

# LIBERTY GLOBAL PLC INVESTOR CALL | Q3 2020

November 5, 2020

## **"SAFE HARBOR"**

#### Forward-Looking Statements + Disclaimer

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In this context, forward-looking statements often address expected future business and financial performance and financial condition, and often contain words such as "expect," "anticipate," "intend," "plan," "believe," "seek," "seek," "will," "would," "may," "target," and similar expressions and variations or negatives of these words. These forward-looking statements may include, among other things. statements with respect to our strategies, future growth prospects and opportunities, results of operations, uses of cash, and other measures that may impact our financial performance; expectations regarding Rebased Adjusted EBITDA, Rebased OFCF and Adjusted FCF and factors impacting such measures; expectations regarding our share repurchase program; expectations with respect to our capital intensity; anticipated headwinds in 2020; anticipated impacts of the COVID-19 pandemic; our medium-term outlook; expectations with respect to the development, launch and benefits of our innovative and advanced products and services, including gigabit speeds, new technology and next generation platform rollouts or launches; the strength of our balance sheet and tenor of our third-party debt; expectations with respect to our segment operations including their operating and financial performance; expectations with respect to Project Lightning; expectations with respect to the announced transactions in the U.K. and Switzerland, including related regulatory matters and anticipated timing of completion, as well as anticipated benefits thereof including synergies and FMC convergence and other information and statements that are not historical fact. These forward-looking statements involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. These risks and uncertainties include events that are outside of our control, such as the continued use by subscribers and potential subscribers of our and our affiliates' services and their willingness to upgrade to our more advanced offerings; our and our affiliates' ability to meet challenges from competition, to manage rapid technological change or to maintain or increase rates to subscribers or to pass through increased costs to subscribers; the effects of changes in laws or regulation; the effects of the U.K.'s exit from the E.U.; general economic, legislative, political and regulatory factors, and the impact of weather conditions, natural disasters. or any epidemic, pandemic or disease outbreak (including COVID-19); our and our affiliates' ability to obtain regulatory approval and satisfy regulatory conditions associated with acquisitions and dispositions, including with respect to the proposed transactions; our and affiliates' ability to successfully acquire and integrate new businesses and realize anticipated efficiencies from acquired businesses: the availability of attractive programming for our and our affiliates' video services and the costs associated with such programming; our and our affiliates' ability to achieve forecasted financial and operating targets; the outcome of any pending or threatened litigation, including any potential litigation that may be instituted with respect to the proposed transactions or other material transactions; that the proposed transactions may not be completed on anticipated terms and timing or completed at all; our and Telefonica S.A.'s respective affiliates' ability to successfully integrate the combined businesses of the UK Joint Venture and realize anticipated efficiencies and synergies; our ability to successfully integrate Sunrise with our Swiss operations and realize anticipated efficiencies and synergies; the potential impact of unforeseen liabilities, future capital expenditures, revenues, expenses, economic performance, indebtedness, financial condition on the future prospects and business of the UK Joint Venture and the combined Swiss business after the consummation of the proposed transactions; expected financing and recapitalization transactions undertaken in connection with the proposed transactions and risks associated with such transactions; the ability of our operating companies and affiliates to access cash of their respective subsidiaries; the impact of our operating companies' and affiliates' future financial

performance, or market conditions generally, on the availability, terms and deployment of capital; fluctuations in currency exchange and interest rates; the ability of suppliers, vendors and contractors to timely deliver quality products, equipment, software, services and access; our and our affiliates' ability to adequately forecast and plan future network requirements including the costs and benefits associated with network expansions; other factors detailed from time to time in our filings with the U.S. Securities and Exchange Commission; and management's response to any of the aforementioned factors. For additional information on identifying factors that may cause actual results to vary materially from those stated in forward-looking statements, please see our filings with the U.S. Securities and Exchange Commission, including our most recently filed Forms 10-Q and Form 10-K/A. These forward-looking statements speak only as of the date of this release. 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 change in events, conditions or circumstances on which any such statement is based.

## Presentation of Continuing, Discontinuing & Held for Sale Operations:

On May 2, 2019, we sold our UPC DTH operations, which provide direct-to-home satellite services in Hungary, the Czech Republic, Romania and Slovakia. On July 31, 2019, we sold our operations in Germany, Hungary, Romania and the Czech Republic. Our operations in Germany, Hungary, Romania and the Czech Republic. Our operations in Germany, Hungary, Romania and the Czech Republic, along with our former UPC DTH operations are collectively referred to herein as the "Discontinued Operations" and have all been accounted for as discontinued operations for the three and nine months ended September 30, 2019, in our September 30,2020 Form 10-Q. On May 7, 2020, we entered into an agreement with, among others, Telefonica S.A. (Telefonica). Pursuant to which, Liberty Global and Telefonica agreed to form a 50:50 joint venture, which will combine Virgin Media's operations in the U.K. (the U.K. JV Entities) with Telefonica's mobile business in the U.K. As such, the U.K. JV Entities are accounted for as held for sale in our September 30, 2020 Form 10-Q.

#### **Additional Information Relating to Defined Terms:**

Please refer to the Appendix at the end of this presentation, as well as our press release dated November 4, 2020 and our SEC filings, for the definitions of the following terms which may be used herein, including: Rebased Growth, Adjusted EBITDA, Adjusted Free Cash Flow ("FCF"), Operating Free Cash Flow ("OFCF"), Revenue Generating Units ("RGUs"), Average Revenue per Unit ("ARPU"), as well as non-GAAP reconciliations, where applicable.

# EXECUTIVE SUMMARY FINANCIAL RESULTS APPENDIX



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# **Q3 2020 HIGHLIGHTS**

## Q3 RESULTS <sup>(1)</sup>

## **OPERATIONS**

	ACTUAL	YOY
CUSTOMER NET ADDS	37k	+55k
FIXED CUSTOMER REBASED ARPU	\$60.37	(0.9%)
FIXED MOBILE CONVERGENCE	24.5%	+280bps
FINANCIALS		
	ACTUAL	YOY
REBASED REVENUE	<b>\$2.95bn</b>	(1.3%)
REBASED ADJUSTED EBITDA	\$1.21bn	(5.0%)
P+E ADDITIONS	<b>\$658m</b>	0.2%
REBASED OFCF	<b>\$552m</b>	(5.3%)
ADJUSTED FCF	<b>\$403m</b>	
		1

## SOLID EXECUTION AMIDST COVID-19 PANDEMIC

- Best customer & broadband adds in over 3 years; NPS remains high
- Modest financial impact YTD; monitoring mediumterm

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## SUNRISE ACQUISITION TO CLOSE THIS MONTH

- 96.6% of shares tendered
- Regulatory approval received; no conditions
- Closing mid-November
- Strong Q3 for both ops

## FINANCIAL OUTLOOK AND CAPITAL ALLOCATION

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- Reconfirming all 2020 guidance metrics
- Capital intensity continues to decline; now <20% pre-Lightning</li>
- Repurchased ~\$1 billion of stock through October 31
- New \$1 billion buyback plan announced
- Strong balance sheet with over \$9 billion of liquidity
- Telenet established new dividend policy

## AMPLIFYING CULTURE

VIRGIN / O2 JV IN THE

Pre-merger integration planning well underway

Financing completed at

4% borrowing cost

Regulatory approval

pending

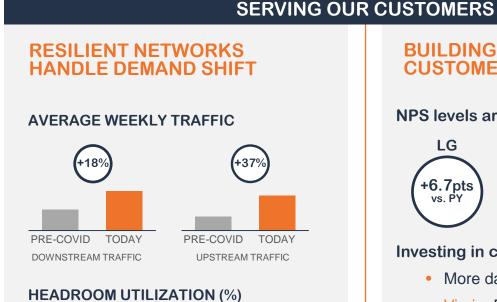
**UK ON TRACK** 

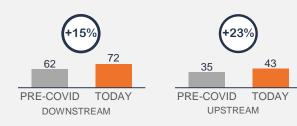
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- Employee engagement at record high
- Committed to DE&I plan
- Corporate Responsibility report released

# PANDEMIC UNDERSCORES STRENGTH OF BUSINESS

Building stronger customer relationships while navigating low-margin revenue headwinds





• Demonstrating that network capacity well provisioned for peak utilization

#### BUILDING ON POSITIVE CUSTOMER RELATIONSHIPS





#### Investing in customers, communities

- More data, speed and content
- Virgin: Essential Broadband
- TNET: Digital Lifeline programs

#### Accelerating digital transformation

- Online share of sales grew 500-1,200bps YTD, UK reached 48%
- Double-digit reduction in care calls YTD as digital interactions rise

#### NAVIGATING HEADWINDS

### LOW OPERATIONAL IMPACT FROM COVID SO FAR

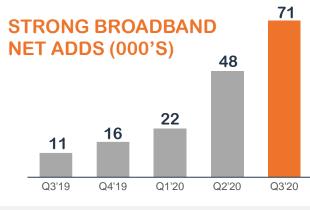
YTD headwinds from pandemic improved during Q3

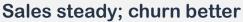
- Strong demand for sports content
- B2B & B2C collections stable
- Broadcast revenue rebounds
- Customer growth continues
- ARPU impacted by delayed price rises

#### But pandemic uncertainty remains

- European governments escalating pandemic protocols again
- Reduced roaming activity remains impacted by travel restrictions
- Monitoring economic impact

# **CONNECTIVITY DRIVING COMMERCIAL MOMENTUM**





- BE: Best quarterly broadband performance since 2015
- UK: Lightning + BAU customer growth
- CH: Back to positive growth in September

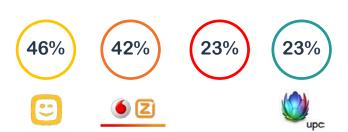
## **1 Gbps leadership**

- 32m Giga-ready homes
- 14.5m launched commercially<sup>(1)</sup>

## Uptake of higher-tier broadband

- 92% of subs take > 100Mbps
- ~50% of subs take > 200Mbps

#### **FMC DELIVERING**





- Broadband and mobile FMC churn down ~50% & 80%, respectively<sup>(2)</sup>
- NPS ~14 pts higher for FMC customers<sup>(3)</sup>
- Synergy targets realized one year early
- Guiding to upper end of €400-€500m of shareholder distributions

## COMPELLING PRODUCT & TECH ROADMAPS



### Networks

- Lightning program validates new build ROI
- Path to 10G broadband with HFC & FTTH
- Well positioned for 5G mobile

## Connectivity

- Speed leadership + Reliability are key
- Smart Wifi + Smart Home + Care
- Better, faster, cheaper CPE

#### Entertainment

- HZN4 & HZN Go in all 6 markets; +NPS
- New Apollo box begins all-IP journey
- Network agnostic, app-centric, low cost

CLEAR PATH TO 10G

# **CREATING A SWISS NATIONAL CHAMPION**

## SIGNIFICANT OPERATING LEVERAGE

## **Clear #2 to Swisscom**

- ~30% B2C market share<sup>(1)</sup>
- ~7% B2B share<sup>(1)</sup>; offering competitive integrated solutions

#### **Best-in class networks**

- 1gig to 90% of market (HFC + FTTH)
- #1 mobile network (4G/5G leadership)

## Immediately reaping convergence benefits

- Nearly 40% combined FMC penetration<sup>(2)</sup>
- Significant cross sell opportunity

## Synergies valued at CHF 3.1 billion<sup>(3)</sup>

- CHF 275 million run rate synergies<sup>(4)</sup>
- Planning for ~75% realization by 2023

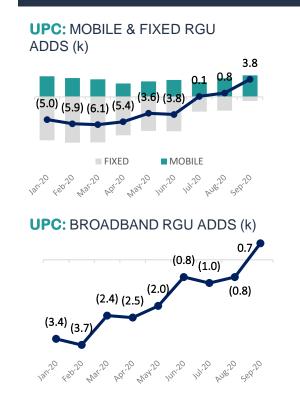
## **Driving Free Cash Flow**

Multi-year, consistent growth profile ahead

#### (1) Analysys Mason, data as of Q4 2019, and publicly disclosed financials

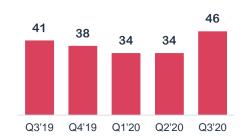
- (2) Reflecting combined converged mobile customers as a percentage of total combined broadband subscribers
- Post tax and net of integration costs
- (4) Run-rate synergies comprising of CHF 46 million of revenue, CHF 187 million of cost, and CHF 42 million of capital expenditures
   (5) As reported by Sunrise

### STRONG Q3 PERFORMANCE



- First month of positive Broadband adds in 3 years
- Improving sales momentum and churn reduction
- Record mobile sales in September

#### **SUNRISE:** POSTPAID MOBILE NET ADDS<sup>(5)</sup> (k)



#### SUNRISE: INTERNET NET ADDS<sup>(5)</sup> (k)



- Focus on converged offerings
- Continued internet share gains
- Strongest postpaid mobile performance since 2010; reaching 2 million postpaid subs

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# **VALUE CREATION STRATEGY**

## LIBERTY GLOBAL: PF GROUP STRUCTURE



• Substantial OFCF and FCF growth runway<sup>(3)</sup>

• Strategic investment in adjacencies

(1) Based on 100% of Vodafone Ziggo JV's, Virgin Media O2 U.K. JV's and Liberty Global's consolidated (ex- Virgin Media U.K.) 2019 RGUs. Also includes Sunrise's 2.4 mm mobile subscribers and approximately 1.3 mm fixed-line subscribers

(2) Based on 2019 amounts. JV revenue includes 100% of revenue for both the Vodafone Ziggo JV and the Virgin Media O2 U.K. JV. Consolidated revenue excludes 100% of Virgin Media U.K. revenue and includes 100% of Sunrise's 2019 IFRS revenue, which we do not anticipate to be materially different from U.S. GAAP

(3) OCF, OFCF and FCF are used as customarily defined by Liberty Global

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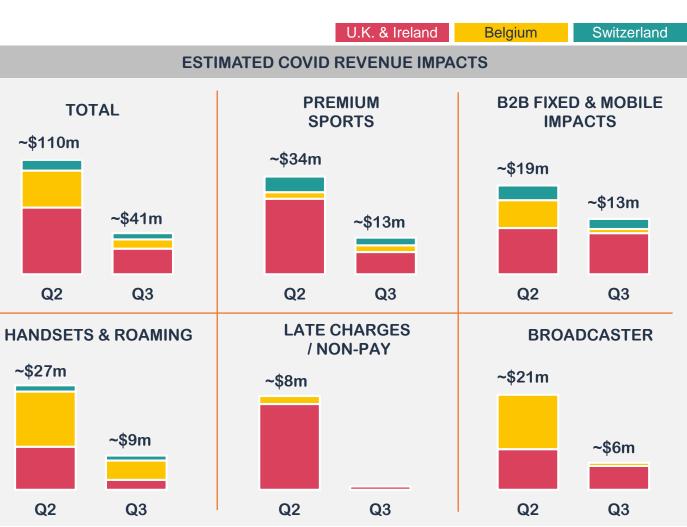


# **UNDERLYING REVENUE STABLE**



• ~\$41m<sup>(2)</sup> COVID impacts to Q3 revenue

 Low impact on Adj. EBITDA given low margin sales and certain programming credits received



(1) Revenue growth rates presented on a rebased basis. See Appendix for definitions and non-GAAP reconciliations, where applicable

(2) Excludes customer impacts including postponed UK price rise, churn and downspin effect

# **ADJ EBITDA IN LINE WITH EXPECTATIONS**

Confirming FY 2020 mid-single-digit Adj EBITDA decline



 Rebased Adjusted EBITDA<sup>(3)</sup> growth of (5.0%) in Q3 2020; (3.0%) YTD

 Confirming mid-single digit rebased Adjusted EBITDA decline FY 2020<sup>(4)</sup> Below incremental headwinds<sup>(2)</sup> hold Q4 EBITDA broadly flat, sequentially from Q3



- Estimated deferred price rise impact ~\$26m<sup>(5)</sup>
- Accelerated Customer Care & Digital initiatives due to COVID ~\$17m
- Pre-merger integration Opex of ~\$8m

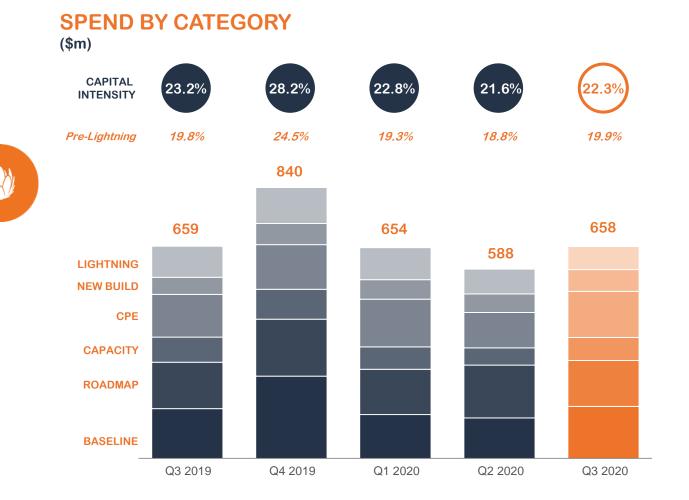
SWITZERLAND



- ~\$9m of pre-merger integration Opex expected in Q4
- (1) Adjusted EBITDA is a non-GAAP measure, see the Appendix for definitions and non-GAAP reconciliations, where applicable
- (2) Q4 headwinds are incremental to Network Tax, Programming and Regulatory headwinds previously announced
- (3) Adjusted EBITDA growth rates presented on a rebased basis after internal recharges. See appendix for definitions and reconciliations of non-GAAP measures, as applicable
- (4) Quantitative reconciliations to net earnings/loss from continuing operations (including net earnings/loss growth rates) for our Adjusted EBITDA guidance cannot be provided without unreasonable efforts as we do not forecast certain non-cash charges including the components of non-operating income/expense, depreciation and amortization, and impairment, restructuring and other operating items included in net earnings/loss from continuing operations. The items we do not forecast may vary significantly from period to period
- (5) Represents the 2019 Adjusted EBITDA benefit from the Q4 2019 price rise

# **CAPITAL INTENSITY CONTINUES TO DECLINE**

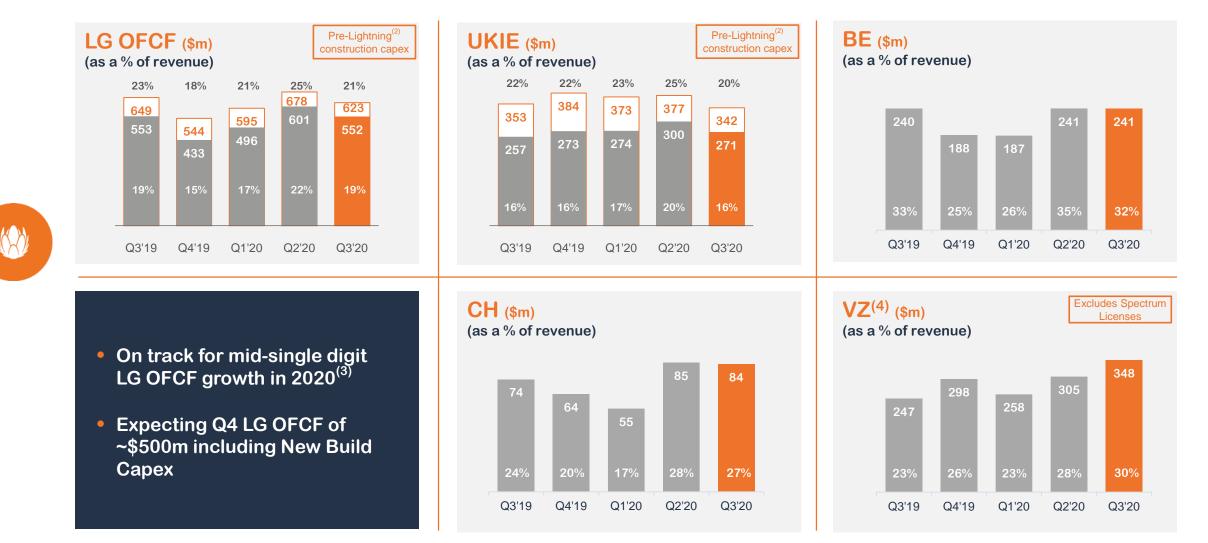
Q3 2020 ~20% ex-Lightning<sup>(1)</sup>; elevated Q4'19 Capex not expected to repeat in Q4'20



Q3 SPEND DECLINE	CHANGE VS PRIOR YEAR
<b>TOTAL NEW BUILD</b> Lightning spend lower as CPP continues to trend down, build volumes marginally up YoY	<b>~_</b> -7%
<b>CPE</b> Deployment of next-gen set-top boxes/routers continues, with a catch-up effect in Q3 2020	<mark>~7</mark> +8%
<b>CAPACITY</b> Savings achieved from UKIE, BE & CH as capacity upgrades for 1Gbps rollouts are largely completed	∽ -9%
<b>ROADMAP</b> Stable spend YoY on mobile and IT	∽ -1%
<b>BASELINE</b> Stable YoY, major platform investments behind us, focusing on deployment	<b>~7</b> +4%

(1) Pre-Lightning P&E is a non-GAAP measure, see the Appendix for definitions and non-GAAP reconciliations, where applicable

# **GENERATING SIGNIFICANT OFCF<sup>(1)</sup>**



- (1) Adjusted EBITDA growth rates presented on a rebased basis including the impact of the Centrally-held P&E Attribution, as applicable. See the Appendix for definitions and non-GAAP reconciliations
- (2) Pre-Lightning P&E is a non-GAAP measure, see the Appendix for definitions and non-GAAP reconciliations, where applicable
- (3) Quantitative reconciliations to net earnings/loss from continuing operations (including net earnings/loss growth rates) for our Adjusted EBITDA guidance cannot be provided without unreasonable efforts as we do not forecast certain non-cash charges including; the components of non-operating income/expense, depreciation and amortization, and impairment, restructuring and other operating items included in net earnings/loss from continuing operations. The items we do not forecast may vary significantly from period to period
- (4) Non-consolidated. Reflects 100% of VodafoneZiggo OFCF

# **CONFIRMING \$1BN FCF GUIDANCE**<sup>(1)</sup>

9M phasing remains broadly consistent with prior years

\$m	YTD 2020	Comments
OFCF pre-Lightning P&E	\$1,895	
NET INTEREST	(1,078)	No material payments in Q4
CASH TAX	(197)	No material payments in Q4
VODAFONE ZIGGO JV	138	<ul> <li>50% of VZ distribution; guiding to upper end of €400 - €500m of shareholder distributions</li> </ul>
	\$758	
WORKING CAPITAL <sup>(2)</sup>	31	Targeting broadly flat again in FY20
ADJUSTED FCF pre-Lightning P&E <sup>(3)</sup>	\$789	
LIGHTNING P&E <sup>(4)</sup>	(247)	Construction capex only
ADJUSTED FCF	\$542	Confirming \$1 billion guidance for FY

(1) Adjusted Free Cash Flow is a non-GAAP measure. See the Appendix for definitions and non-GAAP reconciliations. Quantitative reconciliations to net earnings/loss from continuing operations (including net earnings/loss growth rates) and cash flow from operating activities for our Adjusted EBITDA and Adjusted FCF guidance cannot be provided without unreasonable efforts as we do not forecast (i) certain non-cash charges including; the components of non-operating income/expense, depreciation and amortization, and impairment, restructuring and other operating items included in net earnings/loss from continuing operations, nor (ii) specific changes in working capital that impact cash flows from operating activities. The items we do not forecast may vary significantly form period to period

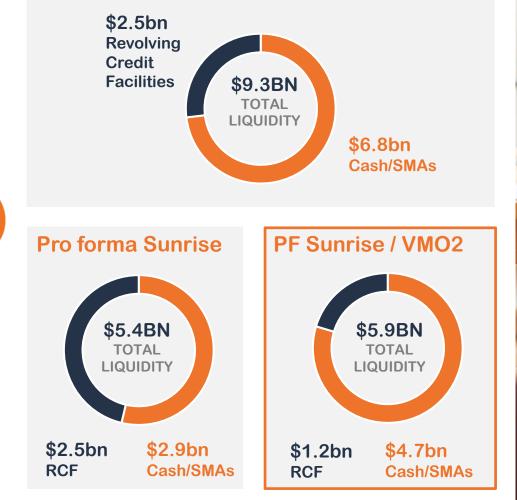
(2) Includes working capital, operational finance (vendor finance) and restructuring

(3) Pre-Lightning P&E is a non-GAAP measure, see the Appendix for definitions and non-GAAP reconciliations, where applicable

(4) Lightning Construction P&E includes construction P&E only. Excludes Customer Premises Equipment

# **CAPITAL ALLOCATION**

## Q3 FULL COMPANY LIQUIDITY (1,2)



## Key Highlights:

- Repurchased \$1 billion of stock through the end of October; purchased 29% of our market cap since Q3 2019<sup>(3)</sup>
- Announced new \$1 billion buyback authorization
- Telenet announces annual dividend distribution floored at €2.75 per share
- LG gross leverage of 5.4x and net leverage of 4.0x

	Existin Cham		Pending Cham	
Q3'20	BE	VZ	UPC/Sunrise	VM/02
Leverage <sup>(4)</sup>	4.38x	5.25x	5x	5x
WACD	3.4%	4.2%	3.8%	4.4%
Av. Life	~8 years	~8 years	~8 years	~8 years

) Liquidity refers to our consolidated cash and cash equivalents, investments held under separately managed accounts (SMAs), plus the maximum undrawi

- (2) Full Company includes the debt and unused borrowing capacity of the Virgin Media entities classified as held for sale at September 30, 2020. The cash of
- (3) Based on average market cap for the period of \$12.9bn

(4) BE reflects total net leverage on a US GAAP basis. VZ leverage reflects Total Net Leverage per the VodafoneZiggo fixed income report, on a covenant bar reflect target total leverage at completion.

rowing facilities w

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# **CONCLUSIONS**

- > Strong customer and broadband performance; NPS remains high
- > Phase 1 approval granted in Switzerland, closing mid-November
- Transformational FMC remains on track in the U.K.
- Capital intensity continues to decline; now ~20% pre Lightning
- > Reconfirming all 2020 guidance metrics
- > Announced new \$1 billion repurchase authorization

FY 2020 <sup>(1)</sup>	Guidance
Rebased Adjusted EBITDA	Mid-single digit decline
Rebased OFCF	Mid-single digit growth
Adjusted FCF <sup>(2)</sup>	~\$1 billion Including Lightning Construction Capex

(1) Quantitative reconciliations to net earnings/loss from continuing operations (including net earnings/loss growth rates) and cash flow from operating activities for our Adjusted EBITDA and Adjusted FCF guidance cannot be provided without unreasonable efforts as we do not forecast (i) certain non-cash charges including; the components of non-operating income/expense, depreciation and amortization, and impairment, restructuring and other operating items included in net earnings/loss from continuing operations, nor (ii) specific changes in working capital that impact cash flows from operating activities. The items we do not forecast may vary significantly from period to period.





# EXECUTIVE SUMMARY FINANCIAL RESULTS APPENDIX







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# **VIRGIN MEDIA**

Demand for quality connectivity and FMC momentum drove robust Q3 Customer and Postpaid adds

Q3 2020 KEY RESULTS <sup>(1)</sup>



(1.0%)

CUSTOMER

**ARPU GROWTH** 



+86k POSTPAID MOBILE NET ADDS

 $(\mathbf{3})$ 

4

0.7% REVENUE





## **KEY DRIVERS OF PERFORMANCE**

## **1** BALANCING VALUE AND VOLUME

- 2nd consecutive quarter of customer gains in BAU and Lightning
- ARPU impacted by price rise postponement, lower premiums and lower pay per view revenues
- EOCN churn in-line and ARPU dilution lower than plan

## **2** MARKET-LEADING PRODUCTS AND SERVICES

- Largest 1 Gbps provider in the U.K. & Ireland reaching 6.8 mm and 0.9 mm, respectively
- Delivered 125k Lightning premises; cumulative build 2.4 million
- October launch of TV360 in Ireland; UK rollout imminent

## DRIVING FMC CONVERGENCE

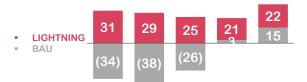
- U.K.'s leading FMC provider with 23.4% penetration, +270bps YoY
- FMC customers have higher NPS and lower churn

## LEVERAGING SOHO AND WHOLESALE

- B2B revenue +5% YoY driven by wholesale and SOHO
- SOHO customer base +14% YoY; SOHO revenue +9% YoY
- Beginning installation of recent contract wins for full fibre and other high capacity services through H2 and into 2021

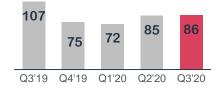


FIXED LINE CUSTOMER GROWTH (000's)



Q3'19 Q4'19 Q1'20 Q2'20 Q3'20

## POSTPAID MOBILE ADDS (000's)



# VIRGIN MEDIA: PROJECT LIGHTNING UPDATE

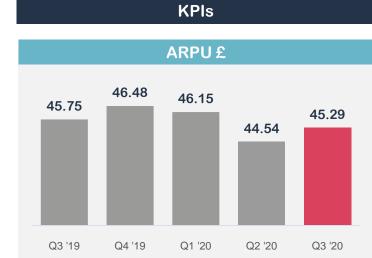
Lightning build returned to normalized levels following lockdown restrictions in H1

#### HIGHLIGHTS

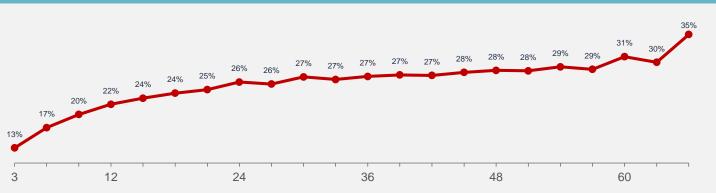
- Modest ongoing impact on ARPU from COVID-19; Q3 ARPU in line w/ BAU post-discounts
- Cumulative CPP continues to improve, ~£660 at Q3, with periodic CPP at ~£605
- Scale PIA trials demonstrate meaningful cost reduction



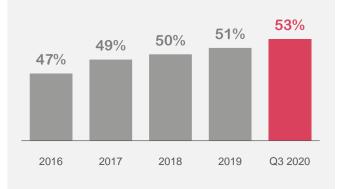
**CONSTRUCTION ACTIVITY** 



#### U.K. PENETRATION



#### NATIONAL FOOTPRINT COVERAGE





## Strong performance in broadband and mobile postpaid net adds driven by FMC growth

Q3 2020 KEY RESULTS <sup>(1)</sup>

(3k)

CUSTOMER NET ADDS



0.5% CUSTOMER ARPU GROWTH

(2)

+22k POSTPAID MOBILE NET ADDS





\$241m Attributed OFCF <sup>(2)</sup>

## **KEY DRIVERS OF PERFORMANCE**

## **POSITIVE COMMERCIAL MOMENTUM AND FMC GROWTH**

- Robust growth of FMC subscriber base to 621K
- FMC penetration increased to 46% powered by WIGO offers
- 10,000 broadband adds; best quarterly performance since Q4 '15
- 1% price rise announced in August and effective October 2020

## CONNECTED ENTERTAINMENT

- Collaboration with DPG launched with great customer feedback
- Continue to differentiate video offering via Play Sports

## **3** ADVANCING ON STRATEGIC PLAYS IN THE MARKET

- Streamz launched in September
- Cooperating with Fluvius to enhance future network

### **4** UPGRADED OR MAINTAINED GUIDANCE

- Upgraded FY 2020 EBITDA outlook from -1% to stable
- 2018-2021 OFCF guidance maintained
- Announced €2.75 floor for annual recurring dividend



#### FIXED LINE CUSTOMER GROWTH (000's)



Q3'19 Q4'19 Q1'20 Q2'20 Q3'20

## POSTPAID MOBILE ADDS (000's)



(1) Revenue, OCF and OFCF growth rates presented on a rebased basis as applicable. OFCF includes both centrally-held opex allocations and centrally-held P&E attributions. See the Appendix for definitions and non-GAAP reconciliations, where applicable

(2) Includes attribution of centrally-held P&E of \$3m

# **UPC SWITZERLAND**

Improved commercial momentum; competitive environment still heightened

Q3 2020 KEY RESULTS <sup>(1)</sup>

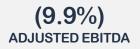
(6k) CUSTOMER NET ADDS



(1.0%) CUSTOMER ARPU GROWTH

+12k POSTPAID MOBILE NET ADDS

> (5.8%) REVENUE



\$84m Attributed OFCF <sup>(2)</sup>

## **KEY DRIVERS OF PERFORMANCE**

## **1** SALES MOMENTUM CONTINUING

- Improved broadband trends supported by successful summer campaign; September BB adds turned positive
- Strengthened mobile offers with simplified pricing and FMC incentives; record mobile sales month in September

## **2** TURNAROUND INITIATIVES WORKING

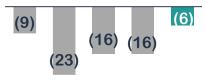
- Lower digital churn underpinned by record-level NPS via product enhancements, network stability & improved service levels
- New line-up and cross-sell initiatives driving FMC penetration +510bps YoY to 23%
- Fixed UPC BB customers averaging 350Mbps

## **3** OFCF GROWTH IN Q3 DESPITE TOP-LINE PRESSURE:

- Lapped peak capex for EOS, 1 Gbps and digital initiatives
- Stabilising ARPU trend in competitive market

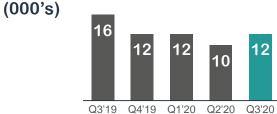


FIXED LINE CUSTOMER GROWTH (000's)



Q3'19 Q4'19 Q1'20 Q2'20 Q3'20

## POSTPAID MOBILE ADDS



(1) Revenue, OCF and OFCF growth rates presented on a rebased basis as applicable. OFCF includes both centrally-held opex allocations and centrally-held P&E attributions. See the Appendix for definitions and non-GAAP reconciliations, where applicable

(2) Includes attribution of centrally-held P&E of \$12m

# **VODAFONEZIGGO JV**<sup>(1)</sup>

Robust Q3 results; 2020 financial guidance raised

Q3 2020 KEY RESULTS <sup>(1)</sup>



3%

CUSTOMER

**ARPU GROWTH** 



+58k POSTPAID MOBILE NET ADDS



6.4% ADJUSTED EBITDA

> €297m JV OFCF<sup>(2)</sup>

## **KEY DRIVERS OF SUCCESS**

## MAINTAINING NETWORK SUPERIORITY

- Offering 1Gbps speeds to more than 2 million homes and on track to reach 3 million homes by year end
- First to offer nationwide 5G with strong spectrum position
- Recently launched Smart WiFi product

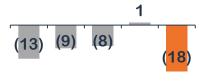
## **2** NEXT-GENERATION SET TOP & EXCLUSIVE CONTENT

- Cutting-edge EOS video STB now in over 10% of video base
- Ziggo Sport TV ratings strong as events resume
- Exclusive HBO offering differentiates VZ from competition

## **3** STRONG FINANCIAL PERFORMANCE

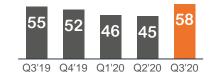
- 6th consecutive quarter of revenue growth; 2020 price increase landed well though customer and subscriber trends impacted Q3
- On track for full synergy realization one year ahead of schedule
- Increased Adj. EBITDA guidance to 4%-5% for 2020; expect to deliver top-end of shareholder distribution range (€400-500m)
- Cost phasing to weigh on Q4 2020 Adj. EBITDA

## FIXED LINE CUSTOMER GROWTH (000's)



Q3'19 Q4'19 Q1'20 Q2'20 Q3'20

## POSTPAID MOBILE ADDS (000's)



# **9M ADJUSTED ATTRIBUTED FCF**

All OpCos remain substantially FCF positive despite COVID-19

\$m	U.K. & Ireland	Belgium	Switzerland	Poland / Slovakia	Central <sup>(2)</sup>	Liberty Global	50-50 Dutch JV <sup>(3,4)</sup>
ADJUSTED EBITDA (1)	\$1,975	\$1,053	\$439	\$161	(\$80)	\$3,548	\$1,593
P&E pre-lightning P&E <sup>(5)</sup>	(884)	(385)	(216)	(87)	(81)	(1,653)	(685)
OFCF pre-lightning P&E	\$1,091	\$668	\$223	\$74	(\$161)	\$1,895	\$908
NET INTEREST	(737)	(207)	(106)	(54)	26	(1,078)	(397)
CASH TAX	(6)	(129)	(7)	(17)	(38)	(197)	-
VODAFONE ZIGGO JV (DIVIDEND & INTEREST)	-	-	-	-	138	138	-
	\$348	\$332	\$110	\$3	(\$35)	\$758	\$511
WORKING CAPITAL <sup>(6)</sup>	284	(44)	23	(1)	(231)	31	(85)
ADJ ATTRIBUTED FCF pre-lightning P&E	\$632	\$288	\$133	\$2	(\$266)	\$789	\$426
LIGHTNING P&E <sup>(7)</sup>	(247)					(247)	
ADJ ATTRIBUTED FCF	\$385					\$542	

(1) Based on our updated definition of segment Adjusted EBITDA which, effective from Q4 2019, now includes Centrally allocated opex. For information on centrally-held operating cost allocations, see the appendix

(2) Includes intersegment eliminations

(3) Represents 100% of the non-consolidated Dutch JV

(4) Adjusted EBITDA for the Dutch JV as shown in the table above includes \$93m of FSA charges from Liberty Global with the corresponding amount recognized as revenue within our Central segment

(5) Includes Centrally attributed P&E Additions. For information on our centrally-held P&E attributions, see the appendix included in our Q3 2020 Liberty Global earnings release. 50-50 Dutch JV P&E excludes 5G spectrum

(6) Includes working capital, operational finance (vendor finance) and restructuring. 50-50 Dutch JV figure excludes the interest paid on loans to Liberty Global

(7) Lightning Construction P&E includes construction P&E only. Excludes Customer Premises Equipment

# **CENTRAL UPDATE**

Cost base managed in line with service agreements

	\$m	<u>2019</u>	<u>9M'20</u>
	Total Operating Costs <sup>(1)</sup>	(\$601)	(\$438)
	Central Revenue <sup>(2,3)</sup>	\$405	\$297
ý	Opex allocation	\$114	\$61
	Total Central Adj EBITDA <sup>(3)</sup>	(\$82)	(\$80)
	Central P&E	(\$380)	(\$244)
	<b>Reported Central OFCF</b>	(\$462)	(\$324)
	Attributed central P+E	\$227	\$163
	<b>OFCF</b> post-attribution	(\$235)	(\$161)



- Includes both T&I (core & partner markets) and Corporate spend
- TSA revenue from partner markets offset 100% of related costs
- Structures in place to flex cost base in line with TSA expiration
- T&I Opex allocations already reflected within OpCo Segment Adj. EBITDA
- 2019 on a pro forma basis; 2020 as reported
- Central Capex to fulfil T&I services (both core- and partner markets)
- Allocation of Central T&I Capex to UKIE, CH, BE & PLSK
- Net Central OFCF post all T&I allocations. Typical corporate activities of management, finance, legal, corporate affairs, HR

(1) Includes COGS for low-margin CPE

(2) Includes low-margin CPE sales to the Dutch JV.

(3) Adjusted in 2019 with a Pro Forma \$89m revenue addition reflecting the net cash flows that we would have received from tran sitional services agreements if the sale of the Discontinued Operations had occurred on January 1, 2019

# **REBASE INFORMATION**

Rebase growth percentages, which are non-GAAP measures, are presented as a basis for assessing growth rates on a comparable basis. For purposes of calculating rebased growth rates on a comparable basis for all businesses that we owned during 2020, we have adjusted our historical revenue, Adjusted EBITDA and OFCF for the three and nine months ended September 30, 2019 to (i) include the pre-acquisition revenue, Adjusted EBITDA and P&E additions of entities acquired during 2019 in our rebased amounts for the three and nine months ended September 30, 2019 to the same extent that the revenue, Adjusted EBITDA and P&E additions of these entities are included in our results for the three and nine months ended September 30, 2020, (ii) exclude the revenue, Adjusted EBITDA and P&E additions in our rebased amounts for the three and nine months ended September 30, 2019 for entities disposed of during 2020, (iii) include revenue and costs for the temporary elements of transitional and other services provided to the VodafoneZiggo JV, Vodafone, Deutsche Telekom (the buyer of UPC Austria), Liberty Latin America and M7 Group (the buyer of UPC DTH), to reflect amounts related to these services equal to those included in our results for the three and nine months ended September 30, 2020 and (iv) reflect the translation of our rebased amounts for the three and nine months ended September 30, 2019 at the applicable average foreign currency exchange rates that were used to translate our results for the three and nine months ended September 30, 2020. We have reflected the revenue, Adjusted EBITDA and P&E additions of these acquired entities in our 2019 rebased amounts based on what we believe to be the most reliable information that is currently available to us (generally pre-acquisition financial statements), as adjusted for the estimated effects of (a) any significant differences between U.S. GAAP and local generally accepted accounting principles, (b) any significant effects of acquisition accounting adjustments, (c) any significant differences between our accounting policies and those of the acquired entities and (d) other items we deem appropriate. We do not adjust pre-acquisition periods to eliminate nonrecurring items or to give retroactive effect to any changes in estimates that might be implemented during post-acquisition periods. As we did not own or operate the acquired businesses during the pre-acquisition periods, no assurance can be given that we have identified all adjustments necessary to present the revenue, Adjusted EBITDA and OFCF of these entities on a basis that is comparable to the corresponding post-acquisition amounts that are included in our historical results or that the pre-acquisition financial statements we have relied upon do not contain undetected errors. In addition, the rebased growth percentages are not necessarily indicative of the revenue. Adjusted EBITDA and OFCF that would have occurred if these transactions had occurred on the dates assumed for purposes of calculating our rebased amounts or the revenue. Adjusted EBITDA and OFCF that will occur in the future. Investors should view rebased growth as a supplement to, and not a substitute for, U.S. GAAP measures of performance included in our condensed consolidated statements of operations.

The following table provides adjustments made to the 2019 amounts to derive our rebased growth rates:

	Three month	nded Septem	r 30, 2019	Nine months ended September 30, 2019										
	Adjusted Revenue EBITDA													OFCF
		_		_	in mi	llic	ons							
Acquisitions	\$ —	\$	_	\$	_	\$	55.2	\$	0.9	\$	0.9			
Dispositions <sup>(i)</sup>	5.9		(1.8)	Γ	(1.5)	Г	78.4	Γ	65.5	Т	66.6			
Foreign Currency	147.2		63.3		30.8		30.8		8.3		3.4			
Total increase	\$ 153.1	\$	61.5	\$	29.3	\$	164.4	\$	74.7	\$	70.9			

(i) Relates primarily to rebase adjustments for agreements to provide transitional and other services to the VodafoneZiggo JV, Vodafone, Liberty Latin America, Deutsche Telekom and M7 Group. These adjustments result in an equal amount of fees in both the 2020 and 2019 periods for those services that are deemed to be temporary in nature.

## GLOSSARY

10-Q or 10-K: As used herein, the terms 10-Q and 10-K refer to our most recent quarterly or annual report as filed with the Securities and Exchange Commission on Form 10-Q or Form 10-K, as applicable.

Adjusted EBITDA: Adjusted EBITDA is the primary measure used by our chief operating decision maker to evaluate segment operating performance and is also a key factor that is used by our internal decision makers to (i) determine how to allocate resources to segments and (ii) evaluate the effectiveness of our management for purposes of annual and other incentive compensation plans. As we use the term, Adjusted EBITDA is defined as earnings (loss) from continuing operations before net income tax benefit (expense), other non-operating income or expenses, net share of results of affiliates, net gains (losses) on debt extinguishment, net realized and unrealized gains (losses) due to changes in fair value of certain investments and debt, net foreign currency gains (losses), net gains (losses) on derivative instruments, net interest expense, 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 (a) gains and losses on the disposition of long-lived assets, (b) third-party costs directly associated with successful and unsuccessful acquisitions and dispositions, including legal, advisory and due diligence fees, as applicable, and (c) other acquisition-related items, such as gains and losses on the settlement of contingent consideration. Our internal decision makers believe Adjusted EBITDA is a meaningful measure because it represents a transparent view of our recurring operating performance that is unaffected by our capital structure and allows management to (1) readily view operating trends, (2) perform analytical comparisons and benchmarking between segments and (3) identify strategies to improve operating performance with the generating end of other companies in the same or similar industries, although our measure may not be directly comparable to similar measures used by other public companies. Consolidated Adjusted EBITDA should be viewed as a measure of operati

Adjusted EBITDA margin: Adjusted EBITDA margin is a non-GAAP metric calculated by dividing Adjusted EBITDA by total revenue for the applicable period.

Adjusted Free Cash Flow (FCF): Net cash provided by our operating activities, plus (i) cash payments for third-party costs directly associated with successful acquisitions and dispositions and (ii) expenses financed by an intermediary, less (a) capital expenditures, as reported in our condensed consolidated statements of cash flows, (b) principal payments on amounts financed by vendors and intermediaries and (c) principal payments on finance leases (exclusive of the portions of the network lease in Belgium that we assumed in connection with certain acquisitions), with each item excluding any cash provided or used by our Discontinued Operations, as applicable. We believe that our presentation of Adjusted Free Cash Flow, which is a non-GAAP measure, provides useful information to our investors because this measure can be used to gauge our ability to service debt and fund new investment opportunities. Adjusted Free Cash Flow should not be understood to represent our ability to fund discretionary amounts, as we have various mandatory and contractual obligations, including debt repayments, which are not deducted to arrive at this amount. Investors should view Adjusted Free Cash Flow as a supplement to, and not a substitute for, U.S. GAAP measures of liquidity included in our condensed consolidated statements of cash flows.

**ARPU:** Average Revenue Per Unit is the average monthly subscription revenue per average cable customer relationship or mobile subscriber, as applicable. ARPU per average fixed-line customer relationship is calculated by dividing the average monthly subscription revenue from residential cable and SOHO services by the average number of fixed-line customer relationships for the period. ARPU per average mobile subscriber is calculated by dividing residential mobile and SOHO revenue for the indicated period by the average number of mobile subscribers for the period. Unless otherwise indicated, ARPU per cable customer relationship or mobile subscriber is not adjusted for currency impacts. ARPU per RGU refers to average monthly revenue per average RGU, which is calculated by dividing the average monthly subscription revenue from residential and SOHO services for the indicated period, by the average number of the applicable RGUs for the period. Unless otherwise noted, ARPU per average cable customer relationship or mobile subscriber, as applicable. Fixed-line customer relationships, mobile subscribers and RGUs of entities acquired during the period are normalized. In addition, for purposes of calculating the percentage change in ARPU on a rebased basis, which is a non-GAAP measure, we adjust the prior-year subscription revenue, fixed-line customer relationships, mobile subscribers and RGUs, as applicable, to reflect acquisitions, dispositions and FX on a comparable basis with the current year, consistent with how we calculate our rebased growth for revenue and Adjusted EBITDA.

ARPU per Mobile Subscriber: Our ARPU per mobile subscriber calculation that excludes interconnect revenue refers to the average monthly mobile subscription revenue per average mobile subscriber and is calculated by dividing the average monthly mobile subscription revenue (excluding handset sales and late fees) for the indicated period, by the average of the opening and closing balances of mobile subscribers in service for the period. Our ARPU per mobile subscriber calculation that includes interconnect revenue increases the numerator in the above-described calculation by the amount of mobile interconnect revenue during the period.

**Basic Video Subscriber:** A home, residential multiple dwelling unit or commercial unit that receives our video service over our broadband network or through a partner network either via an analog video signal or via a digital video signal without subscribing to any recurring monthly service that requires the use of encryption-enabling technology. Encryption-enabling technology includes smart cards, or other integrated or virtual technologies that we use to provide our enhanced service offerings. We count RGUs on a unique premises basis. In other words, a subscriber with multiple outlets in one premises is counted as one RGU and a subscriber with two homes and a subscription to our video service at each home is counted as two RGUs.

Blended fully-swapped debt borrowing cost: The weighted average interest rate on our aggregate variable- and fixed-rate indebtedness (excluding finance leases and including vendor financing obligations), including the effects of derivative instruments, original issue premiums or discounts and commitment fees, but excluding the impact of financing costs.

## GLOSSARY

#### B2B: Business-to-Business.

<u>Customer Churn</u>: The rate at which customers relinquish their subscriptions. The annual rolling average basis is calculated by dividing the number of disconnects during the preceding 12 months by the average number of customer relationships. For the purpose of computing churn, a disconnect is deemed to have occurred if the customer no longer receives any level of service from us and is required to return our equipment. A partial product downgrade, typically used to encourage customers to pay an outstanding bill and avoid complete service disconnection, is not considered to be disconnected for purposes of our churn calculations. Customers who move within our cable footprint and upgrades and downgrades between services are also excluded from the disconnect figures used in the churn calculation.

Enhanced Video Subscriber: A home, residential multiple dwelling unit or commercial unit that receives our video service over our broadband network or through a partner network via a digital video signal while subscribing to any recurring monthly service that requires the use of encryption-enabling technology. Enhanced Video Subscribers are counted on a unique premises basis. For example, a subscriber with one or more set-top boxes that receives our video service in one premises is generally counted as just one subscriber. An Enhanced Video Subscriber is not counted as a Basic Video Subscriber. As we migrate customers from basic to enhanced video services, we report a decrease in our Basic Video Subscribers equal to the increase in our Enhanced Video Subscribers.

Fixed-Line Customer Relationships: The number of customers who receive at least one of our internet, video or telephony services that we count as RGUs, without regard to which or to how many services they subscribe. Fixed-Line Customer Relationships generally are counted on a unique premises basis. Accordingly, if an individual receives our services in two premises (e.g., a primary home and a vacation home), that individual generally will count as two Fixed-Line Customer Relationships. We exclude mobile-only customers from Fixed-Line Customer Relationships.

Fixed-Mobile Convergence (FMC): Fixed-mobile convergence penetration represents the number of customers who subscribe to both a fixed broadband internet service and postpaid mobile telephony service, divided by the total number of customers who subscribe to our fixed broadband internet service.

Homes Passed: Homes, residential multiple dwelling units or commercial units that can be connected to our networks without materially extending the distribution plant. Certain of our Homes Passed counts are based on census data that can change based on either revisions to the data or from new census results.

Internet Subscriber: A home, residential multiple dwelling unit or commercial unit that receives internet services over our networks, or that we service through a partner network.

Leverage and Liquidity: Our debt and net debt ratios, which are non-GAAP metrics, are defined as total debt and net debt, respectively, divided by Adjusted EBITDA for the last twelve months (LTM Adjusted EBITDA). Net debt is defined as total debt less cash and cash equivalents and investments under separately managed accounts. Consistent with how we calculate our leverage ratios under our debt agreements, these ratios are presented on a Full Company basis that includes the debt and Adjusted EBITDA of the U.K. JV entities that are classified as held for sale on our September 30, 2020 condensed consolidated balance sheet. For purposes of these calculations, debt is measured using swapped foreign currency rates, consistent with the covenant calculation requirements of our subsidiary debt agreements, and excludes the loans backed or secured by the shares we hold in ITV plc and Lions Gate Entertainment Corp.

Liquidity refers to cash and cash equivalents and investments held under separately managed accounts plus the maximum undrawn commitments under subsidiary borrowing facilities for the Full Company, without regard to covenant compliance calculations or other conditions precedent to borrowing.

The term "Full Company" includes certain amounts related to the U.K. JV Entities, which are presented as held for sale in our September 30, 2020 condensed consolidated balance sheet. For purposes of presenting certain debt and liquidity metrics consistent with how we calculate our leverage ratios under our debt agreements, we have included the debt and finance lease obligations of the U.K. JV Entities in our Full Company metrics.

Lightning premises: Includes homes, residential multiple dwelling units and commercial premises that potentially could subscribe to our residential or SOHO services, which have been connected to our networks as a part of our Project Lightning network extension program in the U.K. and Ireland. Project Lightning infill build relates to construction in areas adjacent to our existing network.

Mobile Subscriber Count: The number of active SIM cards in service rather than services provided. For example, if a mobile subscriber has both a data and voice plan on a smartphone this would equate to one mobile subscriber. Alternatively, a subscriber who has a voice and data plan for a mobile handset and a data plan for a laptop would be counted as two mobile subscribers. Customers who do not pay a recurring monthly fee are excluded from our mobile telephony subscriber counts after periods of inactivity ranging from 30 to 90 days, based on industry standards within the respective country. In a number of countries, our mobile subscribers receive mobile services pursuant to prepaid contracts.

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## GLOSSARY

MVNO: Mobile Virtual Network Operator.

NPS: Net Promoter Score.

OFCF: As used herein, Operating Free Cash Flow or "OFCF", which is a non-GAAP measure, represents Adjusted EBITDA less property and equipment additions. OFCF is an additional metric that we use to measure the performance of our operations after considering the level of property and equipment additions incurred during the period.

OFCF margin: OFCF margin is a non-GAAP metric calculated by dividing OFCF by total revenue for the applicable period.

Property and equipment additions (P&E additions): Includes capital expenditures on an accrual basis, amounts financed under vendor financing or finance lease arrangements and other non-cash additions.

Rental ARPU: subscription ARPU less out-of-bundle telephony usage and pay-per-view

**RGU:** A Revenue Generating Unit is separately a Basic Video Subscriber, Enhanced Video Subscriber, Internet Subscriber or Telephony Subscriber. A home, residential multiple dwelling unit, or commercial unit may contain one or more RGUs. For example, if a residential customer in our U.K. market subscribed to our enhanced video service, fixed-line telephony service and broadband internet service, the customer would constitute three RGUs. Total RGUs is the sum of Basic Video, Enhanced Video, Internet and Telephony Subscribers. RGUs generally are counted on a unique premises basis such that a given premises does not count as more than one RGU for any given service. On the other hand, if an individual receives one of our services in two premises (e.g., a primary home and a vacation home), that individual will count as two RGUs for that service. Each bundled cable, internet or telephony service is counted as a separate RGU regardless of the nature of any bundling discount or promotion. Non-paying subscribers are counted as subscribers during their free promotional service period. Some of these subscribers may choose to disconnect after their free service period. Services offered without charge on a long-term basis (e.g., VIP subscribers or free service to employees) generally are not counted as RGUs. We do not include subscriptions to mobile services in our externally reported RGU counts. In this regard, our RGU counts exclude our separately reported postpaid and prepaid mobile subscribers.

SIM: Subscriber Identification Module

SOHO: Small or Home Office Subscribers

Telephony Subscriber: A home, residential multiple dwelling unit or commercial unit that receives voice services over our networks, or that we service through a partner network. Telephony Subscribers exclude mobile telephony subscribers.

U.S. GAAP: Accounting principles generally accepted in the United States.

YoY: Year-over-year.

# REBASE ADJUSTMENTS

Rebase growth percentages, which are non-GAAP measures, are presented as a basis for assessing growth rates on a comparable basis. For further details on adjustments made to arrive at our rebase growth rates for the periods below, refer to our previously issued earnings releases which can be found on our website at www.libertyglobal.com, as well as the *Rebase Information* section included earlier in this presentation.

The following table provides adjustments made to 2018 amounts to derive our rebased growth rates for the three months ended September 30, 2019 and December 31, 2019:

		Three mont	hs	ended Septemb	ber	30, 2018		Three mon	ths ended December 31, 2018				
	Revenue		Revenue		Adjusted EBITDA OFCF		OFCF	Revenue		Adjusted EBITDA		OFCF	
	in millions												
Acquisitions	\$	24.7	\$	1.8	\$	28.9	\$	40.7	\$	9.1	\$	9.1	
Dispositions		36.0	Г	29.6	Γ	—		33.4	Γ	27.7		27.7	
Foreign Currency		(133.7)		(53.2)		(17.1)		(27.4)		(10.8)		(0.3)	
Total increase (decrease)	\$	(73.0)	\$	(21.8)	\$	11.8	\$	46.7	\$	26.0	\$	36.5	

The following table provides adjustments made to 2019 amounts to derive our rebased growth rates for the three months ended March 31, 2020 and June 30, 2020:

		Three mo	onth	is ended March	31	, 2019		Three m	ont	2019					
	Revenue			Revenue Adjusted EBITDA OFCF					OFCF		Revenue	Adjusted EBITDA			OFCF
			_			in mi	lior	15			_				
Acquisitions	\$	31.3	\$	0.9	\$	0.9	\$	23.9	\$	—	\$	-			
Dispositions		35.5	Γ	33.1		33.1		37.0		34.2		35.0			
Foreign Currency		(50.9)		(23.4)		(10.3)		(67.1)		(31.1)		(17.0)			
Total increase (decrease)	\$	15.9	\$	10.6	\$	23.7	\$	(6.2)	\$	3.1	\$	18.0			



## **RECONCILIATIONS** ADJUSTED EBITDA

The following tables provide a reconciliation of our earnings (loss) from continuing operations to Adjusted EBITDA for the indicated periods:

	Three mon	ths ended
	September 30, 2019	December 31, 2019
	in mil	lions
Earnings (loss) from continuing operations	\$ 587.2	\$ (1,349.7)
Income tax expense (benefit)	(70.8)	269.2
Other income, net	(36.3)	(39.1)
Share of results of affiliates, net	32.8	25.5
Losses on debt extinguishment, net	48.5	119.4
Realized and unrealized losses (gains) due to changes in fair values of certain investments and debt, net	(56.4)	(162.5)
Foreign currency transactions losses (gains), net	(54.2)	260.6
Realized and unrealized losses (gains) on derivative instruments, net	(582.1)	844.2
Interest expense	340.1	314.9
Operating income	208.8	282.5
Impairment, restructuring and other operating items, net	36.0	15.9
Depreciation and amortization	892.9	897.9
Share-based compensation expense	74.0	77.5
Adjusted EBITDA	\$ 1,211.7	\$ 1,273.8

	т	hree months end	d	Nine months ended
	March 31, 2020	June 30, 2020	September 30, 2020	September 30, 2020
		in m	illions	
Earnings (loss) from continuing operations	\$ 1,017.7	\$ (503.8	\$ (973.6)	\$ (459.7)
Income tax expense (benefit)	80.1	(158.0	(161.2)	(239.1)
Other income, net	(52.4)	(9.5	(5.3)	(67.2)
Share of results of affiliates, net	(33.4)	105.4	27.1	99.1
Losses on debt extinguishment, net	54.5	165.6	0.3	220.4
Realized and unrealized losses (gains) due to changes in fair values of certain investments and debt, net	529.8	(152.3	21.5	399.0
Foreign currency transactions losses (gains), net	(391.7)	478.0	755.7	842.0
Realized and unrealized losses (gains) on derivative instruments, net	(1,237.3)	319.7	717.8	(199.8)
Interest expense	313.3	281.7	279.8	874.8
Operating income	280.6	526.8	662.1	1,469.5
Impairment, restructuring and other operating items, net	31.0	32.2	(15.8)	47.4
Depreciation and amortization	783.5	545.7	458.5	1,787.7
Share-based compensation expense	55.2	83.8	104.4	243.4
Adjusted EBITDA	\$ 1,150.3	\$ 1,188.5	\$ 1,209.2	\$ 3,548.0

## RECONCILIATIONS ADJUSTED FCF

The following table provides a reconciliation of our net cash provided by operating activities to Adjusted Free Cash Flow for the indicated periods:

	Three months ended	Nine months ended
	September 30,	September 30,
	2020	2020
	in mi	llions
Net cash provided by operating activities	\$ 1,100.4	\$ 2,692.3
Cash payments for direct acquisition and disposition costs	5.5	15.9
Expenses financed by an intermediary <sup>(i)</sup>	731.1	2,005.6
Capital expenditures, net	(310.9)	(960.5)
Principal payments on amounts financed by vendors and intermediaries	(1,108.7)	(3,162.7)
Principal payments on certain finance leases	(14.4)	(48.9)
Adjusted FCF	\$ 403.0	\$ 541.7



<sup>(</sup>i) For purposes of our condensed consolidated statements of cash flows, expenses financed by an intermediary are treated as hypothetical operating cash outflows and hypothetical financing cash inflows when the expenses are incurred. When we pay the financing intermediary, we record financing cash outflows in our condensed consolidated statements of cash flows. For purposes of our Adjusted Free Cash Flow definition, we add back the hypothetical operating cash outflow when these financed expenses are incurred and deduct the financing cash outflows when we pay the financing intermediary.

## RECONCILIATIONS OFCF

A reconciliation of our Adjusted EBITDA to (i) OFCF and (ii) OFCF pre-Lightning P&E additions for our continuing operations is presented in the following table:

				Th	ree n	nonths ende	d			
	Sep	tember 30, 2019	Dec	ember 31, 2019		arch 31, 2020 millions	J	une 30, 2020	Sep	tember 30, 2020
Adjusted EBITDA	\$	1,211.7	\$	1,273.8	\$	1,150.3	\$	1,188.5	\$	1,209.2
P&E additions		(658.8)		(840.5)		(654.4)		(588.0)		(657.7)
OFCF		552.9		433.3		495.9		600.5		551.5
Lightning P&E additions		96.0		111.0		99.0		77.0		71.0
OFCF pre-Lightning P&E additions	\$	648.9	\$	544.3	\$	594.9	\$	677.5	\$	622.5

## **RECONCILIATIONS** CENTRALLY-HELD OPERATING COST ALLOCATIONS

During the fourth quarter of 2019, we changed the presentation of certain operating costs related to our centrally-managed technology and innovation function. These costs, which were previously included in Central and Corporate, are now allocated to our consolidated reportable segments. This change, which we refer to as the "Centrally-held Operating Cost Allocations", was made as a result of internal changes with respect to the way in which our chief operating decision maker evaluates the Adjusted EBITDA of our operating segments. Segment information for the three and nine months ended September 30, 2019 has been revised in our reported U.S. GAAP disclosures to reflect this change. The following table provides a summary of the impact on the Adjusted EBITDA of our consolidated reportable segments and Central and Corporate that resulted from the Centrally-held Operating Cost Allocations.



	Th	nree mor Septen		ns ended er 30,		Nine mont Septem			
	2020			2019	2020			2019	
	in millions								
Increase (decrease) to Adjusted EBITDA:									
U.K./Ireland	\$	(13.3)	\$	\$ (16.2)	\$	(37.7)	\$	(48.0	
Switzerland		(5.2)		(7.8)		(14.8)		(24.5	
CEE		(2.6)		(3.6)		(7.8)		(10.9	
Central and Corporate		21.1		27.6		60.3		83.4	
Total Liberty Global	\$	—	Ş	\$ —	\$	—	\$	_	

## **CENTRALLY-HELD P&E ATTRIBUTIONS / ATTRIBUTED OFCF**

Centrally-held P&E)

Property and equipment additions presented for Central and Corporate include certain capital costs incurred for the benefit of our operating segments. Generally, for purposes of the consolidated financial statements of our borrowing groups, the expense associated with these capital costs is allocated and/or charged to our operating segments as related-party fees and allocations in their respective statements of operations over the period in which the operating segment benefits from the use of the Central and Corporate asset. Related-party fees and allocations are excluded from the reported Adjusted EBITDA metric of these borrowing groups. These amounts are based on (i) our estimate of its share of underlying costs, (ii) our estimate of its share of the underlying costs plus a mark-up or (iii) commercially-negotiated rates. These charges and allocations differ from the attributed OFCF approach, as further described below.

For internal management reporting and capital allocation purposes, we evaluate the OFCF of our operating segments on an "attributed" basis, whereby we estimate and attribute certain capital costs incurred by Central and Corporate to our operating segments as if that operating segment directly incurred its estimated share of the capital costs in the same period the costs were incurred by Central and Corporate. These capital costs represent assets that are jointly used by our operating segments. In the context of evaluating our operating segments, we believe this non-GAAP approach, which we refer to as the "Centrally-held Property and Equipment Attributions", is a meaningful measure as it represents a transparent view of what the estimated capital spend for our operating segments might be if they were to operate as a stand-alone business (excluding, among other considerations, any impact from lost economies of scale) and allows us to more accurately (i) review capital trends by operating segment, (ii) perform benchmarking between operating segments and (iii) drive alignment and accountability between Central and Corporate and our operating segments with respect to our consolidated capital spend. The amounts attributed to each operating segment are estimated based on (a) actual costs incurred by Central and Corporate, without any mark-up, and (b) each respective operating segment's estimated use of the associated assets.

A reconciliation of our Adjusted EBITDA to attributed OFCF, including Centrally-held Property and Equipment Attributions, consistent with our internal management reporting approach, of (i) our operating segments and (ii) consolidated continuing operations is presented in the following table. This presentation is for illustrative purposes only and is intended as a supplement to, and not a substitute for, our U.S. GAAP presentation of the property and equipment additions of our reportable segments.

	Three months ended September 30, 2019											
									(	Central &		
	U.K.	& Ireland		Belgium	Sv	vitzerland		CEE	C	Corporate		Total
						in mi	lions					
Adjusted EBITDA	\$	657.8	\$	358.6	\$	160.2	\$	54.6	\$	(19.5)	\$	1,211.7
Property & equipment additions		(361.8)		(116.5)		(71.3)		(24.8)		(84.4)		(658.8)
Centrally-held P&E Attribution		(39.3)		(2.0)		(14.8)		(7.6)		63.7		-
Attributed OFCF (including attribution of Centrally-held P&E)		256.7		240.1		74.1		22.2		(40.2)		552.9
Lightning P&E		96.0		-		-		-		-		96.0
Pre-Lightning Attributed OFCF (including attribution of												
Centrally-held P&E)	\$	352.7	\$	240.1	\$	74.1	\$	22.2	\$	(40.2)	\$	648.9

				Thr	ree m	onths ended	Dece	mber 31, 20	19			
	U.K. (	& Ireland		Belgium	Sw	vitzerland		CEE	_	entral & orporate		Total
						in mil	lions					
Adjusted EBITDA	\$	763.0	\$	339.1	\$	151.6	\$	52.6	\$	(32.5)	\$	1,273.8
Property & equipment additions		(449.5)		(145.6)		(70.7)		(40.8)		(133.8)		(840.4)
Centrally-held P&E Attribution		(40.7)		(5.1)		(16.5)		(8.1)		70.4		-
Attributed OFCF (including attribution of Centrally-held P&E)		272.8		188.4		64.4		3.7		(95.9)		433.4
Lightning P&E		111.0		-		-		-		-		111.0
Pre-Lightning Attributed OFCF (including attribution of												
Centrally-held P&E)	\$	383.8	\$	188.4	\$	64.4	\$	3.7	\$	(95.9)	\$	544.4
			_								_	
				Т	hree	months end	ed Ma	rch 31, 2020	)			
									C	entral &		
	U.K. (	& Ireland		Belgium	SW	/itzerland		CEE	Co	rporate		Total
						in mil	lions					
Adjusted EBITDA	\$	655.4	\$	331.6	\$	134.1	\$	54.3	\$	(25.1)	\$	1,150.3
Property & equipment additions		(346.6)		(141.6)		(69.2)		(18.9)		(78.1)		(654.4)
Centrally-held P&E Attribution		(34.9)		(3.1)		(10.1)		(6.9)		55.0		-
Attributed OFCF (including attribution of Centrally-held P&E)		273.9		186.9		54.8		28.5		(48.2)		495.9
Lightning P&E		00.0										00.0
		99.0		-		-		-		-		99.0

186.9 \$

372.9 \$

54.8 \$

28.5 \$

(48.2) \$

594.9

## **CENTRALLY-HELD P&E ATTRIBUTIONS / ATTRIBUTED OFCF (CONT.)**

				-	Three	months end	led Ji	une 30, 2020			
									С	entral &	
	U.K. 8	& Ireland	E	Belgium	Sw	vitzerland		CEE	C	orporate	 Total
						in mi	llions				
Adjusted EBITDA	\$	654.9	\$	354.1	\$	150.9	\$	52.7	\$	(24.1)	\$ 1,188.5
Property & equipment additions		(322.8)		(110.3)		(54.6)		(20.9)		(79.4)	(588.0)
Centrally-held P&E Attribution		(31.9)		(3.1)		(11.1)		(4.9)		51.0	-
Attributed OFCF (including attribution of Centrally-held P&E)		300.2		240.7		85.2		26.9		(52.5)	 600.5
Lightning P&E		77.0		-		-		-		-	77.0
Pre-Lightning Attributed OFCF (including attribution of Centrally-held P&E)	\$	377.2	\$	240.7	\$	85.2	\$	26.9	\$	(52.5)	\$ 677.5

	Three months ended September 30, 2020											
									C	entral &		
	U.K.	& Ireland	B	Belgium	Sw	ritzerland		CEE	Co	orporate		Total
						in mi	lions					
Adjusted EBITDA	\$	665.0	\$	367.4	\$	154.4	\$	54.0	\$	(31.6)	\$	1,209.2
Property & equipment additions		(360.3)		(123.2)		(58.0)		(29.5)		(86.7)		(657.7)
Centrally-held P&E Attribution		(34.1)		(3.4)		(12.4)		(6.4)		56.3		-
Attributed OFCF (including attribution of Centrally-held P&E)		270.6		240.8		84.0		18.1		(62.0)		551.5
Lightning P&E		71.0		-		-		-		-		71.0
Pre-Lightning Attributed OFCF (including attribution of Centrally-held P&E)	\$	341.6	\$	240.8	\$	84.0	\$	18.1	\$	(62.0)	\$	622.5

## SUPPLEMENTAL ADJUSTED ATTRIBUTED FREE CASH FLOW

We define adjusted free cash flow as net cash provided by our operating activities, plus (i) cash payments for third-party costs directly associated with successful acquisitions and dispositions and (ii) expenses financed by an intermediary, less (a) capital expenditures, as reported in our condensed consolidated statements of cash flows, (b) principal payments on amounts financed by vendors and intermediaries and (c) principal payments on finance leases (exclusive of the portions of the network lease in Belgium that we assumed in connection with certain acquisitions.

The following table provides a reconciliation of our net cash provided by operating activities to Adjusted Free Cash Flow for the indicated period. In addition, in order to provide information regarding our Adjusted Attributed Free Cash Flow, which is used for internal management reporting and capital allocation purposes and is consistent with the way in which our chief operating decision maker evaluates our operating segments, we have provided a reconciliation of our Adjusted Free Cash Flow to our Adjusted Attributed Free Cash Flow, which incorporates adjustments related to (i) interest on an intercompany loan, (ii) the allocation of interest within the UPC Holding borrowing group, (iii) the Centrally-held Operating Cost Allocation and (iv) the Centrally-held Property and Equipment Attribution, each as further described below. We believe that our presentation of Adjusted Free Cash Flow and Adjusted Attributed Free Cash Flow, provide additional proformation to our investors because these measures can be used to (a) gauge our ability to service debt and fund new investment opportunities and (b) in the case of our Adjusted Attributed Free Cash Flow, provide additional proforma information for our operating segments to show what the adjusted free cash flow of our operating segments might look like were they to operate on a stand alone basis. Adjusted Free Cash Flow and Adjusted Attributed Free Cash Flow and Adjusted Attributed Free Cash Flow and Adjusted to arrive at these amounts. Investors should not be understood to represent our ability to fund discretionary amounts, as we have various mandatory and contractual obligations, including debt repayments, which are not deducted to arrive at these amounts. Investors should view Adjusted Free Cash Flow and Adjusted Attributed Free Cash Flow as supplements to, and not substitutes for, U.S. GAAP measures of liquidity included in our condensed consolidated statements of cash flows.

		Ni	ne months end	ed September 3	30, 2020	
	U.K./ Ireland	Belgium	Switzerland	Continuing CEE	Central and Corporate (a)	Total Liberty Global
			in	millions		
Adjusted Free Cash Flow:						
Net cash provided (used) by operating activities	\$ 1,863.1	\$ 722.2	\$ 425.5	\$ 151.3	\$ (469.8)	\$ 2,692.3
Cash payments for direct acquisition and disposition costs	_	1.9	_	_	14.0	15.9
Expenses financed by an intermediary	1,469.6	297.8	97.0	11.7	129.5	2,005.6
Capital expenditures	(398.4)	(316.4)	(112.0)	(51.5)	(82.2)	(960.5
Principal payments on amounts financed by vendors and intermediaries	(2,167.5)	(370.8)	(124.0)	(29.6)	(470.8)	(3,162.7
Principal payments on certain capital leases	(4.8)	(37.4)	(2.2)	(0.8)	(3.7)	(48.9
Adjusted Free Cash Flow	762.0	297.3	284.3	81.1	(883.0)	541.7
Adjustments to reconcile to Adjusted Attributed Free Cash Flow:						
Interest on an intercompany loan (b)	(238.8)	-		_	238.8	_
UPC Holding interest allocation (c)	-	_	(103.4)	(52.7)	156.1	_
Centrally-held Operating Cost Allocation (d)	(37.7)	—	(14.8)	(7.8)	60.3	_
Centrally-held Property and Equipment Attributions (e)	(100.9)	(9.6)	(33.6)	(18.2)	162.3	_
Adjusted Attributed Free Cash Flow	\$ 384.6	\$ 287.7	\$ 132.5	\$ 2.4	\$ (265.5)	\$ 541.7

## SUPPLEMENTAL ADJUSTED ATTRIBUTED FREE CASH FLOW (CONT.)

- a. Includes intersegment eliminations.
- b. Represents interest on an intercompany loan that we eliminate for purposes of this presentation as intercompany interest income/expense does not impact our leverage calculations in our consolidated results or our subsidiary borrowing groups.
- c. Represents the third-party interest and related derivative payments made by UPC Holding (a parent entity included in Central and Corporate) in relation to its operating entities during the applicable period. This interest is allocated to each of the respective operating entities in the UPC Holding group based on our estimates of the composition of the underlying debt and swap portfolio and applicable interest rates within each country.
- d. During the fourth quarter of 2019, we changed the presentation of certain operating costs related to our centrally-managed technology and innovation function. These costs, which were previously included in Central and Corporate, are now allocated to our consolidated reportable segments. This change, which we refer to as the "Centrally-held Operating Cost Allocations", was made as a result of internal changes with respect to the way in which our chief operating decision maker evaluates the Adjusted EBITDA of our operating segments. For purposes of our Attributed Adjusted Free Cash Flow presentation and consistent with our internal management reporting, we assume the allocations to our operating segments are cash settled in the period they are incurred. As a result, any working capital or other free cash flow benefit or detriment related to the actual timing of payments are reported within Central and Corporate.
- e. Central and Corporate incurs certain capital costs for the benefit of our operating segments. Generally, for purposes of the consolidated financial statements of our borrowing groups, the expense associated with these capital costs is allocated and/or charged to our operating segments as related-party fees and allocations in their respective statements of operations over the period in which the operating segment benefits from the use of the Central and Corporate asset. These amounts are based on (i) our estimate of its share of underlying costs, (ii) our estimate of its share of the underlying costs plus a mark-up or (iii) commercially-negotiated rates. These charges and allocations differ from the attributed OFCF approach used for internal management reporting. For internal management reporting and capital allocation purposes, we evaluate the OFCF of our operating segments on an "attributed" basis, whereby we estimate and attribute certain capital costs incurred by Central and Corporate. These capital costs in the same period the costs were incurred by Central and Corporate. These capital costs represent assets that are jointly used by our operating segments. The amounts attributed to each operating segment are estimated based on (a) actual costs incurred by Central and Corporate, without any mark-up, and (b) each respective operating segment's estimated use of the associated assets. For purposes of our Attributed Adjusted Free Cash Flow presentation and consistent with our internal management reporting, we assume the attributions to our operating segments are cash settled in the period they are incurred. As a result, any working capital or other free cash flow benefit or detriment related to the actual timing of payments are reported within Central and Corporate.

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## VODAFONEZIGGO JV ADJUSTED FREE CASH FLOW (JV FCF)

JV Adjusted FCF is defined as net cash provided by operating activities, plus (i) expenses financed by an intermediary and (ii) interest payments on certain Shareholder loans, less (a) capital expenditures, (b) principal payments on amounts financed by vendors and intermediaries and (c) principal payments on finance leases. We believe that the presentation of Adjusted Free Cash Flow provides useful information to our investors because this measure can be used to gauge VodafoneZiggo's ability to service debt, distribute cash to parent entities and fund new investment opportunities. JV FCF, which is a non-GAAP measure, should not be understood to represent VodafoneZiggo's ability to fund discretionary amounts, as it has various mandatory and contractual obligations, including debt repayments, that are not deducted to arrive at this amount. Investors should view free cash flow as a supplement to, and not a substitute for, GAAP measures of liquidity included in VodafoneZiggo's condensed consolidated statements of cash flows within its bond report. For purposes of its standalone reporting obligations, VodafoneZiggo prepares its consolidated financial statements in accordance with accounting principles generally accepted in the U.S. (GAAP).

Adjusted Free Cash Flow is a non-GAAP measure as contemplated by the U.S. Securities and Exchange Commission. A reconciliation of JV FCF for the nine months ended September 30, 2020 is provided below.

	Nine r	months ended
	Septer	mber 30, 2020
	ir	n millions
Net cash provided by operating activities	\$	1,085.1
Expenses financed by an intermediary		587.2
Interest payments on shareholder loans		69.0
Capital expenditures, net		(271.4)
Principal payments on amounts financed by vendors and intermediaries		(1,035.5)
Principal payments on finance leases		(8.7)
Adjusted FCF	\$	425.7

## RECONCILIATIONS DEBT & NET DEBT LEVERAGE RATIOS

Our debt and net debt ratios, which are non-GAAP metrics, are defined as total debt and net debt, respectively, divided by Adjusted EBITDA for the last twelve months (LTM Adjusted EBITDA). Net debt is defined as total debt less cash and cash equivalents and investments under separately managed accounts. Consistent with how we calculate our leverage ratios under our debt agreements, these ratios are presented on a Full Company basis that includes the debt and Adjusted EBITDA of the U.K. JV Entities that are classified as held for sale on our September 30, 2020 condensed consolidated balance sheet. For purposes of these calculations, debt is measured using swapped foreign currency rates, consistent with the covenant calculation requirements of our subsidiary debt agreements, and excludes the loan backed by the shares we hold in ITV plc. For additional information on our investments, see note 5 to the condensed consolidated financial statements included in our 10-Q. The following table details the calculation of our debt and net debt to LTM Adjusted EBITDA ratios as of and for the twelve months ended September 30, 2020 (in millions, except ratios):

Reconciliation of LTM loss from continuing operations to LTM Adjusted EBITDA:	
LTM loss from continuing operations	\$ (1,800.7)
Income tax expense	 30.1
Other income, net	 (106.3)
Share of results of affiliates, net	 124.6
Losses on debt extinguishment, net	 339.8
Realized and unrealized losses due to changes in fair values of certain investments and debt, net	 227.8
Foreign currency transaction losses, net	 1,102.6
Realized and unrealized losses on derivative instruments, net	 644.4
Interest expense	 1,189.7
Operating income	 1,752.0
Impairment, restructuring and other operating items, net	 63.3
Depreciation and amortization	 2,685.6
Share-based compensation expense	 320.9
LTM Adjusted EBITDA	\$ 4,821.8
Debt to LTM Adjusted EBITDA:	
Debt and finance lease obligations before deferred financing costs, discounts and premiums	\$ 27,565.9
Principal related projected derivative cash payments	 (338.6
ITV Collar Loan	 (949.1
Adjusted debt and finance lease obligations before deferred financing costs, discounts and premiums	\$ 26,278.2
LTM Adjusted EBITDA	\$ 4,821.8
Debt to LTM Adjusted EBITDA ratio	 5.4
Net Debt to LTM Adjusted EBITDA:	
Adjusted debt and finance lease obligations before deferred financing costs, discounts and premiums	\$ 26,278.2
Cash and cash equivalents and investments held under separately managed accounts	 (6,765.8
Adjusted net debt and finance lease obligations before deferred financing costs, discounts and premiums	\$ 19,512.4
LTM Adjusted EBITDA	\$ 4,821.8
Net debt to LTM Adjusted EBITDA ratio	 4.0

