VodafoneZiggo Group B.V.

Condensed Consolidated Financial Statements
September 30, 2019

VodafoneZiggo Group B.V.
Boven Vredenburgpassage 128,
Utrecht
The Netherlands

VODAFONEZIGGO GROUP B.V.

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VODAFONEZIGGO GROUP B.V.

CONDENSED CONSOLIDATED BALANCE SHEETS

(unaudited)

	September 30, 2019	December 31, 2018
	in millions	
ASSETS		
Current assets:		
Cash and cash equivalents	€ 224.6	€ 239.4
Trade receivables, net	220.4	206.2
Related-party receivables (note 10)	26.4	18.1
Prepaid expenses	23.3	46.4
Inventory held for sale, net	33.8	37.5
Derivative instruments (note 4)	108.5	74.5
Contract assets (note 3)	166.9	169.8
Other current assets, net	113.9	93.3
Total current assets	917.8	885.2
Property and equipment, net (note 6)	5,206.5	5,320.9
Goodwill (note 6)	7,375.5	7,375.5
Intangible assets subject to amortization, net (note 6)	6,099.0	6,554.1
Long-term contract assets (note 3)	51.6	55.0
Other assets, net (notes 2, 4 and 8)	630.4	116.8
Total assets	€ 20,280.8	€ 20,307.5

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

VODAFONEZIGGO GROUP B.V.

CONDENSED CONSOLIDATED BALANCE SHEETS — (Continued)

(unaudited)

	September 30, 2019	December 31, 2018
	in millions	
LIABILITIES AND OWNER'S EQUITY		
Current liabilities:		
Accounts payable (note 10)	€ 338.6	€ 395.4
Accrued and other current liabilities:		
Third-party (notes 8 and 11)	355.9	313.0
Related-party (note 10)	9.1	2.4
Deferred revenue and advance payments from subscribers and others (note 3)	210.6	203.6
VAT payable	114.1	107.8
Derivative instruments (note 4)	107.4	71.9
Accrued interest (notes 7 and 10)	80.6	155.9
Current portion of debt and finance lease obligations (notes 7 and 8):		
Third-party	1,080.2	1,005.7
Related-party (note 10)	200.0	200.2
Total current liabilities	2,496.5	2,455.9
Long-term debt and finance lease obligations (notes 7 and 8):		
Third-party	10,043.2	9,946.2
Related-party (note 10)	1,400.0	1,400.0
Deferred income taxes (note 9)	994.9	1,070.2
Other long-term liabilities (notes 3, 4, 8 and 11)	786.7	465.1
Total liabilities	15,721.3	15,337.4
Commitments and contingencies (notes 4, 10 and 12)		
Total owner's equity	4,559.5	4,970.1
Total liabilities and owner's equity	€ 20,280.8	€ 20,307.5

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

VODAFONEZIGGO GROUP B.V.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2019	**2018**	**2019**	**2018**
	in millions			
Revenue (notes 3, 10 and 13)	€ 986.5	€ 978.5	€ 2,914.9	€ 2,902.6
Operating costs and expenses (exclusive of depreciation and amortization, shown separately below):				
Programming and other direct costs of services (note 10)	210.1	208.3	613.1	630.6
Other operating (note 10)	119.5	115.0	362.8	356.3
Selling, general and administrative (**SG&A**) (notes 3 and 10)	148.3	157.4	452.1	464.0
Charges for JV Services (note 10)	59.1	56.2	169.5	169.6
Depreciation and amortization	391.9	396.4	1,168.9	1,164.7
Impairment, restructuring and other operating items, net (note 11)	19.6	13.2	32.0	42.9
	948.5	946.5	2,798.4	2,828.1
Operating income	38.0	32.0	116.5	74.5
Non-operating income (expense):				
Interest expense:				
Third-party	(121.0)	(121.5)	(367.5)	(350.8)
Related-party (note 10)	(22.7)	(25.6)	(67.3)	(75.5)
Realized and unrealized gains on derivative instruments, net (note 4)	220.4	56.7	149.0	192.4
Foreign currency transaction losses, net	(202.7)	(25.4)	(241.5)	(164.1)
Gain on debt modification and extinguishment, net	11.5	—	46.6	—
Other income, net	0.6	1.5	2.2	4.2
	(113.9)	(114.3)	(478.5)	(393.8)
Loss before income taxes	(75.9)	(82.3)	(362.0)	(319.3)
Income tax benefit (note 9)	14.3	21.6	75.4	82.4
Net loss	€ (61.6)	€ (60.7)	€ (286.6)	€ (236.9)

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

VODAFONEZIGGO GROUP B.V.

CONDENSED CONSOLIDATED STATEMENT OF OWNER'S EQUITY

(unaudited)

		in millions
Total owner's equity at December 31, 2018	€	4,970.1
Accounting changes (note 2)		0.2
Total owner's equity at January 1, 2019		4,970.3
Net loss		(286.6)
Distributions to VodafoneZiggo Group Holding		(125.0)
Share-based compensation (note 10)		1.2
Other		(0.4)
Total owner's equity at September 30, 2019	€	4,559.5

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

VODAFONEZIGGO GROUP B.V.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

	Nine months ended September 30,	
	2019	**2018**
	in millions	
Cash flows from operating activities:		
Net loss	€ (286.6)	€ (236.9)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Share-based compensation expense	1.2	2.2
Depreciation and amortization	1,168.9	1,164.7
Impairment, restructuring and other operating items, net	32.0	42.9
Amortization of debt premiums, deferred financing costs and other non-cash interest	(5.4)	(8.7)
Realized and unrealized losses on derivative instruments, net	(149.0)	(192.4)
Foreign currency transaction losses, net	241.5	164.1
Gain on debt modification and extinguishment of debt, net	(46.6)	—
Deferred income tax benefit	(75.4)	(82.4)
Changes in operating assets and liabilities	(27.2)	(62.4)
Net cash provided by operating activities	853.4	791.1
Cash flows from investing activities:		
Capital expenditures	(264.0)	(178.0)
Other investing activities, net	2.6	0.5
Net cash used by investing activities	€ (261.4)	€ (177.5)

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

VODAFONEZIGGO GROUP B.V.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS — (Continued)

(unaudited)

	Nine months ended September 30,	
	2019	**2018**
	in millions	
Cash flows from financing activities:		
Repayments of third-party debt	€ (1,087.2)	€ (660.7)
Borrowings of third-party debt	640.1	423.7
Distributions to VodafoneZiggo Group Holding	(125.0)	(325.0)
Payment of financing costs	(17.3)	—
Net cash received (paid) related to derivative instruments	(0.5)	0.9
Related-party payments, net	(0.2)	(0.8)
Other financing activities, net	(1.0)	(1.1)
Net cash used by financing activities	(591.1)	(563.0)
Effect of exchange rate changes on cash and restricted cash	3.2	0.4
Net increase in cash and cash equivalents and restricted cash	4.1	51.0
Cash and cash equivalents and restricted cash:		
Beginning of period	241.6	276.9
End of period	€ 245.7	€ 327.9
Cash paid for third-party interest	€ 449.7	€ 420.9
Cash paid for related-party interest	€ 67.3	€ 75.5
Details of end of period cash and cash equivalents and restricted cash:		
Cash and cash equivalents	€ 224.6	€ 325.7
Restricted cash included in other current assets	21.1	2.2
Total cash and cash equivalents and restricted cash	€ 245.7	€ 327.9

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

(1) Basis of Presentation

VodafoneZiggo Group B.V. (**VodafoneZiggo**) provides video, broadband internet, fixed-line telephony and mobile services to residential and business customers in the Netherlands. The primary subsidiaries of VodafoneZiggo include (i) Ziggo Holding B.V. and its subsidiaries, including Ziggo Services B.V. (**Ziggo Services**) and (ii) Vodafone Libertel B.V. (**Vodafone NL**). In these notes, the terms "we," "our," "our company" and "us" may refer, as the context requires, to VodafoneZiggo or collectively to VodafoneZiggo and its subsidiaries.

VodafoneZiggo is a wholly-owned subsidiary of VodafoneZiggo Group Holding B.V. (**VodafoneZiggo Group Holding**). VodafoneZiggo Group Holding is a 50:50 joint venture (the **VodafoneZiggo JV**) between Vodafone Group Plc (**Vodafone**) and Liberty Global plc (**Liberty Global**) (each a "**Shareholder**").

Our unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (**U.S. GAAP**) and do not include all of the information required by U.S. 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 consolidated financial statements should be read in conjunction with our 2018 consolidated financial statements and notes thereto included in our 2018 annual report.

The preparation of financial statements in conformity with U.S. 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.

Our functional currency is the euro (**€**). Unless otherwise indicated, convenience translations into euros are calculated as of September 30, 2019.

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

These unaudited condensed consolidated financial statements reflect our consideration of the accounting and disclosure implications of subsequent events through November 26, 2019, the date of issuance.

(2) Accounting Changes and Recent Accounting Pronouncements

Accounting Changes

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 consolidated balance sheet for those leases classified as operating leases under previous U.S. GAAP. 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 €486.7 million and lease liabilities of €494.8 million related to operating leases, (ii) ROU assets of €7.9 million and lease liabilities of €7.7 million related to finance leases and (iii) an increase to our owner's equity of €0.2 million. In addition, (i) we reclassified our existing prepaid lease expense, accrued lease expense and lease incentive liabilities, resulting in a net reduction of our ROU assets of €6.3 million, and (ii) restructuring liabilities related to operating leases of €1.7 million are now reflected as operating lease liabilities. The adoption of ASU 2016-02 did not have a significant impact on our consolidated 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 8.

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 consolidated 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 consolidated financial statements.

(3) Revenue Recognition and Related Costs

Contract Balances

The timing of revenue recognition may differ from the timing of invoicing to 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 €31.7 million and €30.6 million at September 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 or the delivery of a handset that is paid for over the duration of the contract period. Our contract assets were €218.5 million and €224.8 million as of September 30, 2019, and December 31, 2018, respectively.

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 €188.7 million and €181.0 million as of September 30, 2019, and December 31, 2018, respectively. The current and long-term portions of our deferred revenue balance are included within deferred revenue and advance payment from subscribers and others and other long-term liabilities, respectively, in our condensed consolidated balance sheets.

Contract Costs

Our aggregate assets associated with incremental costs to obtain and fulfill our contracts were €87.2 million and €85.1 million at September 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, net and other assets, net, respectively, in our condensed consolidated balance sheets. We recorded amortization of €24.0 million and €69.6 million during the three and nine months ended September 30, 2019, respectively, and €23.2 million €64.9 million during the three and nine months ended September 30, 2018, respectively, related to these assets, included in programming and other direct costs of service expenses and other operating expenses.

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 will be recognized over the term of such contracts, which is generally 12 or 24 months for our residential and mobile service contracts and one to five years for our B2B service contracts.

(4) 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 with respect to borrowings that are denominated in a currency other than our functional currency. In this regard, we have entered into various derivative instruments to manage interest rate exposure and foreign currency exposure with respect to the United States (**U.S.**) dollar.

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

	September 30, 2019			December 31, 2018		
	Current	Long-term (a)	Total	Current	Long-term (a)	Total
			in millions			
Assets:						
Cross-currency and interest rate derivative contracts (b)	€ 107.5	€ 142.5	€ 250.0	€ 74.1	€ 73.4	€ 147.5
Foreign currency forward contracts	1.0	0.1	1.1	0.4	—	0.4
Total	€ 108.5	€ 142.6	€ 251.1	€ 74.5	€ 73.4	€ 147.9
Liabilities:						
Cross-currency and interest rate derivative contracts (b)	€ 107.4	€ 350.7	€ 458.1	€ 71.9	€ 395.2	€ 467.1

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(a) Our long-term derivative assets and liabilities are included in other assets, net, and other long-term liabilities, respectively, in our condensed consolidated balance sheets.

(b) 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 €17.1 million and €8.5 million during the three months ended September 30, 2019 and 2018, respectively, and a net gain (loss) of (€67.8 million) and €4.4 million during the nine months ended September 30, 2019 and 2018, respectively. These amounts are included in realized and unrealized gains on derivative instruments, net, in our condensed consolidated statements of operations. For further information regarding our fair value measurements, see note 5.

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

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
	in millions			
Cross-currency and interest rate derivative contracts	€ 219.7	€ 56.7	€ 148.6	€ 189.5
Foreign currency forward contracts	0.7	—	0.4	2.9
Total	€ 220.4	€ 56.7	€ 149.0	€ 192.4

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

	Nine months ended September 30,	
	2019	2018
	in millions	
Operating activities	€ 37.2	€ 16.2
Financing activities	(0.5)	0.9
Total	€ 36.7	€ 17.1

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 September 30, 2019, our exposure to counterparty credit risk included derivative assets with an aggregate fair value of €47.5 million.

Details of our Derivative Instruments

Cross-currency Swaps

We generally match the denomination of our and our subsidiaries' 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 September 30, 2019, substantially all of our debt was either directly or synthetically matched to our functional currency. The following table sets forth the total notional amounts and the related weighted average remaining contractual life of our cross-currency swap contracts at September 30, 2019:

Notional amount due from counterparty (in millions) (a)	$ 7,550.0
Notional amount due to counterparty (in millions)	€ 6,449.7
Weighted average remaining life	5.3 years

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(a) Includes certain derivative instruments that do not involve the exchange of notional amounts at the inception and maturity of the instruments. Accordingly, the only cash flows associated with these derivative instruments are interest-related payments and receipts. At September 30, 2019, the total euro equivalent of the notional amounts of these derivative instruments was €1,834.4 million.

Interest Rate Derivative Contracts

As noted above, we enter into interest rate swaps to protect against increases in the interest rates on our variable-rate debt. Pursuant to these derivative instruments, we typically pay fixed interest rates and receive variable interest rates on specified notional amounts. At September 30, 2019, the notional amounts due from counterparties was €2,692.4 million and the related weighted average remaining contractual life of our interest rate swap contracts was 5.6 years.

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 September 30, 2019, the euro equivalent of the notional amount due from the counterparty was €4,150.2 million and the related weighted average remaining contractual life of our interest basis swap contracts was 0.5 years.

Interest Rate Cap

We entered into a interest rate cap related to a handset securitization facility, as described in note 7. At September 30, 2019, the notional amount of our interest rate cap was €205.0 million.

Impact of Derivative Instruments on Borrowing Costs

The impact of the derivative instruments that mitigate our foreign currency and interest rate risk, as described above, was a decrease of one basis point to our borrowing costs as of September 30, 2019.

Foreign Currency Forwards

We enter into foreign currency forward contracts with respect to non-functional currency exposure. At September 30, 2019, the euro equivalent of the notional amount of our foreign currency forward contracts was €22.2 million.

(5) <u>Fair Value Measurements</u>

We use the fair value method to account for our derivative instruments. The reported fair values of these derivative instruments as of September 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. We expect that the values realized generally will be based on market conditions at the time of settlement, which may occur at the maturity of the derivative instrument or at the time of the repayment or refinancing of the underlying debt instrument.

U.S. 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. During the nine months ended September 30, 2019, no such transfers were made.

All of our Level 2 inputs (interest rate futures and swap rates) and certain of our Level 3 inputs (credit spreads) are obtained from pricing services. These inputs, or interpolations or extrapolations thereof, are used in our internal models to calculate, among other items, yield curves and forward interest and currency rates. In the normal course of business, we receive market value assessments from the counterparties to our derivative contracts. Although we compare these assessments to our internal valuations

and investigate unexpected differences, we do not otherwise rely on counterparty quotes to determine the fair values of our derivative instruments. The midpoints of applicable bid and ask ranges generally are used as inputs for our internal valuations.

In order to manage our interest rate and foreign currency exchange risk, we have entered into various derivative instruments as further described in note 4. The recurring fair value measurements of these instruments are determined using discounted cash flow models. Most of the inputs to these discounted cash flow models consist of, or are derived from, observable Level 2 data for substantially the full term of these instruments. This observable data mostly includes interest rate futures and swap rates, which are retrieved or derived from available market data. Although we may extrapolate or interpolate this data, we do not otherwise alter this data in performing our valuations. We incorporate a credit risk valuation adjustment in our fair value measurements to estimate the impact of both our own nonperformance risk and the nonperformance risk of our counterparties. Our and our counterparties' credit spreads represent our most significant Level 3 inputs, and these inputs are used to derive the credit risk valuation adjustments with respect to these instruments. As we would not expect changes in our or our counterparties' credit spreads to have a significant impact on the valuations of these instruments, we have determined that these valuations fall under Level 2 of the fair value hierarchy. Our credit risk valuation adjustments with respect to our cross-currency and interest rate swaps are quantified and further explained in note 4.

Fair value measurements are also used in connection with nonrecurring valuations performed in connection with impairment assessments and acquisition accounting. We did not perform significant nonrecurring fair value measurements during the nine months ended September 30, 2019.

(6) Long-lived Assets

Property and Equipment, Net

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

	September 30, 2019	December 31, 2018
	in millions	
Distribution systems	€ 5,512.8	€ 5,226.7
Customer premises equipment	910.2	753.0
Support equipment, buildings and land	1,239.2	1,129.9
	7,662.2	7,109.6
Accumulated depreciation	(2,455.7)	(1,788.7)
Total property and equipment, net	€ 5,206.5	€ 5,320.9

During the nine months ended September 30, 2019 and 2018, we recorded non-cash increases to our property and equipment related to vendor financing arrangements of €394.1 million and €400.3 million, respectively, which exclude related value added taxes (**VAT**) of €38.3 million and €33.9 million, respectively, that were also financed by our vendors under these arrangements.

Goodwill

There were no changes in the carrying amount of our goodwill during the nine months ended September 30, 2019.

Our mobile and fixed-line operations are experiencing significant competition. In particular, our mobile operations continue to experience pressure on pricing, characterized by aggressive promotion campaigns, heavy marketing spend and increasing our unlimited data bundles. In light of these factors, as well as regulatory and economic factors, we could conclude in future periods that an impairment of goodwill and, to a lesser extent, long-lived assets, is required. Any such impairment of goodwill or long-lived assets could be significant.

Intangible Assets Subject to Amortization, Net

The details of our intangible assets subject to amortization are set forth below:

	September 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	€ 6,440.0	€ (1,422.1)	€ 5,017.9	€ 6,440.0	€ (1,039.8)	€ 5,400.2
Licenses	1,078.9	(238.0)	840.9	1,078.9	(173.4)	905.5
Trade name	270.0	(29.8)	240.2	270.0	(21.6)	248.4
Total	€ 7,788.9	€ (1,689.9)	€ 6,099.0	€ 7,788.9	€ (1,234.8)	€ 6,554.1

(7) Debt

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

	September 30, 2019		Principal amount	
	Weighted average interest rate (a)	Unused borrowing capacity (b)	September 30, 2019	December 31, 2018
			in millions	
Subsidiaries:				
Senior and Senior Secured Notes	4.96%	€ —	€ 5,371.1	€ 5,431.4
Credit Facilities	3.77%	800.0	4,565.9	4,455.0
Vendor financing (c)	1.87%	—	999.5	999.3
Other debt	0.39%	—	188.4	—
Total principal amount of third-party debt before premiums, discounts and deferred financing costs (d)	4.11%	€ 800.0	€ 11,124.9	€ 10,885.7

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(a) Represents the weighted average interest rate in effect at September 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 4.2% at September 30, 2019. For additional information regarding our derivative instruments, see note 4.

(b) Unused borrowing capacity represents the maximum availability under the Credit Facilities at September 30, 2019, without regard to covenant compliance calculations or other conditions precedent to borrowing. At September 30, 2019, based on the most restrictive applicable leverage covenants and leverage-based restricted payment tests, the full €800.0 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 September 30, 2019 compliance reporting requirements and based on the most restrictive applicable leverage covenants and leverage-based restricted payment tests, without considering any actual or potential changes to our borrowing levels or any amounts loaned or distributed subsequent to September 30, 2019, we expect that the full amount of unused borrowing capacity will continue to be available to be borrowed and that there will be no restrictions with respect to loans or distributions from this availability. For information regarding certain financing transactions completed subsequent to September 30, 2019 that could have an impact on the availability to be borrowed, loaned or distributed, see note 14.

(c) Represents amounts owed pursuant to interest-bearing vendor financing arrangements that are primarily used to finance certain of our property and equipment additions and, to a lesser extent, certain of our 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 of third-party debt and finance lease obligations in our condensed consolidated statements of cash flows.

(d) At September 30, 2019 and December 31, 2018, our debt had an estimated fair value of €11.4 billion and €10.5 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) or, when quoted market prices are unavailable or not considered indicative of fair value, discounted cash flow models (mostly Level 2 of the fair value hierarchy). The discount rates used in the cash flow models are based on the market interest rates and estimated credit spreads, to the extent available, and other relevant factors. For additional information regarding fair value hierarchies, see note 5.

Financing Transactions

Below we provide summary descriptions of any financing transactions completed during the first nine months of 2019, and 2018, respectively. Unless otherwise noted, the terms and conditions of any new notes and/or credit facilities are largely consistent with those of existing notes and credit facilities with regard to covenants, events of default and change of control provisions, among other items. For information regarding the general terms and conditions of our debt and capitalized terms not defined herein, see note 9 to the consolidated financial statements included in our 2018 annual report.

2019 Financing Transactions. In May 2019, we issued an additional €550.0 million principal amount of 4.625% Senior Notes due 2025 (the **2025 4.625% Euro Senior Notes**). This additional series of notes was issued at a premium of 101.5% and will mature on January 15, 2025. The net proceeds from the issuance of these notes were used to partially redeem the 2024 Euro Senior Notes. In connection with this transaction, we recognized a gain on debt extinguishment of €35.1 million related to the write-off of a portion of the unamortized premium on the 2024 Euro Senior Notes.

Subject to certain exceptions as specified in the applicable indenture, the 2025 4.625% Euro Senior Notes are non-callable prior to January 15, 2020. At any time prior to January 15, 2020, we may redeem some or all of the applicable notes by paying a "make-whole" premium, which is the present value of all remaining scheduled interest payments to the redemption date using the discount rate (as specified in the applicable indenture) as of the redemption date plus 50 basis points.

On or after January 15, 2020, we may redeem some or all of the 2025 4.625% Euro Senior Notes at the following redemption prices (expressed as a percentage of the principal amount) plus accrued and unpaid interest, if any, to but excluding the applicable redemption date, as set forth below:

	Redemption Price
	2025 4.625% Euro Senior Notes
12-month period commencing January 15:	
2020	102.313%
2021	101.542%
2022	100.771%
2023 and thereafter	100.000%

In August 2019, we entered into a handset securitization facility, with a committed amount of €205.0 million, relating to our mobile handset receivables with an initial drawdown of €181.2 million. This facility bears interest at a rate of EURIBOR plus 0.85% for the utilized portion and 0.45% for the unutilized portion. Amortizing repayments of the facility will start in 2022 and the facility is due to be repaid in full in 2024. The net proceeds from the initial drawdown of this facility, together with existing cash, were used to redeem the remaining €193.1 million 2024 Euro Senior Notes.

For information regarding certain financing transactions completed subsequent to September 30, 2019, see note 14.

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

	September 30, 2019	December 31, 2018
	in millions	
Total principal amount of third-party debt before deferred financing costs, discounts and premiums	€ 11,124.9	€ 10,885.7
Deferred financing costs, discounts and premiums, net	(23.5)	47.7
Total carrying amount of third-party debt	11,101.4	10,933.4
Third-party finance lease obligations (note 8)	22.0	18.5
Total third-party debt and finance lease obligations	11,123.4	10,951.9
Related-party debt and finance lease obligations (note 10)	1,600.0	1,600.2
Total debt and finance lease obligations	12,723.4	12,552.1
Current maturities of debt and finance lease obligations	(1,280.2)	(1,205.9)
Long-term debt and finance lease obligations	€ 11,443.2	€ 11,346.2

Maturities of Debt

The euro equivalents of the maturities of our debt as of September 30, 2019 are presented below:

	Third-party	Related-party	Total
		in millions	
Year ending December 31:			
2019 (remainder of year)	€ 369.1	€ 200.0	€ 569.1
2020	702.6	—	702.6
2021	—	—	—
2022 (a)	188.4	—	188.4
2023	—	—	—
2024	—	—	—
Thereafter	9,864.8	1,400.0	11,264.8
Total debt maturities	11,124.9	1,600.0	12,724.9
Deferred financing costs, discounts and premiums, net	(23.5)	—	(23.5)
Total debt	€ 11,101.4	€ 1,600.0	€ 12,701.4
Current portion	€ 1,071.7	€ 200.0	€ 1,271.7
Noncurrent portion	€ 10,029.7	€ 1,400.0	€ 11,429.7

(a) Amortizing repayments of the facility will start in 2022 and the facility is due to be repaid in full in 2024.

(8) Leases

General

We enter into operating and finance leases for network equipment, real estate, mobile site sharing 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 September 30, 2019, the weighted average remaining lease terms for operating and finance leases were 8.2 years and 3.1 years, respectively, and the weighted average discount rates were 3.4% and 2.3%, respectively.

A summary of our ROU assets as of September 30, 2019, is set forth below:

		in millions
Operating leases (a)	€	448.9
Finance leases (b)		22.6
Total	€	471.5

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

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

A summary of additions to our ROU assets during the nine months ended September 30, 2019, is set forth below:

		in millions
ROU assets recorded during the period associated with:		
Operating leases	€	14.6
Finance leases (a)		5.2
Total	€	19.8

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(a) During the nine months ended September 30, 2018, we recorded additions to our ROU assets associated with finance leases of €18.7 million.

A summary of our lease liabilities as of September 30, 2019, is set forth below:

		in millions
Lease liabilities:		
Operating leases (a)	€	450.8
Finance leases (b)		22.0
Total	€	472.8

(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 consolidated balance sheet.

(b) The current and long-term portions of our finance lease obligations are included within current portion of debt and finance lease obligations and long-term debt and finance lease obligations, respectively, on our condensed consolidated balance sheets. As of December 31, 2018, we had €19.0 million of finance lease liabilities included on our consolidated balance sheet.

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

	Three months ended September 30, 2019		Nine months ended September 30, 2019	
	in millions			
Finance lease expense:				
Depreciation and amortization	€	1.7	€	6.8
Interest expense		0.1		0.3
Total finance lease expense		1.8		7.1
Operating lease expense (a)		17.3		51.7
Variable lease expense, net (b)		(0.2)		(0.7)
Total lease expense	€	18.9	€	58.1

(a) Our operating lease expense is included in other operating expenses and SG&A expenses in our condensed consolidated 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 consolidated statements of operations.

A summary of our cash outflows from operating and finance leases recorded during the nine months ended September 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	€	58.6
Operating cash outflows from finance leases		0.5
Financing cash outflows from finance leases		7.5
Total cash outflows from operating and finance leases	€	66.6

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

	Operating leases	Finance leases
	in millions	
Year ending December 31:		
2019 (remainder of year)	€ 15.6	€ 2.4
2020	80.0	8.4
2021	76.7	6.0
2022	74.3	3.6
2023	70.9	1.6
2024	42.6	0.8
Thereafter	162.1	0.1
Total principal and interest payments	522.2	22.9
Less: present value discount	(71.4)	(0.9)
Present value of net minimum lease payments	€ 450.8	€ 22.0
Current portion	€ 67.0	€ 8.5
Noncurrent portion	€ 383.8	€ 13.5

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

	Operating leases	Finance leases
	in millions	
Year ending December 31:		
2019	€ 67.3	€ 7.0
2020	50.4	5.5
2021	42.4	3.6
2022	35.4	2.0
2023	30.5	0.8
Thereafter	92.3	0.2
Total payments	€ 318.3	€ 19.1

(9) Income Taxes

Our consolidated financial statements include the income taxes of all entities wholly owned by VodafoneZiggo Group Holding B.V.

VodafoneZiggo Group Holding together with VodafoneZiggo and its subsidiaries, formed a fiscal unity (the **VodafoneZiggo Fiscal Unity**).The VodafoneZiggo Fiscal Unity is one taxpayer for the period of time subsequent to the closing of the JV Transaction. VodafoneZiggo Group Holding did not implement a tax-sharing agreements and no cash payments will be made between VodafoneZiggo entities and VodafoneZiggo Group Holding related to the Dutch tax attributes. Accordingly, related-party tax allocations, if any, are reflected as adjustments in our consolidated statement of owner's equity.

As per January 1, 2020, the corporate income tax rate will decrease. The highest tax rate in the Netherlands will be reduced from 25% to 22.55% in 2020 and from 22.55% to 20.50% in 2021. As a result of the enactment of these corporate income tax changes by the Dutch Government in December 2018, VodafoneZiggo recalculated the deferred balances and recorded a corporate income tax rate change benefit as a result of the decrease of the net deferred tax liability in the last quarter of 2018. This rate change

will continue to affect the rate reconciliation during 2019 as the release of deferred taxes differs from the expected release of deferred taxes. This difference results in a rate change effect due to the higher statutory rate in 2019.

Income tax benefit attributable to our loss before income taxes differs from the amounts computed using the Dutch income tax rate of 25.0% as a result of the following:

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
	in millions			
Computed "expected" tax benefit	€ 19.0	€ 20.6	€ 90.5	€ 79.8
Enacted tax law and rate changes	(2.9)	—	(15.0)	—
Non-deductible or non-taxable interest and other expenses	(0.2)	(0.5)	(0.6)	(0.9)
Tax benefits associated with technology innovations	—	1.5	—	4.0
Other, net	(1.6)	—	0.5	(0.5)
Total income tax benefit	€ 14.3	€ 21.6	€ 75.4	€ 82.4

(10) Related-party Transactions

Our related-party transactions are set forth below:

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
	in millions			
Revenue	€ 7.9	€ 10.1	€ 20.9	€ 31.5
Programming and other direct costs of services	(9.8)	(16.5)	(28.3)	(33.3)
Share-based compensation expense	(0.3)	(0.6)	(1.2)	(2.2)
Charges for JV Services:				
Charges from Liberty Global:				
Operating (a)	(22.1)	(22.8)	(67.3)	(60.8)
Capital (b)	(5.1)	(7.6)	(15.5)	(23.1)
Total Liberty Global corporate recharges	(27.2)	(30.4)	(82.8)	(83.9)
Charges from Vodafone:				
Operating (c)	(24.4)	(18.3)	(64.2)	(63.2)
Brand fees (d)	(7.5)	(7.5)	(22.5)	(22.5)
Total Vodafone corporate recharges	(31.9)	(25.8)	(86.7)	(85.7)
Total charges for JV Services	(59.1)	(56.2)	(169.5)	(169.6)
Included in operating income	(61.3)	(63.2)	(178.1)	(173.6)
Interest expense	(22.7)	(25.6)	(67.3)	(75.5)
Included in net loss	€ (84.0)	€ (88.8)	€ (245.4)	€ (249.1)
Property and equipment additions, net	€ 65.2	€ 14.9	€ 145.3	€ 70.2

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(a) Represents amounts charged for technology and other services, which are included in the calculation of the “EBITDA” metric specified by our debt agreements (**Covenant EBITDA**).

(b) Represents amounts charged for capital expenditures made by Liberty Global related to assets that we use or will otherwise benefit our company. These charges are not included in the calculation of Covenant EBITDA.

(c) Represents amounts charged by Vodafone for technology and other services, a portion of which are included in the calculation of Covenant EBITDA.

(d) Represents amounts charged for our use of the Vodafone brand name. These charges are not included in the calculation of Covenant EBITDA.

Revenue. Amount represents charges for certain personnel services provided to Vodafone and Liberty Global subsidiaries.

Programming and other direct costs of services. Amount represents interconnect fees charged to us by certain subsidiaries of Vodafone.

Share-based compensation expense. Amounts relate to charges to our company by Liberty Global and Vodafone for share-based incentive awards held by certain employees of our subsidiaries associated with ordinary shares of Liberty Global and Vodafone. Share-based compensation expense is included within SG&A in our condensed consolidated statements of operations.

Charges for JV Services - Framework and Trade Mark Agreements

Pursuant to a framework and a trade name agreement (collectively, the **JV Service Agreements**) entered into in connection with the formation of the VodafoneZiggo JV, Liberty Global and Vodafone charge us fees for certain services provided to us by the respective subsidiaries of the Shareholders (collectively, the **JV Services)**. The JV Services are provided to us on a transitional or ongoing basis. Pursuant to the terms of the JV Service Agreements, the ongoing services will be provided for a period of four to six years depending on the type of service, while transitional services will be provided for a period of not less than 12 months after which the Shareholders or VodafoneZiggo will be entitled to terminate based on specified notice periods. The JV Services provided by the respective subsidiaries of the Shareholders consist primarily of (i) technology and other services, (ii) capital-related expenditures for assets that we use or otherwise benefit us and (iii) brand name and procurement fees. The fees that Liberty Global and Vodafone charge us for the JV Services, as set forth in the table above, include both fixed and usage-based fees.

Interest expense. Amount relates to the Liberty Global Note and the Vodafone Note, as defined and described below.

Property and equipment additions, net. These amounts, which are cash settled, represent customer premises and network-related equipment acquired from certain Liberty Global and Vodafone subsidiaries, which subsidiaries centrally procure equipment on behalf of our company.

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

	September 30, 2019	December 31, 2018
	in millions	
Assets:		
Related-party receivables (a)	€ 26.4	€ 18.1
Other assets, net (b)	8.3	—
	€ 34.7	€ 18.1
Liabilities:		
Accounts payable (c)	€ 75.9	€ 102.5
Accrued and other current liabilities (c)	9.1	2.4
Debt (d):		
Liberty Global Note	800.0	800.0
Vodafone Note	800.0	800.0
Finance lease obligations	—	0.2
Other long-term liabilities (e)	5.6	—
Total liabilities	€ 1,690.6	€ 1,705.1

(a) Represents non-interest bearing receivables from certain Liberty Global and Vodafone subsidiaries.

(b) Represents operating lease ROU assets, related to Vodafone.

(c) Represents non-interest bearing payables, accrued capital expenditures and other accrued liabilities related to transactions with certain Liberty Global and Vodafone subsidiaries that are cash settled.

(d) Represents debt obligations, as further described below.

(e) Represents operating lease liabilities, related to Vodafone.

Related-party Debt

Liberty Global Note

The Liberty Global Note is a note payable to a subsidiary of Liberty Global that matures on January 16, 2028, and has a fixed interest rate of 5.55%. Interest is payable in a manner mutually agreed upon by VodafoneZiggo and Liberty Global. During the nine months ended September 30, 2019, interest accrued on the Liberty Global Note was €33.7 million, all of which was cash settled.

Vodafone Note

The Vodafone Note is a note payable to a subsidiary of Vodafone that matures on January 16, 2028, and has a fixed interest rate of 5.55%. Interest is payable in a manner mutually agreed upon by VodafoneZiggo and Vodafone. During the nine months ended September 30, 2019, interest accrued on the Vodafone Note was €33.7 million, all of which was cash settled.

(11) Restructuring Liabilities

A summary of the changes to our restructuring liability during the nine months ended September 30, 2019 is set forth in the table below:

	in millions
Restructuring liability as of January 1, 2019, before effect of accounting change	€ 14.1
Accounting change (note 2)	(1.7)
Restructuring liability as of January 1, 2019, as adjusted for accounting change	12.4
Restructuring charges (a)	7.7
Cash paid	(15.4)
Restructuring liability as of September 30, 2019	€ 4.7
Current portion	€ 4.3
Noncurrent portion	0.4
Total	€ 4.7

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(a) Restructuring charges primarily relate to certain reorganization and integration activities related to the formation of the VodafoneZiggo JV.

Additional restructuring charges are expected for the remainder of 2019, due to ongoing reorganization activities associated with the JV Transaction.

(12) Commitments and Contingencies

Commitments

As further described in note 10, we have commitments related to the JV Service Agreements. Additionally, 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 programming contracts, purchases of customer premises and other equipment, network and connectivity commitments, non-cancellable operating leases and other commitment. The following table sets forth these commitments as of September 30, 2019:

	Payments due during:							
	Remainder of 2019	2020	2021	2022	2023	2024	Thereafter	Total
	in millions							
JV Service Agreements (a)	€ 47.0	€151.7	€113.6	€111.2	€ 30.0	€ 30.0	€ 30.0	€ 513.5
Programming commitments	29.1	121.3	69.5	16.7	6.2	1.7	—	244.5
Purchase commitments	43.5	4.0	—	—	—	—	—	47.5
Network and connectivity commitments	5.7	16.9	15.5	7.3	—	—	—	45.4
Other commitments	3.5	26.1	23.0	9.5	1.1	1.1	3.8	68.1
Total (b)	€ 128.8	€320.0	€221.6	€144.7	€ 37.3	€ 32.8	€ 33.8	€ 919.0

(a) Amounts represent fixed minimum charges from Liberty Global and Vodafone pursuant to the JV Service Agreements. In addition to the fixed minimum charges, the JV Service Agreements provide for certain JV Services to be charged to us based upon usage of the services received. The fixed minimum charges set forth in the table above exclude fees for the usage-based services as these fees will vary from period to period. Accordingly, we expect to incur charges in addition to those set forth in the table above for usage-based services. For additional information regarding fees related to the JV Service Agreements, see note 10.

(b) The commitments included in this table do not reflect any liabilities that are included in our September 30, 2019, condensed consolidated balance sheet.

Programming commitments consist of obligations associated with certain of our programming 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 or (ii) whether we terminate service to a portion of our subscribers or dispose of a portion of our distribution systems. In addition, 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, during the nine months ended September 30, 2019, and 2018, the programming and copyright costs incurred by our operations aggregated €241.2 million and €239.9 million, respectively.

Purchase commitments include unconditional and legally binding obligations related to the purchase of customer premises and other equipment.

Network and connectivity commitments include commitments associated with certain operating costs associated with our leased networks.

Other commitments primarily include sponsorships and certain fixed minimum contractual commitments.

In addition to the commitments set forth in the table above, we have commitments under (i) derivative instruments and (ii) multiemployer defined benefit plans, 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 2019, see note 4.

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.

Regulations and Contingencies

*Koninklijke KPN N.V (**KPN**) appeals against European Commission (**EC**) merger decisions for Ziggo Acquisition and VodafoneZiggo Joint Venture*. In July 2015, KPN, one of our competitors in the Netherlands, lodged an appeal against the EC decision clearing the acquisition of the Ziggo business by Liberty Global. The VodafoneZiggo JV was not a party to these proceedings. On October 26, 2017, the General Court of the European Union (**E.U.**) ruled that the EC did not state sufficient reasons for not analyzing the possible vertical anti-competitive effects on the market for premium pay TV sports channels and consequently annulled the EC decision. Article 10 (5) of the Merger Regulation provides in such a case that transaction shall be re-examined by the EC with a view to adopting a new decision. In April 2018 we filed a formal re-notification of this merger with the EC. On May 30, 2018, the EC again cleared the acquisition of the Ziggo business by Liberty Global. The earlier agreed commitments from Old Ziggo that were transferred to our company, have been extended to May 2026. On November 22, 2018, KPN lodged a pro-forma appeal with the General Court of the E.U. against the May 30, 2018, clearance decision of the EC. On February 15, 2019, we have, together with our shareholders, filed a request to intervene in these proceedings with the General Court.

On June 12, 2017, KPN lodged an appeal with the General Court of the E.U. against the EC's 2016 decision to clear the VodafoneZiggo JV between Vodafone and Liberty Global in the Netherlands. This appeal, can be seen as a strategic follow up to KPN's appeal against the acquisition of Ziggo by Liberty Global. The General Court rejected KPN's appeal on May 23, 2019. KPN has not appealed this decision of the General Court and therefore the EC's 2016 merger decision has become final.

ACM Local Loop Unbundling Decision. On February 27, 2018, the ACM published a draft decision in its Local Loop Unbundling market analysis, now referred to as Wholesale Fixed Access (**WFA**) in which it aims to regulate VodafoneZiggo by imposing an obligation to offer wholesale cable access in addition to continuing existing regulation on KPN. Following a market consultation, the ACM notified the draft decision to the EC. On August 31, 2018, the EC responded, making a number of critical comments, but not rejecting the ACM's proposals (no serious doubts). The ACM then published a final decision on September 28, 2018, which entered into force October 1, 2018. We have appealed ACM's decision and we expect a verdict towards the end of 2019 / beginning of 2020. A first obligation on VodafoneZiggo to publish a reference offer for January 1, 2019, has been complied with. VodafoneZiggo only has to invest in the implementation of cable access if there is actual demand (i.e., a signed contract with an access seeker). We do not expect cable access to be available before mid 2020. The actual financial impact on our business is not known yet.

Data Protection. On May 25, 2018, the E.U. General Data Protection Regulation (**GDPR**), that replaces the European Data Protection Directive, came into force. The GDPR has direct effect in the Netherlands with additional data protection obligations relevant to our operations that include: (i) clear explanation and transparency of personal data usage to customers and employees, and maintaining an internal data processing register, (ii) affirmative consent from users for profiling by automated means, (iii) stronger privacy rights for users, and (iv) application of privacy by design/default to data processes.

As the European Member States still do not agree on a number of key issues regarding the draft ePrivacy Regulation, it is now expected that its eventual entry into force of the new ePrivacy Directive will take another two years. Supervision will shift from the ACM to the Dutch Data Protection Authority ('Autoriteit Persoonsgegevens').

Acquisition of Tele2 Netherlands by T-Mobile Netherlands. On November 27, 2018, the EC approved, under the EU Merger Regulation, the proposed acquisition of Tele2 Netherlands by T-Mobile Netherlands, the third and fourth players in the Dutch mobile market. The decision follows an in-depth investigation by the EC. The merger took effect on January 2, 2019. The combined entity remains the third largest player in the Dutch market after KPN and VodafoneZiggo.

Other. On April 10, 2018, the EC **c**arried out inspections at several media companies in Europe including our sports channel, Ziggo Sport. The investigation is currently ongoing. To date, Ziggo Sport has not received a Statement of Objections, setting out the EC's possible concerns.

Other Regulatory Issues. Video distribution, broadband internet, fixed-line telephony, mobile and content businesses are subject to significant regulation and supervision by various regulatory bodies in the Netherlands, including Dutch and EU authorities. Adverse regulatory developments could subject our businesses to a number of risks. Regulation, including conditions imposed on us by competition or other authorities as a requirement to close acquisitions or dispositions, could limit growth, revenue and the number and types of services offered and could lead to increased operating costs and property and equipment additions. In addition, regulation may restrict our operations and subject them to further competitive pressure, including pricing restrictions, interconnect and other access obligations, and restrictions or controls on content, including content provided by third parties. Failure to comply with current or future regulation could expose our businesses to various penalties.

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

(13) Segment Reporting

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

Our revenue by major category is set forth below:

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
	in millions			
Consumer cable revenue (a):				
Subscription revenue	€ 512.4	€ 498.4	€ 1,493.7	€ 1,484.4
Non-subscription revenue	5.0	4.7	15.0	13.0
Total consumer cable revenue	517.4	503.1	1,508.7	1,497.4
Consumer mobile revenue (b):				
Service revenue	156.0	174.7	469.8	496.6
Non-service revenue	57.8	51.7	163.8	160.4
Total consumer mobile revenue	213.8	226.4	633.6	657.0
Total consumer revenue	731.2	729.5	2,142.3	2,154.4
B2B cable revenue (c):				
Subscription revenue	109.5	103.8	324.6	302.0
Non-subscription revenue	8.2	4.3	20.7	16.8
Total B2B cable revenue	117.7	108.1	345.3	318.8
B2B mobile revenue (d):				
Service revenue	99.0	103.8	313.5	320.8
Non-service revenue	24.7	24.0	75.6	71.5
Total B2B mobile revenue	123.7	127.8	389.1	392.3
Total B2B revenue	241.4	235.9	734.4	711.1
Other revenue (e)	13.9	13.1	38.2	37.1
Total	€ 986.5	€ 978.5	€ 2,914.9	€ 2,902.6

(a) Consumer cable revenue is classified as either subscription revenue or non-subscription revenue. Consumer cable subscription revenue includes revenue from subscribers for ongoing broadband internet, video, and voice services offered to residential customers and the amortization of installation fee. Consumer cable non-subscription revenue includes, among other items, interconnect, channel carriage fees and late fees.

(b) Consumer mobile revenue is classified as either service revenue or non-service revenue. Consumer mobile service revenue includes revenue from ongoing mobile and data services offered under postpaid and prepaid arrangements to residential customers. Consumer mobile non-service revenue includes, among other items, interconnect revenue, mobile handset and accessories sales and late fees.

(c) B2B cable revenue is classified as either subscription revenue or non-subscription revenue. B2B cable subscription revenue includes revenue from business broadband internet, video, voice, and data services offered to SOHO, small and medium to large enterprises. B2B cable non-subscription revenue includes, among other items, revenue from hosting services, carriage fees and interconnect.

(d) B2B mobile revenue is classified as either service revenue or non-service revenue. B2B mobile service revenue includes revenue from ongoing mobile and data services offered to SOHO, small and medium to large enterprise customers. B2B mobile non-service revenue includes, among other items, interconnect revenue, mobile handset and accessories sales and late fees.

(e) Other revenue includes, among other items, programming and advertising revenue and revenue related to certain personnel services provided to Vodafone and Liberty Global.

(14) Subsequent Events

In October 2019, we (i) entered into a €2.25 billion term loan facility (**Term Loan H**), (ii) issued €425.0 million principal amount of 2.875% senior secured notes (the **2030 Euro Senior Secured Notes**) and (iii) issued $500.0 million (€458.6 million) principal amount of 4.875% senior secured notes (the **2030 Dollar Senior Secured Notes** and, together with the 2030 Euro Senior Secured Notes, the **2030 Senior Secured Notes**). Term Loan H was issued at 99.75% of par, matures on January 31, 2029, bears interest at a rate of EURIBOR plus 3.0% per annum and is subject to a EURIBOR floor of 0.0%. The 2030 Senior Secured Notes were issued at par and mature on January 15, 2030.

The net proceeds from Term Loan H and the 2030 Senior Secured Notes were used to (i) prepay in full the €2.25 billion outstanding principal amount under Term Loan F and (ii) redeem in full (a) the €800.0 million outstanding principal amount of our 3.75% senior secured notes due 2025 and (b) the remaining €71.7 million outstanding principal amount of our 3.625% senior secured notes due 2020. In connection with the aforementioned transactions, we received commitments to extend the maturity date of our €800.0 million undrawn revolving credit facility from December 31, 2022 to January 31, 2026. We plan to implement this extension during the fourth quarter of 2019.

Subject to certain exceptions as specified in the applicable indenture, the 2030 Euro Senior Secured Notes and the 2030 Dollar Senior Secured Notes are non-callable prior to October 15, 2024. At any time prior to October 15, 2024, we may redeem some or all of the applicable notes by paying a “make-whole” premium, which is the present value of all remaining scheduled interest payments through October 15, 2024 using the discount rate (as specified in the applicable indenture) as of the redemption date plus 50 basis points.

On or after October 15, 2024, we may redeem some or all of the 2030 Euro Senior Secured Notes and 2030 Dollar Senior Secured Notes at the following redemption prices (expressed as a percentage of the principal amount) plus accrued and unpaid interest and additional amounts (as specified in the applicable indenture), if any, to but excluding the redemption date, as set forth below:

	Redemption Price	
	2030 Euro Senior Secured Notes	**2030 Dollar Senior Secured Notes**
12-month period commencing October 15:		
2024	101.438%	102.438%
2025	100.719%	101.219%
2026	100.359%	100.609%
2027 and thereafter	100.000%	100.000%

In November 2019, VZ Vendor Financing B.V. (**VZ Vendor Financing**), a third-party special purpose financing entity that is not consolidated by VodafoneZiggo, issued €500.0 million principal amount of vendor financing notes (the **Receivables Financing Notes**). The net proceeds from the Receivables Financing Notes have been or will be used to purchase certain vendor financed receivables of VodafoneZiggo and its subsidiaries from various third parties. To the extent that the proceeds from the Receivables Financing Notes exceed the amount of vendor financed receivables available to be purchased, the excess proceeds will be used to fund an excess cash facility (the **Financing Facility**) under a new credit facility of VodafoneZiggo. VZ Vendor Financing can request the Financing Facility be repaid by VodafoneZiggo as additional vendor financed receivables become available for purchase.

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 condensed consolidated financial statements and the discussion and analysis included in our 2018 annual report, is intended to assist in providing an understanding of our results of operations and financial condition 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 nine months ended September 30, 2019 and 2018.
- *Material Changes in Financial Condition.* This section provides an analysis of our corporate and subsidiary liquidity, condensed consolidated statements of cash flows and contractual commitments.

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

Unless otherwise indicated, convenience translations into euros are calculated, and operational data (including subscriber statistics) is presented, as of September 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 market, 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, 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 risks and uncertainties in the following list, and those described herein, as 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 Netherlands;
- the competitive environment in the Netherlands for both the fixed and mobile markets, including competitor responses to our products and services for our residential and business customers;
- 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;
- changes in consumer mobile usage behavior;
- customer 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;
- the outcome of governmental requests for proposals related to contracts for B2B communication services;

- 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, applicable laws and/or government regulations in the Netherlands and adverse outcomes from regulatory proceedings, including regulation related to interconnect rates;
- government and/or regulatory intervention that requires opening our broadband distribution network to competitors, and/or other regulatory interventions;
- our ability to obtain regulatory approval and satisfy other conditions necessary to close acquisitions and dispositions 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 with respect to the formation of the VodafoneZiggo JV;
- changes in laws or treaties relating to taxation, or the interpretation thereof, in the Netherlands;
- 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 to timely deliver quality products, equipment, software, services and access;
- our ability to secure sufficient and required spectrum for our mobile service offerings in upcoming spectrum auctions;
- 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 our planned network extensions;
- 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, including in relation to the VodafoneZiggo JV;
- 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 ventures; 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 and our ability to effectively continue the business after such an event.

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

VodafoneZiggo is a provider of video, broadband internet, fixed-line telephony and mobile services to residential and business customers in the Netherlands.

Operations

At September 30, 2019, we owned and operated networks that passed 7,238,300 homes and served 9,655,600 revenue generating units (**RGUs**), consisting of 3,873,700 video subscribers (including 3,379,600 enhanced video subscribers), 3,349,000 broadband internet subscribers and 2,432,900 fixed-line telephony subscribers. In addition, at September 30, 2019, we served 5,019,200 mobile subscribers, which includes 4,408,200 postpaid subscribers.

The following table provides details of our organic RGU and mobile subscriber changes for the periods indicated. Organic RGU and mobile subscriber changes exclude the effect of acquisitions (RGUs and mobile subscribers added on the acquisition date) and other non-organic adjustments, but includes post-acquisition date RGU and mobile subscriber additions or losses.

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Organic RGU additions (losses):				
Video:				
Basic	(3,300)	(15,200)	(23,500)	(46,200)
Enhanced	(6,400)	6,800	(5,400)	23,100
Total video	(9,700)	(8,400)	(28,900)	(23,100)
Broadband internet	7,900	13,000	31,700	45,200
Fixed-line telephony	(27,300)	(16,200)	(66,600)	(29,900)
Total organic RGU losses	(29,100)	(11,600)	(63,800)	(7,800)
Organic mobile subscriber additions (losses):				
Postpaid net additions	82,300	50,700	193,200	106,300
Prepaid net losses	(29,800)	(6,600)	(140,000)	(88,400)
Total organic mobile subscriber additions	52,500	44,100	53,200	17,900

Competition and Other External Factors

We are experiencing significant competition from an incumbent telecommunications operator and/or other providers. This significant competition, together with the macroeconomic factors, has adversely impacted our revenue, RGU and average monthly subscription revenue per average cable RGU or mobile subscriber, as applicable (**ARPU**). For additional information regarding the revenue impact of changes in the RGU and ARPU, see *Results of Operations* below.

Our mobile and fixed-line operations are experiencing significant competition. In particular, our mobile operations continue to experience pressure on pricing, characterized by aggressive promotion campaigns, heavy marketing spend and increasing or unlimited data bundles. Furthermore, there is increasing competition from MVNOs that focus on certain niche segments such as no frill, youth or ethnic markets.

On November 27, 2018, the EC approved the merger of Tele2 Netherlands and T-Mobile Netherlands without conditions.

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 United Kingdom (**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 and October 31, 2019, the EU granted the U.K. an extension until January 31, 2020. 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 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

This section provides an analysis of our results of operations for the three and nine months ended September 30, 2019 and 2018.

General

Our revenue is earned in the Netherlands and is subject to applicable VAT. 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 onto our customers.

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 network or networks. The amounts we charge and incur with respect to fixed-line telephony and mobile interconnection fees are subject to regulatory oversight. To the extent that regulatory authorities introduce fixed-line or mobile termination rate changes, we would experience prospective changes in our interconnect revenue and costs. The ultimate impact of any such changes in termination rates on our operating cash flow (**OCF**) would be dependent on the call or text messaging patterns that are subject to the changed termination rates. OCF is defined as operating income before depreciation and amortization, share-based compensation, provisions and provision releases related to significant litigation and impairment, restructuring and other operating items. Other operating items include (i) gains and losses on the disposition of long-lived assets, (ii) third-party costs directly associated with successful and unsuccessful acquisitions and dispositions, including legal, advisory and due diligence fees, as applicable, and (iii) other acquisition-related items, such as gains and losses on the settlement of contingent consideration.

We are subject to inflationary pressures with respect to certain costs and foreign currency exchange risk. 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

We earn revenue from (i) subscribers to our consumer broadband communications and mobile services and (ii) B2B services, interconnect fees, channel carriage fees, installation fees and late fees. Consistent with the presentation of our revenue categories in note 13 to our condensed consolidated financial statements, we use the term "subscription revenue" and "service revenue" in the following discussion to refer to amounts received from subscribers for ongoing services. In the below tables, mobile service revenue excludes the related interconnect revenue.

Variances in the subscription revenue 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 during the period. In the following discussion, we provide the net impact of the above factors on the ARPU that is derived from our video, broadband internet, fixed-line telephony and mobile products.

Our revenue by major category is set forth below:

	Three months ended September 30,		Increase (decrease)	
	2019	2018	€	%
	in millions, except % amounts			
Consumer cable revenue (a):				
Subscription revenue	€ 512.4	€ 498.4	€ 14.0	2.8 %
Non-subscription revenue	5.0	4.7	0.3	6.4 %
Total consumer cable revenue	517.4	503.1	14.3	2.8 %
Consumer mobile revenue (b):				
Service revenue	156.0	174.7	(18.7)	(10.7)%
Non-service revenue	57.8	51.7	6.1	11.8 %
Total consumer mobile revenue	213.8	226.4	(12.6)	(5.6)%
Total consumer revenue	731.2	729.5	1.7	0.2 %
B2B cable revenue (c):				
Subscription revenue	109.5	103.8	5.7	5.5 %
Non-subscription revenue	8.2	4.3	3.9	90.7 %
Total B2B cable revenue	117.7	108.1	9.6	8.9 %
B2B mobile revenue (d):				
Service revenue	99.0	103.8	(4.8)	(4.6)%
Non-service revenue	24.7	24.0	0.7	2.9 %
Total B2B mobile revenue	123.7	127.8	(4.1)	(3.2)%
Total B2B revenue	241.4	235.9	5.5	2.3 %
Other revenue (e)	13.9	13.1	0.8	6.1 %
Total	€ 986.5	€ 978.5	€ 8.0	0.8 %

	Nine months ended September 30,		Increase (decrease)	
	2019	2018	€	%
	in millions, except % amounts			
Consumer cable revenue (a):				
Subscription revenue	€ 1,493.7	€ 1,484.4	€ 9.3	0.6 %
Non-subscription revenue	15.0	13.0	2.0	15.4 %
Total consumer cable revenue	1,508.7	1,497.4	11.3	0.8 %
Consumer mobile revenue (b):				
Service revenue	469.8	496.6	(26.8)	(5.4)%
Non-service revenue	163.8	160.4	3.4	2.1 %
Total consumer mobile revenue	633.6	657.0	(23.4)	(3.6)%
Total consumer revenue	2,142.3	2,154.4	(12.1)	(0.6)%
B2B cable revenue (c):				
Subscription revenue	324.6	302.0	22.6	7.5 %
Non-subscription revenue	20.7	16.8	3.9	23.2 %
Total B2B cable revenue	345.3	318.8	26.5	8.3 %
B2B mobile revenue (d):				
Service revenue	313.5	320.8	(7.3)	(2.3)%
Non-service revenue	75.6	71.5	4.1	5.7 %
Total B2B mobile revenue	389.1	392.3	(3.2)	(0.8)%
Total B2B revenue	734.4	711.1	23.3	3.3 %
Other revenue (e)	38.2	37.1	1.1	3.0 %
Total	€ 2,914.9	€ 2,902.6	€ 12.3	0.4 %

(a) Consumer cable revenue is classified as either subscription revenue or non-subscription revenue. Consumer cable subscription revenue includes revenue from subscribers for ongoing broadband internet, video, and voice services offered to residential customers and the recognition of deferred installation revenue over the associated contract period. Consumer cable non-subscription revenue includes, among other items, channel carriage fees, late fees and revenue from the sale of equipment. Subscription revenue from subscribers who purchase bundled services at a discounted rate is generally allocated proportionally to each service based on the stand-alone price for each individual service. As a result, changes in the stand-alone pricing of our cable and mobile products or the composition of bundles can contribute to changes in our product revenue categories from period to period.

(b) Consumer mobile revenue is classified as either service revenue or non-service revenue. Consumer mobile service revenue includes revenue from ongoing mobile and data services offered under postpaid and prepaid arrangements to residential customers. Consumer mobile non-service revenue includes, among other items, interconnect revenue, mobile handset and accessories sales and late fees.

(c) B2B cable revenue is classified as either subscription revenue or non-subscription revenue. B2B cable subscription revenue includes revenue from business broadband internet, video, voice, and data services offered to SOHO, small and medium to large enterprises. B2B cable non-subscription revenue includes, among other items, revenue from hosting services, carriage fees and interconnect.

(d) B2B mobile revenue is classified as either service revenue or non-service revenue. B2B mobile service revenue includes revenue from ongoing mobile and data services offered to SOHO, small and medium to large enterprise customers. B2B mobile non-service revenue includes, among other items, interconnect revenue, mobile handset and accessories sales and late fees.

(e) Other revenue includes, among other items, programming and advertising revenue and revenue related to certain personnel services provided to Vodafone and Liberty Global.

The details of the increases in our revenue during the three and nine months ended September 30, 2019, as compared to the corresponding periods in 2018, are set forth below:

	Three-month period			Nine-month period		
	Subscription/ Service revenue	Non-subscription /Non-service revenue	Total	Subscription /Service revenue	Non-subscription /Non-service revenue	Total
	in millions					
Increase (decrease) in consumer cable subscription revenue due to change in:						
Average number of RGUs (a)	€ (9.2)	€ —	€ (9.2)	€ (22.8)	€ —	€ (22.8)
ARPU (b)	23.2	—	23.2	32.1	—	32.1
Increase in consumer cable non-subscription revenue	—	0.3	0.3	—	2.0	2.0
Total increase in consumer cable revenue	14.0	0.3	14.3	9.3	2.0	11.3
Increase (decrease) in consumer mobile revenue (c)	(18.7)	6.1	(12.6)	(26.8)	3.4	(23.4)
Increase in B2B cable revenue (d)	5.7	3.9	9.6	22.6	3.9	26.5
Increase (decrease) in B2B mobile revenue (e)	(4.8)	0.7	(4.1)	(7.3)	4.1	(3.2)
Increase in other revenue	—	0.8	0.8	—	1.1	1.1
Total	€ (3.8)	€ 11.8	€ 8.0	€ (2.2)	€ 14.5	€ 12.3

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(a) The decreases in cable subscription revenue related to a change in the average number of RGUs are attributable to decreases in the average number of video services and fixed-line telephony RGUs, partially offset by increases in the average number of broadband internet RGUs.

(b) The increases in cable subscription revenue related to a change in ARPU are primarily attributable to higher ARPU from video, fixed-line telephony and broadband internet services.

(c) The decreases in consumer mobile service revenue are primarily attributable to (i) higher converged discounts compared to the prior year, (ii) lower out-of-bundle revenue and (iii) increases in the average number of mobile subscribers. The increases in consumer mobile non-service revenue are primarily attributable to increases in revenue from mobile handset sales.

(d) The increases in B2B cable subscription revenue are due to higher average number of RGUs across all our B2B segments, which are primarily driven by ongoing demand of our successful business oriented offers such as Business Internet (Pro), One-net and Integrated Communication products. The increases in B2B cable non-service revenue are primarily attributable to higher interconnect and installation revenue.

(e) The decreases in B2B mobile subscription revenue are due to lower ARPU. The increases in B2B mobile non-service revenue are primarily attributable to increases in revenue from mobile handset sales.

Programming and other direct costs of services

Programming and other direct costs of services include programming and copyright costs, mobile access and interconnect costs, mobile handset and other equipment cost of goods sold and other direct costs related to our operations. Programming and copyright costs, which represent a significant portion of our operating costs, are subject to increase 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, and (ii) rate increases. In addition we are subject to inflationary pressures with respect to our labor and other costs. Any cost increases that we are not able to pass on to our subscribers through rate increases would result in increased pressure on our operating margins.

Our programming and other direct costs of service increased (decreased) by €1.8 million or 0.9% and (€17.5 million) or (2.8%) during the three and nine months ended September 30, 2019, respectively, as compared to the corresponding periods in 2018. These changes include the following factors:

- An increase (decrease) in equipment costs of €2.8 million or 3.4% and (€13.1 million) and (5.11%), respectively. These changes are primarily due to an increase for the three-month comparison and a decrease for the nine-month comparison in sales volumes of mobile handsets, accessories and other equipment;

- An increase (decrease) in interconnect costs of €0.4 million or 0.9% and (€5.4 million) or (4.1%), respectively. These changes are primarily due to the net effect of (i) lower mobile and fixed termination rates, (ii) decreases in leased line and interconnect costs and (iii) for the three-month comparison, an increase in roaming costs; and

- An increase (decrease) in programming costs of (€0.3 million) or (0.3%) and €1.7 million or 0.7%, respectively. These changes are primarily due to the net effect of (i) higher costs for certain premium sports content, (ii) increases in costs due to higher rate impact of renewed contracts and (iii) for the three-month comparison, a decrease in costs due to lower content volume.

Other operating expenses

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

Our other operating expenses increased by €4.5 million or 3.9% and €6.5 million or 1.8% during the three and nine months ended September 30, 2019, respectively, as compared to the corresponding periods in 2018. These increases include the following factors:

- Increases in bad debt of €2.5 million and €6.7 million, respectively, primarily due to lower consumer credit costs in the 2018 periods;

- Decreases in personnel costs of €1.8 million or 3.4% and €4.1 million or 2.4%, respectively, primarily due to the net effect of (i) increases in capitalization of IT related labor costs, (ii) lower staffing levels, and (iii) higher average costs per employee; and

- Increases in customer services costs of €3.0 million or 17.4% and €3.5 million or 6.2%, respectively, primarily due to higher refurbishment and logistic costs.

SG&A expenses

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.

Our SG&A expenses decreased by €9.1 million or 5.8% and €11.9 million or 2.6% during the three and nine months ended September 30, 2019, respectively, as compared to the corresponding periods in 2018. Our SG&A expenses include share-based compensation expense, which decreased by €0.3 million and €1.0 million, respectively. Excluding the effects of share-based compensation expense, our SG&A expenses decreased by €8.8 million or 5.6% and €10.9 million or 2.4%, respectively. These decreases include the following factors:

- Decreases in sales and marketing costs of €1.1 million or 2.2% and €7.9 million or 5.0%, respectively, primarily driven by lower expenditure on media campaigns and lower sales commissions;

- Decreases in business services costs of €5.4 million or 26.6% and €4.4 million or 7.8%, respectively, primarily due lower consultancy and administrative costs;

- Increases in other costs of €4.3 million or 57.3% and €2.9 million or 12.0%, respectively, primarily due to higher legal costs, partially offset by lower property costs; and

- An increase (decrease) in personnel costs of (€5.6 million) or (8.5%) and €1.2 million or 0.6%, respectively, primarily due to the net effect of (i) increases in capitalization of IT related labor costs, (ii) lower staffing levels, and (iii) higher average costs per employee.

Charges for JV Services

We recorded charges for JV Services of €59.1 million and €169.5 million during the three and nine months ended September 30, 2019, respectively, as compared to €56.2 million and €169.6 million during the three and nine months ended September 30, 2018, respectively. For additional information regarding charges for JV Services, see note 10 to our condensed consolidated financial statements.

Depreciation and amortization expense

Our depreciation and amortization expenses increased (decreased) by (€4.5 million) or (1.1%) and €4.2 million or 0.4% during the three and nine months ended September 30, 2019, respectively, as compared to the corresponding periods in 2018. These changes are primarily due to accelerated depreciation on certain network assets in first six months of 2019 and, for the three-month comparison, a decrease primarily due to lower average balance of intangible assets.

Impairment, restructuring and other operating items, net

We recognized impairment, restructuring and other operating items, net, of €19.6 million and €32.0 million during the three and nine months ended September 30, 2019, respectively, and €13.2 million and €42.9 million during the three and nine months ended September 30, 2018, respectively.

The amounts for 2019 include (i) restructuring charges of €3.4 million and €7.7 million, respectively, (ii) contract exit and termination fees of €15.7 million for both periods, and (iii) impairment charges related to tangible assets of €0.4 million and €0.9 million, respectively. In addition, the amount for the 2019 nine-month period includes a loss from the disposition of assets of €7.6 million, due to the write-off of certain IT related assets.

The amounts for 2018 include (i) restructuring charges of €13.4 million and €33.6 million, respectively, and (ii) impairment charges related to tangible assets of €0.1 million and €1.4 million, respectively. In addition, the amount for the 2018 nine-month period includes a loss from the disposition of assets of €2.2 million.

Additional restructuring charges are expected for the remainder of 2019, due to ongoing reorganization activities associated with the JV Transaction.

Interest expense–third-party

During the three months ended September 30, 2019, our third-party interest expense decreased by €0.5 million or 0.4%, as compared to the corresponding periods in 2018, primarily due to lower weighted average interest rates.

During the nine months ended September 30, 2019, our third-party interest expense increased €16.7 million or 4.8%, as compared to the corresponding periods in 2018, primarily due to higher weighted average interest rates.

For additional information regarding our third-party debt, see note 7 to our condensed consolidated financial statements.

It is possible that the interest rates on (i) any new borrowings could be higher than the current interest rates on our existing indebtedness and (ii) our variable-rate indebtedness could increase in future periods. As further discussed in note 4 to our condensed consolidated 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. 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 debt to the extent LIBOR is not available, which alternative calculations we do not anticipate will be materially different from what would have been calculated under LIBOR. Additionally, no mandatory prepayment or redemption provisions would be triggered under our loan documents in the event that the LIBOR rate is not available. It is possible, however, that any new reference rate that applies

to our LIBOR-indexed debt could be different than any new reference rate that applies to our LIBOR-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/or the company may incur significant associated costs.

Interest expense–related-party

Our related-party interest expense decreased by €2.9 million or 11.3% and €8.2 million or 10.9% during the three and nine months ended September 30, 2019, respectively, as compared to the corresponding periods in 2018. These decreases are primarily due to lower average outstanding loan balances. For additional information regarding our related-party debt, see note 10 to our condensed consolidated financial statements.

Realized and unrealized gains 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 on derivative instruments, net, are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2019	**2018**	**2019**	**2018**
	in millions			
Cross-currency and interest rate derivative contracts (a)	€ 219.7	€ 56.7	€ 148.6	€ 189.5
Foreign currency forward contracts	0.7	—	0.4	2.9
Total	€ 220.4	€ 56.7	€ 149.0	€ 192.4

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(a) The gains during the 2019 periods are primarily attributable to the net effect of (i) net gains associated with changes in the relative value of euro to the U.S. dollar and (ii) net losses associated with changes in certain market interest rates. The gains during the 2018 periods are primarily attributable to the net effect of (i) losses associated with an increase in the value of the euro relative to the U.S. dollar and (ii) gains associated with increases in market interest rates in the euro market. In addition, the gains include net losses of €17.1 million and €8.5 million during the three months ended September 30, 2019 and 2018, respectively, and a net gain (loss) of (€67.8 million) and €4.4 million during the nine months ended September 30, 2019 and 2018, respectively, resulting from changes in credit risk valuation adjustment.

For additional information regarding our derivative instruments, see notes 4 and 5 to our condensed consolidated financial statements.

Foreign currency transaction 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 our functional currency. 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 losses, net, are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2019	**2018**	**2019**	**2018**
	in millions			
U.S. dollar-denominated debt	€ (204.8)	€ (25.7)	€ (244.1)	€ (164.3)
Other	2.1	0.3	2.6	0.2
Total	€ (202.7)	€ (25.4)	€ (241.5)	€ (164.1)

Gain on debt modification and extinguishment, net

During the nine months ended September 30, 2019, we recognized a gain on debt modification and extinguishment of €46.6 million (including €11.5 million recorded in the third quarter) related to the write-off of unamortized premium on the 2024 Euro Senior Notes, as described in note 7 to our condensed consolidated financial statements.

Income tax benefit

We recognized an income tax benefit of €14.3 million and €21.6 million during the three months ended September 30, 2019, and 2018, respectively, and €75.4 million and €82.4 million during the nine months ended September 30, 2019 and 2018, respectively.

The income tax benefit recognized during the three months ended September 30, 2019, and 2018, differs from the expected income tax benefit of €19.0 million and €20.6 million, respectively (based on the Dutch income tax rate of 25.0%). The difference during the 2019 period is primarily due to the negative impact of future rate changes in the valuation of the deferred taxes and release thereof. The difference during the 2018 period is primarily due to the positive impact of tax benefits associated with technology innovation.

The income tax benefit recognized during the nine months ended September 30, 2019, and 2018, differs from the expected income tax benefit of €90.5 million and €79.8 million, respectively (based on the Dutch income tax rate of 25.0%). The difference during the 2019 period is primarily due to the negative impact of future rate changes in the valuation of the deferred taxes and release thereof. The difference during the 2018 period is primarily due to the positive impact of tax benefits associated with technology innovation.

For additional information regarding our income taxes, see note 9 to our condensed consolidated financial statements.

Net loss

During the three months ended September 30, 2019 and 2018, we reported net losses of €61.6 million and €60.7 million, respectively, including (i) operating income of €38.0 million and €32.0 million, respectively, (ii) net non-operating expense of €113.9 million and €114.3 million, respectively, and (iii) income tax benefit of €14.3 million and €21.6 million, respectively.

During the nine months ended September 30, 2019 and 2018, we reported net losses of €286.6 million and €236.9 million, respectively, including (i) operating income of €116.5 million and €74.5 million, respectively, (ii) net non-operating expense of €478.5 million and €393.8 million, respectively, and (iii) income tax benefit of €75.4 million and €82.4 million, respectively.

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

Subject to the limitations included in our various debt instruments, we expect to maintain our debt at current levels relative to our Covenant EBITDA. As a result, we expect that we will continue to report significant levels of interest expense for the foreseeable future. For information concerning our expectations with respect to trends that may affect our operating results in future periods, see the discussion under *Overview* above.

Material Changes in Financial Condition

Sources and Uses of Cash

As a holding company, VodafoneZiggo's primary assets are its investments in consolidated subsidiaries. As further described in note 7 to our condensed consolidated financial statements, the terms of the instruments governing the indebtedness of certain of these subsidiaries may restrict our ability to access the assets of these subsidiaries. The ability to access the liquidity of our

subsidiaries may also be limited by tax and legal considerations and other factors. At September 30, 2019, most of our €224.6 million of consolidated cash was held by our subsidiaries.

Liquidity of VodafoneZiggo

Our sources of liquidity at the parent level include, subject to the restrictions noted above, proceeds in the form of distributions or loans from our subsidiaries. It is the intention of the Shareholders of the VodafoneZiggo JV, that VodafoneZiggo will be a self-funding company capable of financing its activities on a stand-alone basis without recourse to either Shareholder. No assurance can be given that funding from our subsidiaries or external sources would be available on favorable terms, or at all.

VodafoneZiggo's corporate liquidity requirements include corporate general and administrative expenses and fees associated with the JV Service Agreements. From time to time, VodafoneZiggo may also require cash in connection with (i) the repayment of its related-party debt and interest, (ii) the funding of dividends or distributions pursuant to the Shareholders Agreement, which requires VodafoneZiggo to distribute all unrestricted cash (as defined in the Shareholders Agreement) to the Shareholders every two months (subject to VodafoneZiggo maintaining a minimum amount of cash and complying with the terms of its financing arrangements), (iii) the satisfaction of contingent liabilities, (iv) acquisitions and other investment opportunities or (v) income tax payments.

Liquidity of our Subsidiaries

In addition to cash, the primary sources of liquidity of our operating subsidiaries are cash provided by operations and, in the case of Ziggo B.V. and certain of its subsidiaries, any borrowing availability under the Revolving Facilities.

The liquidity of our operating subsidiaries generally is used to fund property and equipment additions, debt service requirements and other liquidity requirements that may arise from time to time. For additional information regarding our condensed consolidated cash flows, see the discussion under *Condensed Consolidated Statements of Cash Flows* below. Our subsidiaries may also require funding in connection with (i) the repayment of amounts due under the third-party and related-party debt instruments of our subsidiaries, (ii) acquisitions and other investment opportunities, (iii) distributions or loans to VodafoneZiggo (and ultimately to the Shareholders of the VodafoneZiggo JV) or (iv) the satisfaction of contingencies. No assurance can be given that any external funding would be available to our subsidiaries on favorable terms, or at all.

Capitalization

At September 30, 2019, our outstanding third-party debt and finance lease obligations aggregated €11.1 billion, including €1.1 billion that is classified as current in our condensed consolidated balance sheet and €10.0 billion that is not due until 2022 or thereafter. For additional information regarding our debt and finance lease maturities, see notes 7 and 8 to our condensed consolidated financial statements.

As further discussed in note 4 to our condensed consolidated financial statements, we 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 our credit agreements and indentures is dependent primarily on our ability to maintain or increase our Covenant EBITDA and to achieve adequate returns on our property and equipment additions and acquisitions. Pursuant to the Shareholders Agreement, we expect to maintain a leverage ratio between 4.5 and 5.0 times Covenant EBITDA. In addition, our ability to obtain additional debt financing is limited by the leverage covenants contained in the various debt instruments of our subsidiaries. In this regard, if our Covenant EBITDA were to decline, we could be required to repay or limit our borrowings under the Credit Facility in order to maintain compliance with applicable covenants. No assurance can be given that we would have sufficient sources of liquidity, or that any external funding would be available on favorable terms, or at all, to fund any such required repayment. We do not anticipate any instances of non-compliance with respect to any of our subsidiaries' debt covenants that would have a material adverse impact on our liquidity during the next 12 months.

Notwithstanding our negative working capital position at September 30, 2019, we believe that 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 that we will seek to refinance or otherwise extend our debt maturities. No assurance can be given that we will be able to complete these refinancing transactions or otherwise extend our debt maturities. In this regard, it is not possible to predict how political and economic conditions, sovereign debt concerns or any adverse regulatory developments could impact the credit markets we access and, accordingly, our future liquidity and financial position. However, (i) the financial failure of any of our counterparties could (a) reduce amounts available

under committed credit facilities and (b) adversely impact our ability to access cash deposited with any failed financial institution and (ii) tightening of the credit markets could adversely impact our ability to access debt financing on favorable terms, or at all. In addition, sustained or increased competition, particularly in combination with adverse economic or regulatory developments, could have an unfavorable impact on our cash flows and liquidity.

All of our debt and finance lease obligations at September 30, 2019, have been borrowed or incurred by our subsidiaries.

For additional information regarding our debt and finance lease obligations, see notes 7 and 8 to our condensed consolidated financial statements.

Condensed Consolidated Statements of Cash Flows

Our condensed consolidated statements of cash flows for the nine months ended September 30, 2019 and 2018 are summarized as follows:

	Nine months ended September 30,		
	2019	2018	Change
	in millions		
Net cash provided by operating activities	€ 853.4	€ 791.1	€ 62.3
Net cash used by investing activities	(261.4)	(177.5)	(83.9)
Net cash used by financing activities	(591.1)	(563.0)	(28.1)
Effect of exchange rate changes on cash and cash equivalents and restricted cash	3.2	0.4	2.8
Net increase in cash and cash equivalents and restricted cash	€ 4.1	€ 51.0	€ (46.9)

Operating Activities. The increase in net cash provided by our operating activities is primarily attributable to an increase in the cash provided by our OCF and related working capital changes.

Investing Activities. The increase in net cash used by our investing activities is primarily attributable to higher capital expenditures.

The capital expenditures that we report in our condensed consolidated statements of cash flows do not include amounts that our company has financed under vendor financing or finance lease arrangements. Instead, these amounts are reflected as non-cash additions to our property and equipment when the underlying assets are delivered and as repayments of debt when the principal is repaid. In this discussion, we refer to (i) our capital expenditures as reported in our condensed consolidated statements of cash flows, which exclude amounts financed under vendor financing or finance lease arrangements, and (ii) our total property and equipment additions, which include our capital expenditures on an accrual basis and amounts financed under capital-related vendor financing or finance lease arrangements. For further details regarding our property and equipment additions and our debt, see notes 6 and 7, respectively, to our condensed consolidated financial statements.

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

	Nine months ended September 30,	
	2019	2018
	in millions	
Property and equipment additions	€ 605.6	€ 578.4
Assets acquired under capital-related vendor financing arrangements	(394.1)	(400.3)
Assets acquired under related-party finance leases	(7.7)	(21.7)
Changes in current liabilities related to capital expenditures	60.2	21.6
Capital expenditures	€ 264.0	€ 178.0

The increase in our property and equipment additions is primarily attributable to an increase in customer premises equipment expenditure and new build expenditure related to expansion of our fixed-line network, partially offset by a decrease in capacity expenditure.

Financing Activities. The increase in net cash used by our financing activities is primarily attributable to a increase in cash used of €210.1 million related to higher net repayments of third-party debt, partially offset by a decrease of €200.0 million related to lower distributions to VodafoneZiggo Group Holding, and ultimately to Liberty Global and Vodafone.

Contractual Commitments

The following table sets forth the euro equivalents of our commitments as of September 30, 2019:

	Payments due during:							
	Remainder of 2019	2020	2021	2022	2023	2024	Thereafter	Total
	in millions							
Debt (excluding interest):								
Third-party	€ 369.1	€ 702.6	€ —	€ 188.4	€ —	€ —	€ 9,864.8	€ 11,124.9
Related-party	200.0	—	—	—	—	—	1,400.0	1,600.0
Finance leases (including interest)	2.4	8.4	6.0	3.6	1.6	0.8	0.1	22.9
Operating leases	15.6	80.0	76.7	74.3	70.9	42.6	162.1	522.2
JV Service Agreements (a)	47.0	151.7	113.6	111.2	30.0	30.0	30.0	513.5
Programming commitments	29.1	121.3	69.5	16.7	6.2	1.7	—	244.5
Purchase commitments	43.5	4.0	—	—	—	—	—	47.5
Network and connectivity commitments	5.7	16.9	15.5	7.3	—	—	—	45.4
Other commitments	3.5	26.1	23.0	9.5	1.1	1.1	3.8	68.1
Total (b)	€ 715.9	€1,111.0	€ 304.3	€ 411.0	€ 109.8	€ 76.2	€11,460.8	€ 14,189.0
Projected cash interest payments on debt and finance lease obligations (c):								
Third-party	€ 29.9	€ 453.2	€ 449.8	€ 449.7	€ 441.0	€ 441.5	€ 557.3	€ 2,822.4
Related-party	22.7	79.0	78.8	78.8	78.8	79.0	236.1	653.2
Total	€ 52.6	€ 532.2	€ 528.6	€ 528.5	€ 519.8	€ 520.5	€ 793.4	€ 3,475.6

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(a) Amounts represent fixed minimum charges from Liberty Global and Vodafone pursuant to the JV Service Agreements. In addition to the fixed minimum charges, the JV Service Agreements provide for certain JV Services to be charged to us based upon usage of the services received. The fixed minimum charges set forth in the table above exclude fees for the usage-based services as these fees will vary from period to period. Accordingly, we expect to incur charges in addition to those set forth in the table above for usage-based services. For additional information concerning the JV Service Agreements, see note 10 to our condensed consolidated financial statements.

(b) The commitments included in this table do not reflect any liabilities that are included in our September 30, 2019, condensed consolidated balance sheet other than debt and finance and operating lease obligations.

(c) Amounts include interest payments on third-party debt and finance lease obligations, as well as estimated interest payments on the Liberty Global Note and the Vodafone Note. Amounts related to third-party debt are based on interest rates, interest payment dates, commitment fees and contractual maturities in effect as of September 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 or original issue premiums or discounts.

For additional information concerning our debt, finance lease obligations, the Liberty Global Note and the Vodafone Note, and commitments, see notes 7, 8, 10 and 12, respectively, to our condensed consolidated financial statements.

In addition to the commitments set forth in the table above, we have commitments under (i) derivative instruments and (ii) multiemployer benefit plans, 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 nine months ended September 30, 2019, and 2018, see note 4 to our condensed consolidated financial statements.

Projected Cash Flows Associated with Derivative Instruments

The following table provides information regarding the projected cash flows associated with our derivative instruments. The euro equivalents presented below are based on interest rates and exchange rates that were in effect as of September 30, 2019. These amounts are presented for illustrative purposes only and will likely differ from the actual cash receipts/payments in future periods. For additional information regarding our derivative instruments, including our counterparty credit risk, see note 4 to our condensed consolidated financial statements.

	Payments (receipts) due during:						
	Remainder of 2019	2020	2021	2022	2023	Thereafter	Total
				in millions			
Projected derivative cash payments (receipts), net:							
Interest-related (a)	€ 15.7	€ (16.0)	€ (31.3)	€ (31.5)	€ (28.1)	€ (29.6)	€ (120.8)
Principal-related (b)	—	—	—	—	(27.9)	(391.9)	(419.8)
Total	€ 15.7	€ (16.0)	€ (31.3)	€ (31.5)	€ (56.0)	€ (421.5)	€ (540.6)

(a) Includes 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.