunrise. Sunrise will acquire our operations in Switzerland, inclusive of certain of our holding companies, and the UPC Notes.

(d) In August 2019, upon completion of LG CEE Group Holding's sale of the Vodafone Disposal Group, a portion of the net proceeds were loaned to the UPC Holding Group and were used to prepay in full the $1,645.0 million (€1,448.2 million) outstanding principal amount under UPC Facility AR.

(e) Represents amounts owed pursuant to interest-bearing vendor financing arrangements that are used to finance certain of our property and equipment additions and operating expenses. These obligations are generally due within one year and include VAT that was paid on our behalf by the vendor. Repayments of vendor financing obligations are included in repayments and repurchases of third-party debt and finance lease obligations in our condensed combined statements of cash flows.

(f) As of June 30, 2019 and December 31, 2018, our debt had an estimated fair value of €5.4 billion and €5.0 billion, respectively. The estimated fair values of our debt instruments are generally 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.

Maturities of Debt

Maturities of our third-party debt as of June 30, 2019 are presented below and represent euro equivalents based on June 30, 2019 exchange rates (in millions):

Year ending December 31:		
2019 (remainder of year)	€	323.7
2020		254.5
2021		26.1
2022		25.9
2023		21.3
2024		1.1
Thereafter		4,657.1
Total debt maturities		5,309.7
Deferred financing costs and discounts, net		(32.8)
Total debt (a)	€	5,276.9
Current portion	€	574.5
Noncurrent portion	€	4,702.4

(a) Amounts include certain senior secured notes issued by special purpose financing entities that are included in our condensed combined financial statements.

(9) Leases

General

We enter into operating and finance leases for network equipment, real estate and vehicles. We provide residual value guarantees on certain of our vehicle leases.

Policies

For leases with a term greater than 12 months, we recognize on the lease commencement date (i) ROU assets representing our right to use an underlying asset and (ii) lease liabilities representing our obligation to make lease payments over the lease term. Lease and non-lease components in a contract are generally accounted for separately.

We initially measure lease liabilities at the present value of the remaining lease payments over the lease term. Options to extend or terminate the lease are included only when it is reasonably certain that we will exercise that option. As most of our leases do not provide enough information to determine an implicit interest rate, we generally use a portfolio level incremental borrowing rate in our present value calculation. We initially measure ROU assets at the value of the lease liability, plus any initial direct costs and prepaid lease payments, less any lease incentives received.

With respect to our finance leases, (i) ROU assets are generally depreciated on a straight-line basis over the shorter of the lease term or the useful life of the asset and (ii) interest expense on the lease liability is recorded using the effective interest method. Operating lease expense is recognized on a straight-line basis over the lease term. For leases with a term of 12 months or less (short-term leases), we do not recognize ROU assets or lease liabilities. Short-term lease expense is recognized on a straight-line basis over the lease term.

Lease Balances

At June 30, 2019, the weighted average remaining lease terms for operating and finance leases were 9.8 years and 6.7 years, respectively, and the weighted average discount rates were 3.7% and 5.5%, respectively.

A summary of our ROU assets as of June 30, 2019 is set forth below (in millions):

Operating leases (a)	€	118.7
Finance leases (b)		17.7
Total	€	136.4

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(a) Our operating lease ROU assets are included in other assets, net, on our condensed combined balance sheet.

(b) Our finance lease ROU assets are included in property and equipment, net, on our condensed combined balance sheet.

A summary of additions to our ROU assets during the six months ended June 30, 2019 is set forth below (in millions):

ROU assets recorded during the period associated with:		
Operating leases	€	2.8
Finance leases (a)		2.5
Total	€	5.3

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(a) During the six months ended June 30, 2018, we recorded additions to our ROU assets associated with finance leases of €0.2 million.

A summary of our lease liabilities as of June 30, 2019 is set forth below (in millions):

Operating leases (a)	€	121.6
Finance leases (b)		25.9
Total	€	147.5

(a) The current and long-term portions of our operating lease liabilities are included within other accrued and current liabilities and other long-term liabilities, respectively, on our condensed combined balance sheet.

(b) The current and long-term portions of our finance lease liabilities are included within current portion of debt and finance lease obligations and long-term debt and finance lease obligations, respectively, on our condensed combined balance sheet. As of December 31, 2018, we had €26.0 million of finance lease liabilities included on our condensed combined balance sheet.

A summary of our aggregate lease expense is set forth below:

	Three months ended June 30, 2019	Six months ended June 30, 2019
	in millions	
Finance lease expense:		
Depreciation and amortization	€ 1.5	€ 2.5
Interest expense	0.4	0.7
Total finance lease expense	1.9	3.2
Operating lease expense (a)	7.8	14.3
Short-term lease expense (a)	1.2	2.4
Variable lease expense (b)	0.8	1.6
Total lease expense	€ 11.7	€ 21.5

(a) Our operating lease expense and short-term lease expense are included in other operating expenses, SG&A expenses and impairment, restructuring and other operating items, net in our condensed combined statements of operations.

(b) Variable lease expense represents payments made to a lessor during the lease term that vary because of a change in circumstance that occurred after the lease commencement date. Variable lease payments are expensed as incurred and are included in other operating expenses in our condensed combined statements of operations.

A summary of our cash outflows from operating and finance leases recorded during the six months ended June 30, 2019 is set forth below (in millions):

Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash outflows from operating leases	€	16.6
Operating cash outflows from finance leases		0.7
Financing cash outflows from finance leases		1.8
Total cash outflows from operating and finance leases	€	19.1

Maturities of our operating and finance lease obligations as of June 30, 2019 are presented below and represent euro equivalents based on June 30, 2019 exchange rates:

	Operating leases	Finance leases
	in millions	
Year ending December 31:		
2019 (remainder of year)	€ 14.7	€ 2.7
2020	22.8	5.6
2021	18.7	5.9
2022	15.8	3.9
2023	14.1	3.5
2024	13.2	2.3
Thereafter	66.3	7.9
Total payments	165.6	31.8
Less: present value discount	(44.0)	(5.9)
Present value of lease payments	€ 121.6	€ 25.9
Current portion	€ 17.7	€ 5.3
Noncurrent portion	€ 103.9	€ 20.6

Maturities of our operating and finance lease obligations as of December 31, 2018 are presented below and represent euro equivalents based on December 31, 2018 exchange rates:

	Operating leases	Finance leases
	in millions	
Year ending December 31:		
2019	€ 23.7	€ 4.3
2020	20.2	5.3
2021	17.2	5.5
2022	14.2	3.5
2023	11.9	3.4
Thereafter	53.7	11.8
Total payments	€ 140.9	€ 33.8

(10) Income Taxes

Income tax expense attributable to our earnings (loss) from continuing operations before income taxes differs from the amounts computed using the Dutch income tax rate of 25.0%, as a result of the following factors:

	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
	in millions			
Computed "expected" tax benefit (expense)	€ (0.6)	€ 31.6	€ 5.2	€ 69.6
Change in valuation allowances	(9.9)	(27.9)	(27.5)	(62.4)
Non-deductible or non-taxable interest and other expenses	(3.2)	(10.2)	(6.6)	(25.2)
Basis and other differences in the treatment of items associated with investments in the UPC Holding Group entities	(0.8)	(3.5)	(1.4)	(5.6)
Other, net	1.0	(0.5)	3.8	(0.2)
Total income tax expense	€ (13.5)	€ (10.5)	€ (26.5)	€ (23.8)

On May 16, 2019, the Dutch government enacted legislation that limits certain tax consolidation provisions that apply to our Dutch tax group. The impact of these changes is not material on our combined financial statements.

(11) Related-party Transactions

Our related-party transactions are as follows:

	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
	in millions			
Credits (charges) included in:				
Revenue	€ 0.6	€ 0.9	€ 1.1	€ 1.0
Programming and other direct cost of services	(2.0)	(1.8)	(3.0)	(2.4)
Other operating	(0.8)	(0.7)	(1.8)	(0.6)
SG&A	(1.4)	(0.6)	(2.3)	(0.8)
Allocated share-based compensation expense	(6.2)	(2.5)	(11.0)	(4.8)
Fees and allocations, net:				
Operating and SG&A (exclusive of depreciation and share-based compensation)	(6.7)	(8.9)	(15.1)	(21.0)
Depreciation	(23.4)	(20.4)	(44.3)	(40.2)
Share-based compensation	(4.1)	(4.9)	(11.4)	(5.1)
Management fee	(8.3)	(14.9)	(20.0)	(30.0)
Total fees and allocations, net	(42.5)	(49.1)	(90.8)	(96.3)
Included in operating income	(52.3)	(53.8)	(107.8)	(103.9)
Interest expense	—	(143.9)	—	(312.3)
Interest income	2.7	—	4.4	—
Included in net earnings (loss)	€ (49.6)	€ (197.7)	€ (103.4)	€ (416.2)
Property and equipment transfers, net	€ (90.4)	€ (109.4)	€ (163.9)	€ (224.9)

General. The UPC Holding Group charges fees and allocates costs and expenses to certain other Liberty Global subsidiaries and certain Liberty Global subsidiaries outside of the UPC Holding Group charge fees and allocate costs and expenses to the UPC Holding Group. 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. The methodology Liberty Global uses to allocate its central and administrative costs to its borrowing groups impacts the calculation of the "EBITDA" metric specified by our debt agreements (**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 (a) the amount and nature of costs incurred by the allocating Liberty Global subsidiaries during the period, (b) the allocation methodologies in effect during the period and (c) 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). 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 condensed combined statements of operations are reflective of the costs that we would incur on a standalone basis.

Revenue. Amounts primarily relate to B2B related services and network maintenance services provided to certain affiliates outside of the UPC Holding Group.

Programming and other direct costs of services. Amounts represent certain cash settled charges from other Liberty Global subsidiaries and affiliates to the UPC Holding Group for programming-related and interconnect services provided to our company.

Other operating expenses. Amounts represent certain cash settled charges between Liberty Global subsidiaries and the UPC Holding Group, primarily for network-related services and other items.

SG&A expenses. Amounts represent certain cash settled charges between Liberty Global subsidiaries and the UPC Holding Group, primarily for information technology-related services and software maintenance services.

Allocated share-based compensation expense. Amounts are allocated to our company by Liberty Global subsidiaries and represent share-based compensation expense associated with the Liberty Global share-based incentive awards held by certain employees of our combined entities. Share-based compensation expense is included in SG&A expenses in our condensed combined statements of operations.

Fees and allocations, net. These amounts, which are based on our company's estimated share of the applicable costs (including personnel-related and other costs associated with the services provided) incurred by Liberty Global subsidiaries, represent the aggregate net effect of charges between our company and various Liberty Global subsidiaries that are outside of our company. These charges generally relate to management, finance, legal, technology and other services that support our company's operations. The categories of our fees and allocations, net, are as follows:

- *Operating and SG&A (exclusive of depreciation and share-based compensation).* The amounts included in this category, which are generally loan settled, represent our estimated share of certain centralized technology, management, marketing, finance and other operating and SG&A expenses of Liberty Global subsidiaries, 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 subsidiaries, 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 loan 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 subsidiaries, 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 subsidiaries, without a mark-up.

- *Management fee.* The amounts included in this category, which are generally loan settled, represent our estimated allocable share of (i) operating 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.

Liberty Global charges technology-based fees to our company using a royalty-based method. For the six months ended June 30, 2019 and 2018, our proportional share of the technology-based costs of €71.7 million and €68.7 million, respectively, was €0.7 million and €1.1 million, respectively, more than the actual amount charged under the royalty-based method. Accordingly, these excess amounts have been reflected as deemed contributions of technology-related services in our condensed combined statements of equity (deficit). Any excess of these charges over our estimated proportionate share of the underlying technology-based costs will be classified as management fees and added back to arrive at Covenant EBITDA.

Interest expense. Amounts primarily include interest accrued on the Shareholder Loan (as defined and described below). Interest expense is accrued and included in other long-term liabilities during the year and then added to the Shareholder Loan balance at the end of the year.

Property and equipment transfers, net. These amounts, which are generally cash settled, represent the net carrying values related to (i) customer premises equipment that is centrally procured by an entity that is part of the UPC Holding Group and subsequently transferred to other Liberty Global subsidiaries and affiliates outside of the UPC Holding Group and (ii) used customer premises and network-related equipment acquired from or transferred to other Liberty Global subsidiaries, including LG B.V. During all periods presented, the carrying values of the equipment transferred out of the UPC Holding Group exceed the carrying values of the equipment transferred into the UPC Holding Group. The net cash received in connection with these transfers is reflected as a reduction to capital expenditures, net, within our condensed combined statements of cash flows. Certain of these transfers relate to third-party purchases of property and equipment initially made by our company under vendor financing arrangements and, accordingly, these purchases are not reported as capital expenditures.

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

	June 30, 2019	December 31, 2018
	in millions	
Assets:		
Current receivables (a)	€ 128.1	€ 162.8
LGEF Receivable (b)	332.2	221.7
Other long-term receivables	4.5	23.0
Total	€ 464.8	€ 407.5
Liabilities:		
Accounts payable	€ 166.8	€ 38.6
Accrued liabilities	84.2	136.3
Total	€ 251.0	€ 174.9

(a) Primarily represents (i) €105.0 million and €94.3 million, respectively, of receivables due from LG B.V. and (ii) €38.0 million and €52.7 million, respectively, of receivables due from other Liberty Global subsidiaries related to centrally-procured property and equipment purchased by our company on behalf of these other Liberty Global subsidiaries. These receivables are non-interest bearing and may be cash or loan settled.

(b) UPC Holding signed a related-party agreement on January 1, 2019 related to the €221.7 million receivable (the **LGEF Receivable**) due from LGE Financing B.V. (**LGE Financing**) at December 31, 2018. The LGEF Receivable bears interest at 5.96% and matures on January 1, 2029. Accrued interest on the LGEF Receivable is transferred to the receivable balance at the beginning of each year. The net increase in the LGEF Receivable balance during the six months ended June 30, 2019 includes (i) cash repayments of €1,242.5 million, (ii) cash advances of €1,169.5 million and (iii) a €183.5 million non-cash increase related to the settlement of certain related-party amounts.

UPC Holding has an unsecured shareholder loan (the **Shareholder Loan**) with LGE Financing, which, as amended, matures in 2030 and is subordinated in right of payment to the prior payment in full of the UPC Holding Senior Notes in the event of (i) a total or partial liquidation, dissolution or winding up of UPC Holding, (ii) a bankruptcy, reorganization, insolvency, receivership or similar proceeding relating to UPC Holding or its property, (iii) an assignment for the benefit of creditors or (iv) any marshaling of UPC Holding's assets or liabilities. The interest rate on the Shareholder Loan is a fixed rate of 9.79% and accrued interest is included in other long-term liabilities until it is transferred to the loan balance at the end of each year. At June 30, 2019 and December 31, 2018, there was no outstanding balance on the Shareholder Loan.

During the six months ended June 30, 2019 and 2018, we recorded aggregate capital charges of €5.1 million and €1.3 million, respectively, in our condensed combined statements of equity (deficit) in connection with the exercise of Liberty Global share appreciation rights and the vesting of Liberty Global restricted share awards and performance-based restricted share units held by employees of our combined entities. 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.

(12) 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 purchases of customer premises and other equipment and services, programming contracts and network and connectivity commitments. The following table sets forth the euro equivalents of such commitments as of June 30, 2019. The commitments included in this table do not reflect any liabilities that are included on our June 30, 2019 condensed combined balance sheet:

	Payments due during:							
	Remainder of 2019	2020	2021	2022	2023	2024	Thereafter	Total
	in millions							
Purchase commitments	€ 114.9	€ 100.1	€ 48.0	€ 21.9	€ 13.1	€ 13.0	€ 23.6	€ 334.6
Programming commitments	46.3	81.7	54.8	20.7	—	—	—	203.5
Network and connectivity commitments	53.1	32.3	15.2	6.1	3.6	1.5	13.3	125.1
Total	€ 214.3	€ 214.1	€ 118.0	€ 48.7	€ 16.7	€ 14.5	€ 36.9	€ 663.2

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 information technology and maintenance services, consisting of €0.7 million associated with related-party purchase obligations due during the remainder of 2019.

Programming commitments consist of obligations associated with certain of our programming and sports rights 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 sports services. Programming commitments do not include increases in future periods associated with contractual inflation or other price adjustments that are not fixed. Accordingly, the amounts reflected in the above 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, our total programming and copyright costs aggregated €73.0 million and €71.8 million during the six months ended June 30, 2019 and 2018, respectively.

Network and connectivity commitments include commitments associated with (i) network maintenance commitments, (ii) commitments associated with our mobile virtual network operator (**MVNO**) agreements, (iii) certain operating costs associated with our leased networks and (iv) fiber leasing agreements. The amounts reflected in the above table with respect to certain of our MVNO commitments represent fixed minimum amounts payable under these agreements and, therefore, may be significantly less than the actual amounts we ultimately pay in these periods.

In addition to the commitments set forth in the table above, we have significant commitments under (i) derivative instruments and (ii) defined benefit plans and similar agreements, 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 the six months ended June 30, 2019 and 2018, see note 5.

We also have commitments pursuant to agreements with, and obligations imposed by, franchise authorities and municipalities, which may include obligations in certain markets to move aerial cable to underground ducts or to upgrade, rebuild or extend portions of our broadband communication systems. Such amounts are not included in the above table because they are not fixed or determinable.

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.

Other Regulatory Issues. Video distribution, broadband internet, fixed-line telephony, mobile and content businesses are regulated in each of the countries in which we operate. The scope of regulation varies from country to country, although in some significant respects regulation in European markets is harmonized under the regulatory structure of the E.U. Adverse regulatory developments could subject our businesses to a number of risks. Regulation, including conditions imposed on us by competition or other authorities as a requirement to close acquisitions or dispositions, could limit growth, revenue and the number and types of services offered and could lead to increased operating costs and property and equipment additions. In addition, regulation may restrict our operations and subject them to further competitive pressure, including pricing restrictions, interconnect and other access obligations, and restrictions or controls on content, including content provided by third parties. Failure to comply with current or future regulation could expose our businesses to various penalties.

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, withholding 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.

(13) Segment Reporting

We generally identify our reportable segments as those operating entities that represent 10% or more of our revenue, Segment OCF (as defined below) or total assets. In certain cases, we may elect to include an operating segment in our segment disclosure that does not meet the above-described criteria for a reportable segment. We evaluate performance and make decisions about allocating resources to our operating segments based on financial measures such as revenue and Segment OCF. In addition, we review non-financial measures such as subscriber growth, as appropriate.

Segment OCF is the primary measure used by our chief operating decision maker to evaluate segment operating performance and is also a key factor that is used by our internal decision makers to (i) determine how to allocate resources to segments and (ii) evaluate the effectiveness of our management for purposes of annual and other incentive compensation plans. As we use the term, "**Segment OCF**" is defined as operating income before depreciation and amortization, share-based compensation, related-party fees and allocations, provisions and provision releases related to significant litigation and impairment, restructuring and other operating items. Other operating items include (a) gains and losses on the disposition of long-lived assets, (b) third-party costs directly associated with successful and unsuccessful acquisitions and dispositions, including legal, advisory and due diligence fees, as applicable, and (c) other acquisition-related items, such as gains and losses on the settlement of contingent consideration. Our internal decision makers believe Segment OCF is a meaningful measure because it represents a transparent view of our recurring operating performance that is unaffected by our capital structure and allows management to (1) readily view operating trends, (2) perform analytical comparisons and benchmarking between segments and (3) identify strategies to improve operating performance in the different countries in which we operate. A reconciliation of Segment OCF from continuing operations to earnings (loss) from continuing operations before income taxes is presented below.

As of June 30, 2019, our reportable segments are as follows:

- Switzerland
- Central and Eastern Europe

Segment information for all periods has been retrospectively revised to present our operating segments in Austria, Hungary, the Czech Republic, Romania and UPC DTH as discontinued operations. As a result, (i) our former Switzerland/Austria reportable segment now only includes our operations in Switzerland and (ii) our Central and Eastern Europe reportable segment now only includes our operations in Poland and Slovakia.

Performance Measures of Our Reportable Segments

	Revenue			
	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
	in millions			
Switzerland	€ 280.2	€ 278.5	€ 558.5	€ 559.1
Central and Eastern Europe	105.9	103.3	210.8	208.7
Intersegment eliminations	—	(0.4)	—	(0.4)
Total	€ 386.1	€ 381.4	€ 769.3	€ 767.4

	Segment OCF			
	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
	in millions			
Switzerland	€ 150.9	€ 158.6	€ 294.6	€ 310.4
Central and Eastern Europe	51.6	52.1	101.9	102.8
Central and Corporate and intersegment eliminations (a)	(2.2)	(1.8)	(3.3)	(2.5)
Total	€ 200.3	€ 208.9	€ 393.2	€ 410.7

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(a) Amounts are related to transactions between our continuing and discontinued operations prior to the disposal dates of such discontinued operations.

The following table provides a reconciliation of total Segment OCF from continuing operations to earnings (loss) from continuing operations before income taxes:

	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
	in millions			
Total Segment OCF from continuing operations	€ 200.3	€ 208.9	€ 393.2	€ 410.7
Share-based compensation expense	(6.2)	(2.5)	(11.0)	(4.8)
Related-party fees and allocations, net	(42.5)	(49.1)	(90.8)	(96.3)
Depreciation and amortization	(83.6)	(84.6)	(168.1)	(169.9)
Impairment, restructuring and other operating items, net	(7.8)	(1.7)	(8.8)	(3.8)
Operating income	60.2	71.0	114.5	135.9
Interest expense:				
Third-party	(64.9)	(68.0)	(128.6)	(133.8)
Related-party	—	(143.9)	—	(312.3)
Realized and unrealized gains (losses) on derivative instruments, net	(40.6)	231.6	7.2	190.6
Foreign currency transaction gains (losses), net	42.9	(218.7)	(22.4)	(163.1)
Other income, net	4.8	1.9	8.5	4.5
Earnings (loss) from continuing operations before income taxes	€ 2.4	€ (126.1)	€ (20.8)	€ (278.2)

Property and Equipment Additions of our Reportable Segments

The property and equipment additions of our reportable segments (including capital additions financed under vendor financing or finance lease arrangements) are presented below and reconciled to the capital expenditure amounts included in our condensed combined statements of cash flows. For additional information concerning capital additions financed under vendor financing and finance lease arrangements, see notes 8 and 9.

	Six months ended June 30, 2019	Six months ended June 30, 2018
	in millions	
Switzerland	€ 120.4	€ 86.9
Central and Eastern Europe	36.6	56.0
Total segment property and equipment additions	157.0	142.9
Other (a)	1.9	16.1
Total property and equipment additions	158.9	159.0
Assets acquired under capital-related vendor financing arrangements	(221.7)	(185.0)
Assets acquired under finance leases	(2.5)	(0.2)
Changes in current liabilities related to capital expenditures (including related-party amounts) (b)	185.4	195.0
Total capital expenditures, net	€ 120.1	€ 168.8
Capital expenditures, net:		
Third-party payments	€ 178.0	€ 221.7
Proceeds received for transfers to related parties (c)	(57.9)	(52.9)
Total capital expenditures, net	€ 120.1	€ 168.8

(a) Primarily relates to inventory build-up of centrally-procured customer premises equipment. This equipment is ultimately transferred to certain of Liberty Global's operating subsidiaries and affiliates, including entities within the UPC Holding Group. Equipment transferred outside of the UPC Holding Group is reflected as a reduction to our property and equipment additions in the period in which the equipment is transferred. For additional information, see note 11.

(b) Includes cash received for property and equipment transfers outside of the UPC Holding Group. For additional information, see note 11.

(c) Primarily relates to transfers of centrally-procured property and equipment to our discontinued operations and certain of Liberty Global's operating subsidiaries and affiliates outside of the UPC Holding Group.

Revenue by Major Category

Our revenue by major category is set forth below:

	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
	in millions			
Residential revenue:				
Residential cable revenue (a):				
Subscription revenue (b):				
Video	€ 168.7	€ 173.9	€ 338.8	€ 352.6
Broadband internet	98.0	97.6	195.8	195.1
Fixed-line telephony	26.7	28.5	53.5	57.3
Total subscription revenue	293.4	300.0	588.1	605.0
Non-subscription revenue	16.0	17.4	37.4	39.7
Total residential cable revenue	309.4	317.4	625.5	644.7
Residential mobile revenue (c):				
Subscription revenue (b)	14.3	10.6	27.2	20.1
Non-subscription revenue	8.5	3.2	12.1	6.2
Total residential mobile revenue	22.8	13.8	39.3	26.3
Total residential revenue	332.2	331.2	664.8	671.0
B2B revenue (d):				
Subscription revenue	11.9	10.5	23.4	20.4
Non-subscription revenue	41.5	39.3	80.2	75.2
Total B2B revenue	53.4	49.8	103.6	95.6
Other revenue	0.5	0.4	0.9	0.8
Total	€ 386.1	€ 381.4	€ 769.3	€ 767.4

(a) Residential cable subscription revenue includes amounts received from subscribers for ongoing services and the recognition of deferred installation revenue over the associated contract period. Residential cable non-subscription revenue includes, among other items, channel carriage fees, late fees and revenue from the sale of equipment.

(b) Residential 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.

(c) Residential mobile subscription revenue includes amounts received from subscribers for ongoing services. Residential mobile non-subscription revenue includes, among other items, interconnect revenue and revenue from sales of mobile handsets and other devices.

(d) B2B subscription revenue represents revenue from services to certain small or 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. B2B non-subscription revenue includes business broadband internet, video, fixed-line telephony, mobile and data services offered to medium to large enterprises and, on a wholesale basis, to other operators.

Geographic Segments

The revenue of our geographic segments is set forth below:

	Three months ended June 30, 2019	Three months ended June 30, 2018	Six months ended June 30, 2019	Six months ended June 30, 2018
	in millions			
Switzerland	€ 280.2	€ 278.5	€ 558.5	€ 559.1
Poland	94.9	92.5	188.9	186.9
Slovakia	11.0	10.8	21.9	21.8
Intersegment eliminations	—	(0.4)	—	(0.4)
Total	€ 386.1	€ 381.4	€ 769.3	€ 767.4

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 combined financial statements and the discussion and analysis included in our 2018 annual report, is intended to assist in providing an understanding of our financial condition, changes in financial condition and results of operations and is organized as follows:

- *Forward-looking Statements.* This section provides a description of certain factors that could cause actual results or events to differ materially from anticipated results or events.
- *Overview.* This section provides a general description of our business and recent events.
- *Material Changes in Results of Operations.* This section provides an analysis of our results of operations for the three and six months ended June 30, 2019 and 2018.
- *Material Changes in Financial Condition.* This section provides an analysis of our liquidity, condensed combined statements of cash flows and contractual commitments.

The capitalized terms used below have been defined in the notes to our condensed combined financial statements. In the following text, the terms "we," "our," "our company" and "us" may refer, as the context requires, to UPC Holding or the UPC Holding Group.

Unless otherwise indicated, convenience translations into euros are calculated as of June 30, 2019.

Forward-looking Statements

Certain statements in this quarterly report constitute forward-looking statements. To the extent that statements in this quarterly 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 *Management's Discussion and Analysis of Financial Condition and Results of Operations* may contain forward-looking statements, including statements regarding our business, product, foreign currency and finance strategies, subscriber growth and retention rates, competitive, regulatory and economic factors, the timing and impacts of proposed transactions, the maturity of our markets, the anticipated impacts of new legislation (or changes to existing rules and regulations), anticipated changes in our revenue, costs or growth rates, our liquidity, credit risks, foreign currency risks, interest rate risks, target leverage levels, our future projected contractual commitments and cash flows and other information and statements that are not historical fact. 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. In evaluating these statements, you should consider the following list of 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 countries in which we operate;
- the competitive environment in the industries in the countries in which we operate, 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 cable television, 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 maintain or increase the number of subscriptions to our cable television, 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 countries in which we operate and adverse outcomes from regulatory proceedings;
- government intervention that requires opening our broadband distribution networks to competitors;
- our ability to obtain regulatory approval and satisfy other conditions necessary to close acquisitions and dispositions (including the pending disposition of UPC Switzerland) and the impact of conditions imposed by competition and other regulatory authorities in connection with acquisitions;
- 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 that we expect to acquire;
- changes in laws or treaties relating to taxation, or the interpretation thereof, in countries 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 providers under our MVNO arrangements) to timely deliver quality products, equipment, software, services and access;
- the availability of attractive programming for our 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 any planned network extension programs;
- 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 and joint venturers; 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 quarterly 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 quarterly 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.

Overview

General

We are an international provider of video, broadband internet, fixed-line telephony and mobile communications services to residential customers and businesses in Europe. Our continuing operations currently provide residential and B2B communications services in Switzerland, Poland and Slovakia. On February 27, 2019, Liberty Global entered into an agreement to sell our operations in Switzerland. For additional information, see note 4 to our condensed combined financial statements.

As further described in note 4 to our condensed combined financial statements, Liberty Global (i) completed the sale of our operations in Romania, Hungary and the Czech Republic (exclusive of our DTH operations) on July 31, 2019, (ii) completed the sale of the operations of UPC DTH on May 2, 2019 and (iii) completed the sale of our operations in Austria on July 31, 2018. Accordingly, our operations in Austria, Romania, Hungary and the Czech Republic and the operations of UPC DTH are presented as discontinued operations for all applicable periods. In the following discussion and analysis, the operating statistics, results of operations, cash flows and financial condition that we present and discuss are those of our continuing operations unless otherwise indicated.

Operations

At June 30, 2019, our continuing operations owned and operated networks that passed 6,469,900 homes and served 5,740,200 revenue generating units (**RGUs**), consisting of 2,446,400 video subscribers, 2,018,400 broadband internet subscribers and 1,275,400 fixed-line telephony subscribers. In addition, at June 30, 2019, our continuing operations served 176,400 mobile subscribers.

Competition and Other External Factors

We are experiencing significant competition from incumbent telecommunications operators, DTH operators and/or other providers in all of our markets. The significant competition we are experiencing, together with macroeconomic and regulatory factors, has adversely impacted our revenue, RGUs and/or average monthly subscription revenue per average cable RGU or mobile subscriber, as applicable (**ARPU**), particularly in Switzerland. For additional information regarding the revenue impact of changes in the RGUs and ARPU of our reportable segments, see *Discussion and Analysis of our Reportable Segments* below.

In addition to competition, our operations are subject to macroeconomic, political and other risks that are outside of our control. For example, on June 23, 2016, the U.K. held a referendum in which U.K. citizens voted in favor of, on an advisory basis, an exit from the E.U. commonly referred to as "**Brexit**." Following the failure to reach a separation deal by the original deadline of March 29, 2019, the E.U. granted the U.K. an extension until October 31, 2019. Uncertainty remains as to what kind of separation agreement, if any, may be approved by the U.K. Parliament. It is possible that the U.K. will again fail to reach a separation agreement with the E.U. by the new October 31, 2019 deadline which, absent another extension, would require the U.K. to leave the E.U. under a so-called "hard Brexit" or "no-deal Brexit" without agreements on trade, finance and other key elements. The foregoing has caused considerable uncertainty as to Brexit's impact on the free movement of goods, services, people, data and capital between the U.K. and the E.U., customer behavior, economic conditions, interest rates, currency exchange rates and availability of capital. The effects of Brexit could adversely affect our business, results of operations, financial condition and liquidity.

Material Changes in Results of Operations

In the following discussion, we quantify the estimated impact of acquisitions (the **Acquisition Impact**) on our operating results. The Acquisition Impact represents our estimate of the difference between the operating results of the periods under comparison that is attributable to an acquisition. In general, we base our estimate of the Acquisition Impact on an acquired entity's operating results during the first three to twelve months following the acquisition date, as adjusted to remove integration costs and any other material unusual or nonoperational items, such that changes from those operating results in subsequent periods are considered to be organic changes. Accordingly, in the following discussion, (i) organic variances attributed to an acquired entity during the first 12 months following the acquisition date represent differences between the Acquisition Impact and the actual results and (ii) the calculation of our organic change percentages includes the organic activity of an acquired entity relative to the Acquisition Impact of such entity.

Changes in foreign currency exchange rates have a significant impact on our reported operating results as most of our operating segments have functional currencies other than the euro. Our primary exposure to foreign exchange (**FX**) risk during the three months ended June 30, 2019 was to the Swiss franc and other local currencies in Europe as 97.2% of our euro revenue during the period was derived from our combined entities whose functional currencies are those other than the euro. The portions of the changes in the various components of our results of operations that are attributable to changes in FX are highlighted under *Discussion and Analysis of our Reportable Segments* and *Discussion and Analysis of our Combined Operating Results* below.

Discussion and Analysis of our Reportable Segments

General

Our reportable segments derive their revenue primarily from residential and B2B communications services, including video, broadband internet, fixed-line telephony and mobile services. For detailed information regarding the composition of our reportable segments and how we define and categorize our revenue components, see note 13 to our condensed combined financial statements.

The tables presented below in this section provide the details of the revenue and Segment OCF of our combined reportable segments for the three and six months ended June 30, 2019 and 2018. These tables present (i) the amounts reported for the current and comparative periods, (ii) the reported euro and percentage change from period to period and (iii) the organic percentage change from period to period. For our organic comparisons, which exclude the impact of FX, we assume that exchange rates remained constant at the prior-year rate during all periods presented. We also provide a table showing the Segment OCF margins of our combined reportable segments for the three and six months ended June 30, 2019 and 2018 at the end of this section.

All of our revenue is derived from jurisdictions that administer 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 costs and expenses and corresponding declines in our Segment OCF and Segment OCF margins 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 and, in very limited cases, we could experience retroactive changes in our interconnect revenue and/or costs. The ultimate impact of any such changes in termination rates on our Segment OCF would be dependent on the call or text messaging patterns that are subject to the changed termination rates.

We are subject to inflationary pressures with respect to certain costs and foreign currency exchange risk with respect to costs and expenses that are denominated in currencies other than the respective functional currencies of our combined reportable segments (**non-functional currency expenses**). 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.

Revenue of our Reportable Segments

General. While not specifically discussed in the below explanations of the changes in the revenue of our reportable segments, we are experiencing significant competition in all of our markets. This competition has an adverse impact on our ability to increase or maintain our RGUs and/or ARPU.

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 ARPU. Changes in ARPU can be attributable to (a) changes in prices, (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 discuss ARPU changes in terms of the net impact of the above factors on the ARPU that is derived from our video, broadband internet, fixed-line telephony and mobile products.

	Three months ended June 30,		Increase		Organic increase (decrease)
	2019	2018	€	%	%
	in millions, except percentages				
Switzerland	€ 280.2	€ 278.5	€ 1.7	0.6	(3.6)
Central and Eastern Europe	105.9	103.3	2.6	2.5	2.9
Intersegment eliminations	—	(0.4)	0.4	N.M.	N.M.
Total	€ 386.1	€ 381.4	€ 4.7	1.2	(1.8)

	Six months ended June 30,		Increase (decrease)		Organic increase (decrease)
	2019	2018	€	%	%
	in millions, except percentages				
Switzerland	€ 558.5	€ 559.1	€ (0.6)	(0.1)	(3.7)
Central and Eastern Europe	210.8	208.7	2.1	1.0	2.6
Intersegment eliminations	—	(0.4)	0.4	N.M.	N.M.
Total	€ 769.3	€ 767.4	€ 1.9	0.2	(2.0)

N.M. — Not Meaningful.

Switzerland. The details of the changes in Switzerland's revenue during the three and six months ended June 30, 2019, as compared to the corresponding periods in 2018, are set forth below:

	Three-month period			Six-month period		
	Subscription revenue	Non-subscription revenue	Total	Subscription revenue	Non-subscription revenue	Total
	in millions					
Increase (decrease) in residential cable subscription revenue due to change in:						
Average number of RGUs (a)	€ (16.8)	€ —	€ (16.8)	€ (33.1)	€ —	€ (33.1)
ARPU (b)	0.1	—	0.1	1.7	—	1.7
Decrease in residential cable non-subscription revenue (c)	—	(1.6)	(1.6)	—	(3.0)	(3.0)
Total decrease in residential cable revenue	(16.7)	(1.6)	(18.3)	(31.4)	(3.0)	(34.4)
Increase in residential mobile revenue (d)	3.2	4.8	8.0	6.2	5.3	11.5
Increase (decrease) in B2B revenue	0.4	(0.1)	0.3	0.9	1.3	2.2
Total organic increase (decrease)	(13.1)	3.1	(10.0)	(24.3)	3.6	(20.7)
Impact of acquisitions	0.4	—	0.4	0.9	—	0.9
Impact of FX	8.8	2.5	11.3	15.3	3.9	19.2
Total	€ (3.9)	€ 5.6	€ 1.7	€ (8.1)	€ 7.5	€ (0.6)

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(a) The decreases in residential cable subscription revenue related to changes in the average number of RGUs are attributable to declines in the average number of video, broadband internet and fixed-line telephony RGUs.

(b) The increases in residential cable subscription revenue related to changes in ARPU are primarily attributable to the net effect of (i) net increases due to (a) higher ARPU from broadband internet and video services, including, for the six-month comparison, the positive impact of a €3.3 million revenue reversal recorded during the first quarter of 2018, and (b) lower ARPU from fixed-line telephony services and (ii) adverse changes in RGU mix.

(c) The decreases in residential cable non-subscription revenue are largely attributable to decreases in revenue associated with our Swiss sports channels.

(d) The increases in residential mobile subscription revenue are primarily due to increases in the average number of mobile subscribers. The increases in residential mobile non-subscription revenue are primarily attributable to increases in revenue from mobile handset sales.

Central and Eastern Europe. The details of the increases in Central and Eastern Europe's revenue during the three and six months ended June 30, 2019, as compared to the corresponding periods in 2018, are set forth below:

	Three-month period			**Six-month period**		
	Subscription revenue	**Non-subscription revenue**	**Total**	**Subscription revenue**	**Non-subscription revenue**	**Total**
			in millions			
Increase (decrease) in residential cable subscription revenue due to change in:						
Average number of RGUs (a)	€ 2.9	€ —	€ 2.9	€ 5.0	€ —	€ 5.0
ARPU (b)	(0.8)	—	(0.8)	(2.6)	—	(2.6)
Decrease in residential cable non-subscription revenue	—	(0.6)	(0.6)	—	(0.8)	(0.8)
Total increase (decrease) in residential cable revenue	2.1	(0.6)	1.5	2.4	(0.8)	1.6
Increase in B2B revenue	0.9	0.7	1.6	2.0	1.8	3.8
Total organic increase	3.0	0.1	3.1	4.4	1.0	5.4
Impact of FX	(0.6)	0.1	(0.5)	(3.1)	(0.2)	(3.3)
Total	€ 2.4	€ 0.2	€ 2.6	€ 1.3	€ 0.8	€ 2.1

(a) The increases in residential cable subscription revenue related to changes in the average number of RGUs are primarily attributable to increases in the average number of video and broadband internet RGUs in Poland.

(b) The decreases in residential cable subscription revenue related to changes in ARPU mainly relate to our operations in Poland, attributable to (i) net decreases due to (a) lower ARPU from video services and (b) higher ARPU from broadband internet services and (ii) adverse changes in RGU mix.

Programming and Other Direct Costs of Services of our Reportable Segments

Programming and other direct costs of services include programming and copyright costs, interconnect and access costs, costs of mobile handsets and other devices and other direct costs related to our operations. Programming and copyright costs, which represent a significant portion of our operating 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.

	Three months ended June 30,		Increase		Organic increase
	2019	2018	€	%	%
	in millions, except percentages				
Switzerland	€ 56.5	€ 51.9	€ 4.6	8.9	4.7
Central and Eastern Europe	26.7	23.6	3.1	13.1	13.5
Central and Corporate and intersegment eliminations	0.1	(0.3)	0.4	N.M.	N.M.
Total	€ 83.3	€ 75.2	€ 8.1	10.8	8.1

	Six months ended June 30,		Increase		Organic increase
	2019	2018	€	%	%
	in millions, except percentages				
Switzerland	€ 113.4	€ 108.9	€ 4.5	4.1	0.7
Central and Eastern Europe	53.4	48.0	5.4	11.3	13.1
Central and Corporate and intersegment eliminations	0.2	(0.2)	0.4	N.M.	N.M.
Total	€ 167.0	€ 156.7	€ 10.3	6.6	4.7

N.M. — Not Meaningful.

Our programming and other direct costs of services increased €8.1 million or 10.8% and €10.3 million or 6.6% during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. On an organic basis, our programming and other direct costs of services increased €6.1 million or 8.1% and €7.4 million or 4.7% during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. These increases include the following factors:

- Increases in mobile handset and other device costs of €4.5 million or 184.0% and €4.4 million or 99.3%, respectively, primarily due to higher sales volumes in Switzerland;
- Increases in interconnect and access costs of €1.0 million or 4.5% and €2.1 million or 5.4%, respectively, primarily due to the net effect of (i) higher lease and B2B data costs, primarily in Switzerland, (ii) increases in interconnect and roaming costs, primarily in Poland and, for the six-month comparison, in Switzerland, and (iii) lower MVNO costs in Switzerland; and
- Decreases in programming and copyright costs of €0.4 million or 1.1% and €0.2 million or 0.3%, respectively, primarily due to decreases in Switzerland that were only partially offset by increases in Poland. The decreases in programming and copyright costs were driven by lower costs for certain premium and/or basic content, as the impact of lower average numbers of video RGUs, primarily in Switzerland, was only partially offset by higher rates, primarily in Poland and Switzerland.

Other Operating Expenses of our Reportable Segments

Other operating expenses include network operations, customer operations, customer care and other costs related to our operations.

	Three months ended June 30,		Increase		Organic increase
	2019	2018	€	%	%
	in millions, except percentages				
Switzerland	€ 34.5	€ 31.3	€ 3.2	10.2	5.9
Central and Eastern Europe	13.2	13.2	—	—	1.3
Central and Corporate and intersegment eliminations	0.9	0.6	0.3	N.M.	N.M.
Total	€ 48.6	€ 45.1	€ 3.5	7.8	5.1

	Six months ended June 30,		Increase (decrease)		Organic decrease
	2019	2018	€	%	%
	in millions, except percentages				
Switzerland	€ 70.3	€ 67.0	€ 3.3	4.9	(0.5)
Central and Eastern Europe	26.3	28.2	(1.9)	(6.7)	(5.5)
Central and Corporate and intersegment eliminations	1.3	0.2	1.1	N.M.	N.M.
Total	€ 97.9	€ 95.4	€ 2.5	2.6	(0.6)

N.M. — Not Meaningful.

Our other operating expenses increased €3.5 million or 7.8% and €2.5 million or 2.6% during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. On an organic basis, our other operating expenses increased (decreased) €2.3 million or 5.1% and (€0.6 million) or (0.6%) during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. These changes include the following factors:

- Decreases in customer service costs of €2.1 million or 23.2% and €3.9 million or 21.4%, respectively, primarily due to (i) decreases in customer premises equipment refurbishment costs, primarily in Switzerland, and (ii) lower call center costs in Switzerland;
- Decreases in outsourced labor costs of €1.6 million or 35.3% and €3.4 million or 33.2%, respectively, primarily associated with customer-facing activities in Switzerland and Poland; and
- Increases in core network and information technology-related costs of €0.8 million or 9.8% and €1.8 million or 11.0%, respectively, primarily due to (i) increases in network maintenance and energy costs, primarily in Switzerland, and (ii) increases in leased bandwidth and outsourced data center costs, primarily in Poland and, for the six-month comparison, in Switzerland.

SG&A Expenses of our Reportable Segments

SG&A expenses include human resources, information technology, general services, management, finance, legal, external sales and marketing costs, share-based compensation and other general expenses. We do not include share-based compensation in the following discussion and analysis of the SG&A expenses of our reportable segments as share-based compensation expense is not included in the performance measures of our reportable segments.

	Three months ended June 30, 2019	Three months ended June 30, 2018	Increase €	Increase %	Organic decrease %
	in millions, except percentages				
Switzerland	€ 38.3	€ 36.7	€ 1.6	4.4	(0.7)
Central and Eastern Europe	14.4	14.4	—	—	(0.6)
Central and Corporate and intersegment eliminations	1.2	1.1	0.1	N.M.	N.M.
Total SG&A expenses excluding share-based compensation expense	53.9	52.2	1.7	3.3	(0.4)
Share-based compensation expense	6.2	2.5	3.7	N.M.	
Total	€ 60.1	€ 54.7	€ 5.4	9.9	

	Six months ended June 30, 2019	Six months ended June 30, 2018	Increase (decrease) €	Increase (decrease) %	Organic increase (decrease) %
	in millions, except percentages				
Switzerland	€ 80.2	€ 72.8	€ 7.4	10.2	5.9
Central and Eastern Europe	29.2	29.7	(0.5)	(1.7)	(0.3)
Central and Corporate and intersegment eliminations	1.8	2.1	(0.3)	N.M.	N.M.
Total SG&A expenses excluding share-based compensation expense	111.2	104.6	6.6	6.3	3.7
Share-based compensation expense	11.0	4.8	6.2	N.M.	
Total	€ 122.2	€ 109.4	€ 12.8	11.7	

N.M. — Not Meaningful.

Our SG&A expenses (exclusive of share-based compensation expense) increased €1.7 million or 3.3% and €6.6 million or 6.3% during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. On an organic basis, our SG&A expenses increased (decreased) (€0.2 million) or (0.4%) and €3.9 million or 3.7% during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. These changes include the following factors:

- Increases in personnel costs of €3.7 million or 13.6% and €5.9 million or 11.3%, respectively, primarily due to the net effect of (i) higher staffing levels, primarily in Switzerland, (ii) increases in temporary personnel costs, primarily in Switzerland, and (iii) lower average costs per employee as decreases in Switzerland were only partially offset by increases in Poland; and

- An increase (decrease) in business service costs of (€0.1 million) or (2.0%) and €1.2 million or 13.9%, respectively, primarily due to the net effect of (i) higher consulting costs in Switzerland and (ii) decreases in travel and entertainment expenses, primarily in Switzerland.

Segment OCF of our Reportable Segments

Segment OCF is the primary measure used by our chief operating decision maker to evaluate segment operating performance. For the definition of this performance measure and for a reconciliation of total Segment OCF from continuing operations to earnings (loss) from continuing operations before income taxes, see note 13 to our condensed combined financial statements.

	Three months ended June 30,		Decrease		Organic decrease
	2019	2018	€	%	%
	in millions, except percentages				
Switzerland	€ 150.9	€ 158.6	€ (7.7)	(4.9)	(8.9)
Central and Eastern Europe	51.6	52.1	(0.5)	(1.0)	(0.5)
Central and Corporate and intersegment eliminations	(2.2)	(1.8)	(0.4)	N.M.	N.M.
Total	€ 200.3	€ 208.9	€ (8.6)	(4.1)	(7.0)

	Six months ended June 30,		Decrease		Organic increase (decrease)
	2019	2018	€	%	%
	in millions, except percentages				
Switzerland	€ 294.6	€ 310.4	€ (15.8)	(5.1)	(8.2)
Central and Eastern Europe	101.9	102.8	(0.9)	(0.9)	0.7
Central and Corporate and intersegment eliminations	(3.3)	(2.5)	(0.8)	N.M.	N.M.
Total	€ 393.2	€ 410.7	€ (17.5)	(4.3)	(6.2)

N.M. — Not Meaningful.

Segment OCF Margin

The following table sets forth the Segment OCF margins (Segment OCF divided by revenue) of each of our reportable segments:

	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
Switzerland	53.9%	56.9%	52.7%	55.5%
Central and Eastern Europe	48.6%	50.3%	48.3%	49.2%
Total, including other	51.9%	54.8%	51.1%	53.5%

In addition to organic changes in the revenue, operating and SG&A expenses of our reportable segments, the Segment OCF margins presented above include the impact of acquisitions. For discussion of the factors contributing to the changes in the Segment OCF margins of our reportable segments, see the above analyses of the revenue and expenses of our reportable segments.

Discussion and Analysis of our Combined Operating Results

General

For more detailed explanations of the changes in our revenue see the *Discussion and Analysis of our Reportable Segments* above.

Revenue

Our revenue by major category is set forth below:

	Three months ended June 30,		Increase (decrease)		Organic increase (decrease)
	2019	2018	€	%	%
	in millions, except percentages				
Residential revenue:					
Residential cable revenue (a):					
Subscription revenue (b):					
Video	€ 168.7	€ 173.9	€ (5.2)	(3.0)	(5.5)
Broadband internet	98.0	97.6	0.4	0.4	(2.5)
Fixed-line telephony	26.7	28.5	(1.8)	(6.3)	(9.1)
Total subscription revenue	293.4	300.0	(6.6)	(2.2)	(4.9)
Non-subscription revenue	16.0	17.4	(1.4)	(8.0)	(12.0)
Total residential cable revenue	309.4	317.4	(8.0)	(2.5)	(5.3)
Residential mobile revenue (c):					
Subscription revenue (b)	14.3	10.6	3.7	34.9	30.2
Non-subscription revenue	8.5	3.2	5.3	165.6	156.3
Total residential mobile revenue	22.8	13.8	9.0	65.2	59.4
Total residential revenue	332.2	331.2	1.0	0.3	(2.6)
B2B revenue (d):					
Subscription revenue	11.9	10.5	1.4	13.3	12.4
Non-subscription revenue	41.5	39.3	2.2	5.6	1.8
Total B2B revenue	53.4	49.8	3.6	7.2	3.2
Other revenue	0.5	0.4	0.1	25.0	N.M.
Total	€ 386.1	€ 381.4	€ 4.7	1.2	(1.8)

	Six months ended June 30, 2019	Six months ended June 30, 2018	Increase (decrease) €	Increase (decrease) %	Organic increase (decrease) %
	in millions, except percentages				
Residential revenue:					
Residential cable revenue (a):					
Subscription revenue (b):					
Video	€ 338.8	€ 352.6	€ (13.8)	(3.9)	(5.7)
Broadband internet	195.8	195.1	0.7	0.4	(1.9)
Fixed-line telephony	53.5	57.3	(3.8)	(6.6)	(9.2)
Total subscription revenue	588.1	605.0	(16.9)	(2.8)	(4.8)
Non-subscription revenue	37.4	39.7	(2.3)	(5.8)	(9.3)
Total residential cable revenue	625.5	644.7	(19.2)	(3.0)	(5.1)
Residential mobile revenue (c):					
Subscription revenue (b)	27.2	20.1	7.1	35.3	30.8
Non-subscription revenue	12.1	6.2	5.9	95.2	87.1
Total residential mobile revenue	39.3	26.3	13.0	49.4	44.1
Total residential revenue	664.8	671.0	(6.2)	(0.9)	(3.1)
B2B revenue (d):					
Subscription revenue	23.4	20.4	3.0	14.7	14.2
Non-subscription revenue	80.2	75.2	5.0	6.6	4.3
Total B2B revenue	103.6	95.6	8.0	8.4	5.8
Other revenue	0.9	0.8	0.1	12.5	N.M.
Total	€ 769.3	€ 767.4	€ 1.9	0.2	(2.0)

N.M. — Not Meaningful.

(a) Residential cable subscription revenue includes amounts received from subscribers for ongoing services and the recognition of deferred installation revenue over the associated contract period. Residential cable non-subscription revenue includes, among other items, channel carriage fees, late fees and revenue from the sale of equipment.

(b) Residential 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.

(c) Residential mobile subscription revenue includes amounts received from subscribers for ongoing services. Residential mobile non-subscription revenue includes, among other items, interconnect revenue and revenue from sales of mobile handsets and other devices. Residential mobile interconnect revenue was €1.3 million and €1.2 million during the three months ended June 30, 2019 and 2018, respectively, and €2.6 million and €2.2 million during the six months ended June 30, 2019 and 2018, respectively.

(d) B2B subscription revenue represents revenue from 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. A portion of the increases in our B2B subscription revenue is attributable to the conversion of certain residential subscribers to SOHO subscribers. B2B non-subscription revenue includes revenue from business broadband internet, video, fixed-line telephony, mobile and data services offered to medium to large enterprises and, on a wholesale basis, to other operators.

Total revenue. Our combined revenue increased €4.7 million and €1.9 million during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. On an organic basis, our combined revenue decreased €6.5 million or 1.8% and €14.9 million or 2.0% during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018.

Residential revenue. The details of the changes in our combined residential revenue for the three and six months ended June 30, 2019, as compared to the corresponding periods in 2018, are as follows:

	Three-month period	Six-month period
	in millions	
Decrease in residential cable subscription revenue due to change in:		
Average number of RGUs	€ (4.6)	€ (10.4)
ARPU	(10.0)	(18.6)
Decrease in residential cable non-subscription revenue	(2.1)	(3.7)
Total decrease in residential cable revenue	(16.7)	(32.7)
Increase in residential mobile subscription revenue	3.2	6.2
Increase in residential mobile non-subscription revenue	5.0	5.4
Total organic decrease in residential revenue	(8.5)	(21.1)
Impact of acquisitions	0.4	0.9
Impact of FX	9.1	14.0
Total increase (decrease) in residential revenue	€ 1.0	€ (6.2)

On an organic basis, our combined residential cable subscription revenue decreased €14.6 million or 4.9% and €29.0 million or 4.8% during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. These decreases are due to (i) decreases from video services of €9.6 million or 5.5% and €20.0 million or 5.7%, respectively, attributable to decreases in the average number of video RGUs and lower ARPU, (ii) decreases from fixed-line telephony services of €2.6 million or 9.1% and €5.3 million or 9.2%, respectively, attributable to the net effect of lower ARPU and increases in the average number of RGUs, and (iii) decreases from broadband internet services of €2.4 million or 2.5% and €3.7 million or 1.9%, respectively, attributable to lower ARPU and decreases in the average number of RGUs.

On an organic basis, our combined residential cable non-subscription revenue decreased €2.1 million or 12.0% and €3.7 million or 9.3% during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018, primarily due to decreases in Switzerland.

On an organic basis, our combined residential mobile subscription revenue increased €3.2 million or 30.2% and €6.2 million or 30.8% during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018, due to increases in Switzerland.

On an organic basis, our combined residential mobile non-subscription revenue increased €5.0 million or 156.3% and €5.4 million or 87.1% during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018, due to increases in revenue from sales of mobile handsets in Switzerland.

B2B revenue. On an organic basis, our combined B2B subscription revenue increased €1.3 million or 12.4% and €2.9 million or 14.2% during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. These increases are primarily due to increases in SOHO revenue in Poland.

On an organic basis, our combined B2B non-subscription revenue increased €0.7 million or 1.8% and €3.3 million or 4.3% during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. These increases are due to increases in Poland and Switzerland.

For additional information concerning the changes in our residential and B2B revenue, see *Discussion and Analysis of our Reportable Segments* above.

Programming and other direct costs of services

Our programming and other direct costs of services increased €8.1 million and €10.3 million during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. On an organic basis, our programming and other direct costs of services increased €6.1 million or 8.1% and €7.4 million or 4.7% during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. For additional information regarding the changes in our programming and other direct costs of services, see *Discussion and Analysis of our Reportable Segments — Programming and Other Direct Costs of Services of our Reportable Segments* above.

Other operating expenses

Our other operating expenses increased €3.5 million and €2.5 million during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. On an organic basis, our other operating expenses increased (decreased) €2.3 million or 5.1% and (€0.6 million) or (0.6%) during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. For additional information regarding the changes in our other operating expenses, see *Discussion and Analysis of our Reportable Segments — Other Operating Expenses of our Reportable Segments* above.

SG&A expenses

Our SG&A expenses increased €5.4 million and €12.8 million during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. Our SG&A expenses include share-based compensation expense, which increased €3.7 million and €6.2 million during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. Excluding share-based compensation, on an organic basis our SG&A expenses increased (decreased) (€0.2 million) or (0.4%) and €3.9 million or 3.7% during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. For additional information regarding the changes in our SG&A expenses, see *Discussion and Analysis of our Reportable Segments — SG&A Expenses of our Reportable Segments* above.

Related-party fees and allocations, net

We recorded related-party fees and allocations, net, related to our estimated share of the applicable costs incurred by Liberty Global subsidiaries of €42.5 million and €49.1 million during the three months ended June 30, 2019 and 2018, respectively, and €90.8 million and €96.3 million during the six months ended June 30, 2019 and 2018, respectively. These charges generally relate to management, finance, legal, technology and other corporate and administrative services provided to or by our combined entities. For additional information, see note 11 to our condensed combined financial statements.

Depreciation and amortization expense

Our depreciation and amortization expense was €83.6 million and €84.6 million for the three months ended June 30, 2019 and 2018, respectively, and €168.1 million and €169.9 million for the six months ended June 30, 2019 and 2018, respectively. Excluding the effects of FX, depreciation and amortization expense increased (decreased) €4.4 million or 5.2% and (€5.4 million) or (3.2%), respectively, primarily due to the net effect of (i) decreases associated with certain assets becoming fully depreciated, primarily in Poland, and (ii) increases 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, primarily in Poland and Switzerland.

Impairment, restructuring and other operating items, net

We recognized impairment, restructuring and other operating items, net, of €7.8 million and €1.7 million during the three months ended June 30, 2019 and 2018, respectively, and €8.8 million and €3.8 million during the six months ended June 30, 2019 and 2018, respectively. These amounts are primarily related to employee severance and termination costs related to certain reorganization activities in Switzerland.

Interest expense — third-party

Our third-party interest expense decreased €3.1 million and €5.2 million during the three and six months ended June 30, 2019, respectively as compared to the corresponding periods in 2018. These decreases are primarily attributable to the net effect of (i) lower average outstanding third-party debt balances and (ii) higher weighted average interest rates. For additional information regarding our outstanding indebtedness, see note 8 to our condensed combined 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 condensed combined financial statements, we use derivative instruments to manage our interest rate risks.

In July 2017, the U.K. Financial Conduct Authority (the authority that regulates LIBOR) announced that it intends to stop compelling banks to submit rates for the calculation of LIBOR after 2021. Additionally, the European Money Markets Institute (the authority that administers EURIBOR) has announced that measures will need to be undertaken by the end of 2021 to reform EURIBOR to ensure compliance with E.U. Benchmarks Regulation. Currently, it is not possible to predict the exact transitional arrangements for calculating applicable reference rates that may be made in the U.K., the U.S., the Eurozone or elsewhere given that a number of outcomes are possible, including the cessation of the publication of one or more reference rates. Our loan documents contain provisions that contemplate alternative calculations of the base rate applicable to our LIBOR-indexed and EURIBOR-indexed debt to the extent LIBOR or EURIBOR (as applicable) are not available, which alternative calculations we do not anticipate will be materially different from what would have been calculated under LIBOR or EURIBOR (as applicable). Additionally, no mandatory prepayment or redemption provisions would be triggered under our loan documents in the event that either the LIBOR rate or the EURIBOR rate is not available. It is possible, however, that any new reference rate that applies to our LIBOR-indexed or EURIBOR-indexed debt could be different than any new reference rate that applies to our LIBOR-indexed or EURIBOR-indexed derivative instruments. We anticipate managing this difference and any resulting increased variable-rate exposure through modifications to our debt and/or derivative instruments, however future market conditions may not allow immediate implementation of desired modifications and the company may incur significant associated costs.

Interest expense — related-party

Our related-party interest expense relates to interest expense on the Shareholder Loan. Our related-party interest expense decreased €143.9 million and €312.3 million during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. These decreases are due to decreases in the outstanding balance of the Shareholder Loan as a result of non-cash settlement of the balance during 2018. For additional information, see note 11 to our condensed combined 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. The details of our realized and unrealized gains (losses) on derivative instruments, net, are as follows:

	Three months ended June 30,		**Six months ended June 30,**	
	2019	**2018**	**2019**	**2018**
		in millions		
Cross-currency and interest rate derivative contracts (a)	€ (45.2)	€ 234.0	€ 12.7	€ 192.7
Foreign currency forward and option contracts	4.1	(1.9)	(6.2)	(1.5)
Other	0.5	(0.5)	0.7	(0.6)
Total	€ (40.6)	€ 231.6	€ 7.2	€ 190.6

(a) The results for the 2019 periods are primarily attributable to the net effect of (i) for the six-month period, a net gain associated with changes in certain market interest rates and (ii) net losses associated with changes in the relative value of certain currencies. In addition, the results for the 2019 periods include net losses of €4.8 million and €33.5 million, respectively, resulting from changes in our credit risk valuation adjustments. The gains during the 2018 periods are primarily attributable to the net effect of (a) net gains associated with changes in the relative value of certain currencies and (b) net losses associated with changes in certain market interest rates. In addition, the gains during the 2018 periods include net losses of €15.0 million and €7.6 million, respectively, resulting from changes in our credit risk valuation adjustments.

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

Foreign currency transaction gains (losses), net

Our foreign currency transaction gains or losses primarily result from the remeasurement of monetary assets and liabilities that are denominated in currencies other than the underlying functional currency of the applicable entity. Unrealized foreign currency transaction gains or losses are computed based on period-end exchange rates and are non-cash in nature until such time as the amounts are settled. The details of our foreign currency transaction gains (losses), net, are as follows:

	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
	in millions			
Intercompany payables and receivables denominated in a currency other than the entity's functional currency (a)	€ 24.8	€ (134.9)	€ (12.1)	€ (117.0)
U.S. dollar-denominated debt issued by euro functional currency entities	17.3	(80.8)	(11.0)	(45.2)
Cash and restricted cash denominated in a currency other than the entity's functional currency	—	(0.9)	1.5	(1.7)
Other	0.8	(2.1)	(0.8)	0.8
Total	€ 42.9	€ (218.7)	€ (22.4)	€ (163.1)

(a) Amounts primarily relate to (i) loans between certain of our non-operating and operating entities, which generally are denominated in the currency of the applicable operating entity, and (ii) loans between certain of our non-operating entities.

Income tax expense

We recognized income tax expense of €13.5 million and €10.5 million during the three months ended June 30, 2019 and 2018, respectively.

The income tax expense during the three months ended June 30, 2019 differs from the expected income tax expense of €0.6 million (based on the Dutch 25.0% income tax rate) primarily due to the negative impact of an increase in valuation allowances.

The income tax expense during the three months ended June 30, 2018 differs from the expected income tax benefit of €31.6 million (based on the Dutch 25.0% income tax rate) primarily due to the net negative impact of (i) an increase in valuation allowances and (ii) certain permanent differences between the financial and tax accounting treatment of interest, investments in UPC Holding Group entities and other items.

We recognized income tax expense of €26.5 million and €23.8 million during the six months ended June 30, 2019 and 2018, respectively.

The income tax expense during the six months ended June 30, 2019 differs from the expected income tax benefit of €5.2 million (based on the Dutch 25.0% income tax rate) primarily due to the net negative impact of (i) an increase in valuation allowances and (ii) certain permanent differences between the financial and tax accounting treatment of interest and other items.

The income tax expense during the six months ended June 30, 2018 differs from the expected income tax benefit of €69.6 million (based on the Dutch 25.0% income tax rate) primarily due to the net negative impact of (i) an increase in valuation allowances and (ii) certain permanent differences between the financial and tax accounting treatment of interest, UPC Holding Group entities and other items.

For additional information concerning our income taxes, see note 10 to our condensed combined financial statements.

Loss from continuing operations

During the three months ended June 30, 2019 and 2018, we reported losses from continuing operations of €11.1 million and €136.6 million, respectively, consisting of (i) operating income of €60.2 million and €71.0 million, respectively, (ii) net non-operating expense of €57.8 million and €197.1 million, respectively, and (iii) income tax expense of €13.5 million and €10.5 million, respectively.

During the six months ended June 30, 2019 and 2018, we reported losses from continuing operations of €47.3 million and €302.0 million, respectively, consisting of (i) operating income of €114.5 million and €135.9 million, respectively, (ii) net non-operating expense of €135.3 million and €414.1 million, respectively, and (iii) income tax expense of €26.5 million and €23.8 million, 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 from operations is largely dependent on our ability to increase our aggregate Segment OCF to a level that more than offsets the aggregate amount of our (a) share-based compensation expense, (b) related-party fees and allocations, net, (c) depreciation and amortization, (d) impairment, restructuring and other operating items, (e) interest expense, (f) other non-operating expenses and (g) income tax expense.

Subject to the limitations included in our various debt instruments, we expect that Liberty Global will cause our company to maintain our debt at current levels relative to our Covenant EBITDA. As a result, we expect we will continue to report significant levels of interest expense for the foreseeable future. For information concerning our expectations with respect to trends that may affect certain aspects of our operating results in future periods, see the discussion under *Overview* above. For information concerning the reasons for changes in specific line items in our condensed combined statements of operations, see the discussion under *Discussion and Analysis of our Reportable Segments* and *Discussion and Analysis of our Combined Operating Results* above.

Earnings from discontinued operations

We reported earnings from discontinued operations, net of taxes, of €34.0 million and €47.4 million during the three months ended June 30, 2019 and 2018, respectively, and €69.1 million and €89.2 million during the six months ended June 30, 2019 and 2018, respectively, related to the operations of the Vodafone Disposal Group, UPC DTH and, for the 2018 periods, UPC Austria. For additional information, see note 4 to our condensed combined financial statements.

Net earnings attributable to noncontrolling interests

Net earnings attributable to noncontrolling interests includes the noncontrolling interests' share of the results of our continuing and discontinued operations. Net earnings attributable to noncontrolling interests decreased €1.4 million and €2.9 million during the three and six months ended June 30, 2019, respectively, as compared to the corresponding periods in 2018. These decreases are attributable to the UPC Austria Distribution. For additional information, see note 4 to our condensed combined financial statements.

Material Changes in Financial Condition

Sources and Uses of Cash

The UPC Holding Group's primary assets are its investments in its combined entities, and the majority of our operating entities are owned by UPC Broadband Holding. Although our combined operating entities generate cash from operating activities, the terms of the instruments governing the indebtedness of UPC Broadband Holding may restrict our ability to access the liquidity of these entities. These entities accounted for substantially all of our €44.4 million of combined cash and cash equivalents at June 30, 2019. In addition, our ability to access the liquidity of these and other combined entities may be limited by tax and legal considerations, the presence of noncontrolling interests and other factors.

Corporate Liquidity of the UPC Holding Group

As the UPC Holding Group typically does not hold significant amounts of cash and cash equivalents at the corporate level, the UPC Holding Group's primary source of corporate liquidity is proceeds received from UPC Broadband Holding (and indirectly from UPC Broadband Holding's combined entities) in the form of loans or distributions. As noted above, various factors may limit the ability of the UPC Holding Group's combined entities to loan or distribute cash. From time to time, the UPC Holding Group may also supplement its sources of corporate liquidity with net proceeds received in connection with the issuance of debt instruments and/or loans or contributions from LGE Financing (and ultimately Liberty Global and other Liberty Global subsidiaries). No assurance can be given that any external funding would be available on favorable terms, or at all.

The UPC Holding Group's corporate liquidity requirements include (i) corporate general and administrative expenses and (ii) interest payments on the UPC Holding Senior Notes. From time to time, UPC Holding may also require cash in connection with (a) the repayment of third-party and related-party debt (including the repurchase or exchange of outstanding debt securities in the open market or privately-negotiated transactions and net repayments to LGE Financing pursuant to the Shareholder Loan, as described in note 11 to our condensed combined financial statements), (b) the funding of loans or distributions to LGE Financing (and ultimately Liberty Global and other Liberty Global subsidiaries), (c) the satisfaction of contingent liabilities, (d) acquisitions, (e) other investment opportunities or (f) income tax payments.

Liquidity of Combined Operating Entities

In addition to cash and cash equivalents, the primary source of liquidity of our combined operating entities is cash provided by operations and, in the case of UPC Broadband Holding, borrowing availability under the UPC Holding Bank Facility. For the details of the borrowing availability under the UPC Holding Bank Facility at June 30, 2019, see note 8 to our condensed combined financial statements. Our combined operating entities' liquidity generally is used to fund property and equipment additions, debt service requirements and payments required by the UPC Holding Group's derivative instruments. From time to time, our combined operating entities may also require liquidity in connection with (i) acquisitions and other investment opportunities, (ii) loans to UPC Holding or other Liberty Global subsidiaries, (iii) capital distributions to UPC Holding or (iv) the satisfaction of contingent liabilities. No assurance can be given that any external funding would be available to our combined operating entities on favorable terms, or at all.

For additional information regarding our combined cash flows, see the discussion under *Condensed Combined Statements of Cash Flows* below.

Capitalization

When it is cost effective, we generally seek to match the denomination of the borrowings of our combined entities with the functional currency of the operations that are supporting the respective borrowings. As further discussed in note 5 to our condensed combined financial statements, we also use derivative instruments to mitigate foreign currency and interest rate risk associated with our debt instruments.

Our ability to service or refinance our debt and to maintain compliance with the leverage covenants in the credit agreements and indentures of the UPC Holding Group is dependent primarily on our ability to maintain or increase the Covenant EBITDA of our operating entities and to achieve adequate returns on our property and equipment additions and acquisitions. In addition, our ability to obtain additional debt financing is limited by the incurrence-based leverage covenants contained in the UPC Holding Group's debt instruments. For example, if our Covenant EBITDA were to decline, our ability to obtain additional debt could be limited. 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. At June 30, 2019, the UPC Holding Group was in compliance with its respective debt covenants. In addition, we do not anticipate any instances of non-compliance with respect to any of our debt covenants that would have a material adverse impact on our liquidity during the next 12 months.

At June 30, 2019, the outstanding principal amount of our combined third-party debt, together with our finance lease obligations, aggregated €5,335.6 million, including €579.8 million that is classified as current on our condensed combined balance sheet and €4,663.9 million that is not due until 2025 or thereafter. For additional information regarding our debt and finance lease maturities, see notes 8 and 9, respectively, to our condensed combined financial statements. Subsequent to June 30, 2019, we repaid certain of our outstanding indebtedness. For additional information, see note 8 to our condensed combined financial statements.

Notwithstanding our negative working capital position at June 30, 2019, we believe we have sufficient resources to repay or refinance the current portion of our debt and finance lease obligations and to fund our foreseeable liquidity requirements during the next 12 months. However, as our maturing debt grows in later years, we anticipate 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. Our ability to access debt financing on favorable terms, or at all, could be adversely impacted by (i) the financial failure of any of our counterparties, which 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. 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.

With the exception of the UPC Holding Senior Notes, all of our third-party debt and finance lease obligations had been borrowed or incurred by our combined entities at June 30, 2019.

For additional information regarding our debt and finance lease obligations, see notes 8 and 9, respectively, to our condensed combined financial statements.

Condensed Combined Statements of Cash Flows

General. Our cash flows are subject to significant variations due to FX.

Summary. Our condensed combined statements of cash flows of our continuing operations for the six months ended June 30, 2019 and 2018 are summarized as follows:

	Six months ended June 30, 2019	Six months ended June 30, 2018	Change
	in millions		
Net cash provided by operating activities	€ 178.8	€ 201.2	€ (22.4)
Net cash used by investing activities	(58.0)	(167.2)	109.2
Net cash used by financing activities	(117.8)	(158.1)	40.3
Effect of exchange rate changes on cash and cash equivalents and restricted cash	1.6	(2.0)	3.6
Net increase (decrease) in cash and cash equivalents and restricted cash	€ 4.6	€ (126.1)	€ 130.7

Operating Activities. The decrease in net cash provided by our operating activities is primarily attributable to the net effect of (i) a decrease in cash provided due to higher payments for taxes, (ii) a decrease in cash provided due to higher payments related to derivative instruments and (iii) an increase in cash provided by our Segment OCF and related working capital changes.

Investing Activities. The decrease in net cash used by our investing activities is primarily attributable to (i) a decrease in cash used of €72.6 million due to higher repayments from related parties and (ii) a decrease in cash used of €48.7 million associated with lower capital expenditures. Net capital expenditures of €120.1 million during the first six months of 2019 are the result of the net effect of (a) €178.0 million of third-party payments and (b) €57.9 million of proceeds received for transfers to related parties. Net capital expenditures of €168.8 million during the first six months of 2018 are the result of the net effect of (1) €221.7 million of third-party payments and (2) €52.9 million of proceeds received for transfers to related parties.

The capital expenditures we report in our condensed combined statements of cash flows do not include (i) amounts that are financed under capital-related vendor financing or finance lease arrangements or (ii) purchased assets transferred to our company by another entity under the common control of Liberty Global in exchange for non-cash increases to the Shareholder Loan or non-cash decreases to the LGEF Receivable or non-cash contributions from our parent entities (non-cash related-party capital additions). Instead, these amounts are reflected as non-cash additions to our property and equipment when the underlying assets are delivered, and in the case of capital-related vendor financing and finance lease arrangements and non-cash related-party capital additions that are settled through increases to the Shareholder Loan, as repayments of debt when the principal is repaid. In this discussion, we refer to (a) our capital expenditures as reported in our condensed combined statements of cash flows, which exclude non-cash related-party capital additions and amounts financed under capital-related vendor financing or finance lease arrangements, and (b) our total property and equipment additions, which include our capital expenditures on an accrual basis, non-cash related-party capital additions and amounts financed under capital-related vendor financing or finance lease arrangements. For additional information, see notes 7, 8 and 9 to our condensed combined financial statements. For further details on property and equipment additions, see note 13 to our condensed combined financial statements.

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

	Six months ended June 30,	
	2019	**2018**
	in millions	
Property and equipment additions	€ 158.9	€ 159.0
Assets acquired under capital-related vendor financing arrangements	(221.7)	(185.0)
Assets acquired under finance leases	(2.5)	(0.2)
Changes in current liabilities related to capital expenditures (including related-party amounts)	185.4	195.0
Capital expenditures, net	€ 120.1	€ 168.8
Capital expenditures, net:		
Third-party payments	€ 178.0	€ 221.7
Proceeds received for transfers to related parties	(57.9)	(52.9)
Total capital expenditures, net	€ 120.1	€ 168.8

Our property and equipment additions remained relatively unchanged during the six months ended June 30, 2019, as compared to the corresponding period in 2018, primarily attributable to the net effect of (i) a decrease in inventory build-up of centrally-procured customer premises equipment, (ii) an increase in local currency expenditures of our combined entities, primarily due to the net effect of (a) an increase in expenditures related to products and enablers, (b) a decrease in expenditures for new build and upgrade projects, (c) an increase in expenditures for the purchase and installation of customer premises equipment and (d) an increase in baseline expenditures, including network improvements and expenditures for property and facilities and information technology systems, and (iii) an increase due to FX.

Financing Activities. The decrease in net cash used by our financing activities is primarily attributable to the net effect of (i) an increase in cash used of €191.5 million due to lower net borrowings of related-party debt, (ii) a decrease in cash used of €150.9 million due to lower net repayments of third-party debt and finance lease obligations and (iii) a decrease in cash used of €81.2 million due to higher receipts related to derivative instruments.

Contractual Commitments

The euro equivalents of our commitments as of June 30, 2019 are presented below:

	Payments due during:							
	Remainder of 2019	**2020**	**2021**	**2022**	**2023**	**2024**	**Thereafter**	**Total**
				in millions				
Debt (excluding interest)	€ 323.7	€ 254.5	€ 26.1	€ 25.9	€ 21.3	€ 1.1	€ 4,657.1	€ 5,309.7
Finance leases (excluding interest)	2.1	4.4	4.9	3.1	2.8	1.8	6.8	25.9
Operating leases	14.7	22.8	18.7	15.8	14.1	13.2	66.3	165.6
Purchase commitments (a)	114.9	100.1	48.0	21.9	13.1	13.0	23.6	334.6
Programming commitments	46.3	81.7	54.8	20.7	—	—	—	203.5
Network and connectivity commitments	53.1	32.3	15.2	6.1	3.6	1.5	13.3	125.1
Total (b)	€ 554.8	€ 495.8	€ 167.7	€ 93.5	€ 54.9	€ 30.6	€ 4,767.1	€ 6,164.4
Projected cash interest payments on third-party debt and finance lease obligations (c)	€ 93.3	€ 238.4	€ 232.1	€ 220.2	€ 219.8	€ 218.4	€ 499.1	€ 1,721.3

(a) Includes €0.7 million of related-party purchase obligations due during the remainder of 2019.

(b) The commitments included in this table do not reflect any liabilities that are included in our June 30, 2019 condensed combined balance sheet other than debt and finance and operating lease obligations. Our liability for uncertain tax positions in the various jurisdictions in which we operate (€4.6 million at June 30, 2019) has been excluded from the table as the amount and timing of any related payments are not subject to reasonable estimation.

(c) Amounts are based on interest rates, interest payment dates, commitment fees and contractual maturities in effect as of June 30, 2019. 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 interest rate derivative contracts, deferred financing costs, original issue premiums or discounts.

For information concerning our debt obligations, finance and operating lease obligations and commitments, see notes 8, 9 and 12, respectively, to our condensed combined financial statements. For information concerning our commitments, see note 12 to our condensed combined financial statements.

In addition to the commitments set forth in the table above, we have significant commitments under (i) derivative instruments and (ii) defined benefit plans and similar agreements, pursuant to which we expect to make payments in future periods. For information regarding projected cash flows associated with these derivative instruments, see *Projected Cash Flows Associated with Derivative Instruments* below. For information regarding our derivative instruments, including the net cash paid or received in connection with these instruments during the six months ended June 30, 2019 and 2018, see note 5 to our condensed combined financial statements.

Projected Cash Flows Associated with Derivative Instruments

The following table provides information regarding the projected cash flows associated with our derivative instruments at June 30, 2019. The euro equivalents presented below are based on interest rates and exchange rates that were in effect as of June 30, 2019. These amounts are presented for illustrative purposes only and will likely differ from the actual cash payments required in future periods. For additional information regarding our derivative instruments, including our counterparty credit risk, see note 5 to our condensed combined financial statements.

	Payments (receipts) due during:							
	Remainder of 2019	**2020**	**2021**	**2022**	**2023**	**2024**	**Thereafter**	**Total**
				in millions				
Projected derivative cash payments (receipts), net:								
Interest-related (a)	€ 19.1	€ (33.1)	€ (26.7)	€ (26.0)	€ (46.0)	€ (54.9)	€ (78.8)	€ (246.4)
Principal-related (b)	—	40.2	(26.8)	(0.3)	59.7	—	(198.7)	(125.9)
Other (c)	(0.3)	43.1	—	—	—	—	—	42.8
Total	€ 18.8	€ 50.2	€ (53.5)	€ (26.3)	€ 13.7	€ (54.9)	€ (277.5)	€ (329.5)

(a) Includes (i) the cash flows of our interest rate collar and swap contracts and (ii) the interest-related cash flows of our cross-currency and interest rate swap contracts.

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

(c) Includes amounts related to our foreign currency forward contracts.