# **COMPANY REGISTRATION NUMBER 01785381**

Virgin Media Business Limited
Financial Statements
31 December 2012

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# Financial Statements

# Year ended 31 December 2012

Contents	Pages
Company information	1
The directors' report	2 to 4
Statement of directors' responsibilities	5
Independent auditor's report to the member	6 to 7
Profit and loss account	8
Balance sheet	9
Notes to the financial statements	10 to 18

## **Company Information**

The board of directors R D Dunn

R C Gale T Mockridge C B E Withers

Company secretary G E James

Registered office Bartley Wood Business Park

Hook Hampshire RG27 9UP

Ernst & Young LLP **Auditor** 

1 More London Place

London SEI 2AF

#### The Directors' Report

#### Year ended 31 December 2012

The directors present their report and the financial statements of the company for the year ended 31 December 2012

#### Principal activities and business review

The principal activity of the company during the year was, and will continue to be, the marketing and sale of data telecommunication services and systems

At 31 December 2012 the company was a wholly owned subsidiary undertaking of Virgin Media Inc. On 5 February 2013, Liberty Global, Inc. and Virgin Media Inc. entered into a merger agreement ("the Merger Agreement") Pursuant to the Merger Agreement, Liberty Global, Inc. and Virgin Media Inc. completed a series of mergers on 7 June 2013 that resulted in the surviving corporations in the mergers becoming wholly owned subsidiaries of Liberty Global plc. This is referred to in more detail in the financial statements of Virgin Media Inc. which are available from the company secretary at Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP

The Virgin Media group ("the group") will continue to operate under the Virgin Media brand in the UK

The group is a leading entertainment and communications business, being a "quad play" provider of broadband internet, television, mobile telephony and fixed line telephony services

As of 31 December 2012, the group provided services to approximately 4.9 million residential cable customers on its network. The group is also one of the UK's largest mobile virtual network operators by number of customers, providing mobile telephony service to 1.7 million contract mobile customers and 1.3 million prepay mobile customers over third party networks. As of 31 December 2012, 85% of residential customers on the group's cable network received multiple services from the group, and 65% were "triple play" customers, receiving broadband internet, television and fixed line telephony services from the group

The group believes that its advanced, deep fibre access network enables it to offer faster and higher quality broadband services than its digital subscriber line, or DSL, competitors. As a result it provides its customers with a leading next generation broadband service and one of the most advanced TV on-demand services available in the UK market.

Through Virgin Media Business, the group provides a complete portfolio of voice, data and internet solutions to businesses, public sector organisations and service providers in the UK

The Directors' Report (continued)

### Year ended 31 December 2012

### Key performance indicators (KPI's)

The company's key financial indicators for the year are considered below. There are no other key performance indicators used for the company by management, other than the main headings as shown in the company's Profit and Loss Account and Balance Sheet.

	2012	2011 Comments
Turnover (£000)	145,616	133,575 Turnover has increased by 9 0% primarily due to an increase in Wholesale revenue
Gross profit margin (%)	66.8	75 2 Gross Profit margin has decreased primarily due to higher acquisition and delivery costs of significant contracts
Administrative expenses (£000)	83,333	83,234 Administrative expenses have increased by 0 1% during 2012 primarily due to increased depreciation expense due to fixed asset additions, offset by lower asset usage recharges allocated to the company by fellow group undertakings

The company reported a decrease in net current assets and an increase in total assets less current liabilities for the year ended 31 December 2012 as a result of normal operations and the impact of recognising a deferred tax asset in the year. During the year, no new external finance was arranged and there was no movement in the called up equity share capital of the company. Operations were financed through the company's inter-company balances with fellow group undertakings.

#### Future outlook

Detail of the future outlook of the group is provided in Virgin Media Inc 's financial statements and annual report for 2012, which are available from the company secretary at Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP

#### Results and dividends

The profit for the financial year amounted to £14,097,000 (2011 - profit of £17,133,000) The directors have not recommended an ordinary dividend (2011 - £nil)

A deferred tax asset of £909,000 has been recognised in the year This is considered in more detail in note 9

#### Principal risks and uncertainties

Financial and operational risk management is undertaken as part of the group's operations as a whole. The company's operations expose it to a variety of operational and financial risks. These are considered in more detail in the financial statements of Virgin Media. Inc. which are available from the company secretary at Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

#### **Directors**

The directors who served the company during the year and thereafter were as follows

R C Gale	
R D Dunn	(Appointed 7 June 2013)
T Mockridge	(Appointed 7 June 2013)
C B E Withers	(Appointed 31 December 2012)
J C Tıllbrook	(Resigned 31 December 2012)

The Directors' Report (continued)

### Year ended 31 December 2012

Virgin Media Inc has indemnified the directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006 Such qualifying third party indemnity provision is in force as at the date of approving the Directors' Report

#### Going concern

After making suitable enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

#### Disclosure of information to the auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information

Signed on behalf of the directors

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C B E Withers Director

Approved by the directors on 25 September 2013

### Statement of Directors' Responsibilities

#### Year ended 31 December 2012

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year

In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# Independent Auditor's Report to the Member of Virgin Media Business Limited

#### Year ended 31 December 2012

We have audited the financial statements of Virgin Media Business Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 15 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's member, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's member those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's member, for our audit work, for this report, or for the opinions we have formed

### Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

### Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Independent Auditor's Report to the Member of Virgin Media Business Limited (continued)

### Year ended 31 December 2012

#### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Euro & Young LLP

J I Gordon (Senior Statutory Auditor) for and on behalf of Ernst & Young LLP, Statutory Auditor

London

25 September 2013

## **Profit and Loss Account**

### Year ended 31 December 2012

	Note	2012 £000	2011 £000
Turnover		145,616	133,575
Cost of sales		(48,353)	(33,067)
Gross profit		97,263	100,508
Administrative expenses		(83,333)	(83,234)
Operating profit	2	13,930	17,274
Interest receivable Interest payable and similar charges	4 5	1,312 (2,054)	2,725 (2,866)
Profit on ordinary activities before taxation		13,188	17,133
Tax on profit on ordinary activities	6	909	-
Profit for the financial year		14,097	17,133

The company has no other gains or losses and therefore no separate statement of total recognised gains or losses is presented

All results relate to continuing operations

The notes on pages 10 to 18 form part of these financial statements

## **COMPANY REGISTRATION NUMBER: 01785381**

# Virgin Media Business Limited

## **Balance Sheet**

### 31 December 2012

Note	2012	2011 £000
Note	2000	2000
7	54,151	37,714
8,9	909	_
8	161,306	164,586
	162,215	164,586
10	(19,521)	(19,552)
	142,694	145,034
	196,845	182,748
13	1	1
14	196,844	182,747
14	196,845	182,748
	8,9 8 10	Note £000  7

These financial statements were approved by the directors on September 2013 and are signed on their behalf by

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R C Gale Director

The notes on pages 10 to 18 form part of these financial statements.

#### Notes to the Financial Statements

#### Year ended 31 December 2012

#### 1. Accounting policies

A summary of the principal accounting policies is set out below. All accounting policies have been applied consistently, unless noted below

#### Basis of accounting

The financial statements have been prepared under the historical cost convention in accordance with the Companies Act 2006, and applicable UK accounting standards

#### Group accounts

The company has taken advantage of the exemption from preparing group accounts afforded by Section 400 of the Companies Act 2006 because it is a wholly owned subsidiary of another company incorporated in the United Kingdom which prepares group accounts (see note 15) These financial statements therefore present information about the company as an individual undertaking and not about its group

#### Investments

Investments are recorded at cost, less provision for impairment as appropriate The company assesses at each reporting date whether there is an indication that an investment may be impaired. If any such indication exists, the company makes an estimate of the investment's recoverable amount. Where the carrying amount of an investment exceeds its recoverable amount, the investment is considered impaired and is written down to its recoverable amount. A previously recognised impairment loss is reversed only if there was an event not foreseen in the original impairment calculations, such as a change in use of the investment or a change in economic conditions. The reversal of impairment loss would be to the extent of the lower of the recoverable amount and the carrying amount that would have been determined had no impairment loss been recognised for the investment in prior years.

### Cash flow statement

The company is exempt from publishing a cash flow statement as permitted by FRS 1 "Cash flow statements (revised 1996)", as it is a wholly owned subsidiary of its ultimate parent company

#### Turnover

Turnover represents the value of services provided, stated net of value added tax, and is attributable to continuing activities, being the sale of data telecommunications services and systems, all of which is derived from operations in the United Kingdom. The directors consider this to be a single class of business

#### Tangible fixed assets

Depreciation is provided on all tangible fixed assets, other than land, so as to write off the cost of a tangible fixed asset on a straight line basis over the expected useful economic life of that asset as follows

Freehold property

30 years

Other

3 - 12 years

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable

#### Notes to the Financial Statements

#### Year ended 31 December 2012

#### 1. Accounting policies (continued)

#### Deferred tax

Deferred tax is recognised, as appropriate, in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions

- provision is made for deferred tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold, and
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

#### Trade and other debtors

Trade and other debtors are stated at their recoverable amount. Provision is made when the amount receivable is not considered recoverable and the amount is fully written off when the probability for recovery of a balance is assessed as being remote.

### 2. Operating profit

Operating profit is stated after charging

	2012	2011
	£000	£000
Depreciation of owned tangible fixed assets	9,344	6,021

#### Notes to the Financial Statements

#### Year ended 31 December 2012

### 2. Operating profit (continued)

The group's inter-company funding arrangements are managed centrally. Recoverability of inter-company receivables is assessed annually. The provision for non-recoverability may increase or decrease as a result of that review. The impairment review of inter-company indebtedness as at 31 December 2012 concluded that no change in the provision against amounts due from group undertakings is required (2011 - £nil).

Auditor's remuneration of £15,000 (2011 - £12,000) represents costs allocated to the company by fellow group undertakings that pay all auditor's remuneration on behalf of the group

The directors received remuneration for the year of £14,166 (2011 - £15,576) in relation to qualifying services as directors of this company, all of which was paid by Virgin Media Limited

Certain expenses are specifically attributable to the company Where costs are incurred by other group companies on behalf of the company, expenses are allocated to the company on a basis that, in the opinion of the directors, is reasonable

#### 3. Staff costs

The company does not have any directly employed staff but is charged an allocation of staff costs by the group Details of staff numbers and staff costs of the group are disclosed in the group accounts of Virgin Media Finance PLC

#### 4. Interest receivable

	Interest on amounts owed by group undertakings	2012 £000 1,312	2011 £000 2,725
5.	Interest payable and similar charges		
	Finance charges Interest on amounts owed to group undertakings	2012 £000 911 1,143 2,054	2011 £000 1,657 1,209 2,866

#### Notes to the Financial Statements

### Year ended 31 December 2012

6.

Taxation on profit on ordinary activities		
The tax credit is made up as follows		
·	2012	2011
	£000	£000
Current tax charge:		
Current tax on profit for the year	•	-
Total current tax	-	-
Deferred tax		
Origination and reversal of timing differences	(909)	-
Total deferred tax (note 9)	(909)	
Total tax credit on profit on ordinary activities	(909)	

The tax assessed on the profit on ordinary activities for the year is lower than (2011 - lower) the standard rate of corporation tax in the UK of 24 50% (2011 - 26 50%). The differences are explained below

Profit on ordinary activities before taxation	2012 £000 13,188	2011 £000 17,133
Profit on ordinary activities multiplied by rate of tax Effects of	3,231	4,539
Expenses not deductable for tax purposes (Accelerated capital allowances)/ depreciation in excess of capital	25	29
allowances	(909)	1,650
Group relief claimed without payment	(2,347)	(5,843)
Other short term timing differences	<u> </u>	(375)
Total current tax	-	-

### Factors affecting current and future tax charges

During the year the main rate of corporation tax reduced from 26% to 24% with effect from 1 April 2012 A number of changes to the UK corporation tax system were announced in the March 2013 Budget Statement The Finance Act 2012, which was enacted and received Royal Assent on 17 July 2012, reduced the main rate of corporation tax to 23% from 1 April 2013 Deferred tax has been calculated using the enacted rate of 23%

Legislation to reduce the main rate of corporation tax from 23% to 21% from 1 April 2014 and to 20% from 1 April 2015 was included in the Finance Act 2013 which was enacted in July 2013. These rate reductions had not been substantively enacted at the balance sheet date and therefore are not included in these financial statements. It is expected that the changes would reduce the value of the company's deferred tax asset as at 31 December 2012 by £119,000.

# Notes to the Financial Statements

# Year ended 31 December 2012

7.	Tangible fixed assets			
		Freehold Property £000	Other £000	Total £000
	Cost At 1 January 2012 Additions Disposals	1,455 - -	57,562 25,781 (222)	59,017 25,781 (222)
	At 31 December 2012	1,455	83,121	84,576
	Depreciation At 1 January 2012 Charge for the year On disposals	1,090 12	20,213 9,332 (222)	21,303 9,344 (222)
	At 31 December 2012	1,102	29,323	30,425
	Net book value At 31 December 2012 At 31 December 2011	353 365	53,798 37,349	54,151 37,714
8.	Debtors			
	Amounts owed by group undertakings Deferred tax (note 9)		2012 £000 161,306 909	2011 £000 164,586
			162,215	164,586

### Notes to the Financial Statements

### Year ended 31 December 2012

8.	Debtors (continued)
	The debtors above include the following amounts falling due after more than one year

Deferred tax	2012 £000 909	2011 £000 —
The analysis of amounts owed by group undertakings is	2012 £000	2011 £000
Loans advanced to group undertakings Other amounts owed by group undertakings Impairment provision on amounts owed by group undertakings	19,300 142,083 (77) 161,306	19,300 145,363 (77) 164,586

Amounts owed by group undertakings are unsecured and repayable on demand

#### 9. Deferred tax

2012	2011
£000	£000
909	
2012	2011
£000	£000
909	
909	
	£000 909 2012 £000 909

The balance of the deferred tax account consists of the tax effect of timing differences in respect of

	2012		201	1
	Provided £000	Unprovided £000	Provided £000	Unprovided £000
Depreciation in excess of capital allowances	909			4,734
	909	<del>-</del>	-	4,734

A deferred tax asset has been recognised in the year as it is now considered, based upon all available evidence, more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

#### Notes to the Financial Statements

### Year ended 31 December 2012

0.	Creditors: Amounts falling due within one year		-
	•		
		2012	2011
		£000	£000
	Amounts owed to group undertakings	19,521	19,552
	The analysis of amounts owed to group undertakings is		
		2012	2011
		£000	£000
	Loans advanced by group undertakings	19,484	19,550
	Other amounts owed to group undertakings	37	2
		19,521	19,552

Amounts owed to group undertakings are unsecured and repayable on demand

### 11. Contingent liabilities

The company, along with fellow group undertakings, is party to a senior secured credit facility with a syndicate of banks. As at 31 December 2012 this comprised a term facility of £750 million and a revolving facility of £450 million. Borrowings under the facility are secured against the assets of certain members of the group including those of the company.

In addition, a fellow group undertaking has issued senior secured notes which, subject to certain exceptions, share the same guarantees and security which have been granted in favour of the senior credit facility. The amount outstanding under the senior secured notes at 31 December 2012 amounted to £2,582 million (2011 - £2,575 million). Borrowings under the notes are secured against the assets of certain members of the group including those of the company.

On 7 June 2013, fellow group undertakings entered into a new senior secured credit facility agreement, pursuant to which the lenders agreed to provide the borrowers with i) a £375 million term loan (Facility A), ii) a \$2,755 million term loan (Facility B), iii) a £600 million term loan (Facility C) and iv) a £660 million revolving credit facility. With the exception of the revolving credit facility, all available amounts were borrowed under the new senior secured credit facility in June 2013, with an equivalent aggregate value of £2,733 million. The new senior secured credit facility ranks pari passu with the group's existing senior secured notes, and subject to certain exceptions, shares in the same guarantees and security granted in favour of its existing senior secured notes. The borrowings on the new senior secured credit facility were used in part to repay in full the borrowings on the previous senior secured credit facility.

### Notes to the Financial Statements

#### Year ended 31 December 2012

### 11. Contingent liabilities (continued)

On 7 June 2013, upon completion of the merger, two senior secured notes issued by a subsidiary of Liberty Global, Inc on 22 February 2013, with an equivalent aggregate principal amount of £1,744 million due in 2021, were pushed down to Virgin Media Secured Finance PLC, a fellow group undertaking of the company The notes are split into a \$1,000 million U S dollar denominated tranche and a £1,100 million sterling denominated tranche. The new senior secured notes rank pari passu with the group's existing senior secured notes and senior secured credit facility, and subject to certain exceptions, share in the same guarantees and security granted in favour of its existing senior secured notes. On 11 June 2013, the net proceeds of the issuance of the senior secured notes were in part used to repay an equivalent aggregate amount of £55 million of the group's existing senior secured notes.

The company has joint and several liabilities under a group VAT registration

### 12 Related party transactions

In accordance with the exemptions offered by FRS 8 "Related Party disclosures" there is no disclosure in these financial statements of transactions with entities that are part of Virgin Media Inc., and its subsidiaries (see note 15)

### 13. Share capital

### Authorised share capital:

1,000 Ordinary shares of £1 each  £000  1	1
Allotted, called up and fully paid:	
<b>2012</b> 2011	
No £000 No £	000
Ordinary shares of £1 each 1,000 1 1,000	1

2011

2012

#### Notes to the Financial Statements

#### Year ended 31 December 2012

#### 14. Reconciliation of shareholder's funds and movement on reserves

	Share capital £000	Profit and loss account £000	Total share- holder's funds £000
At I January 2011	1 -	165,614	165,615
Profit for the year		17,133	17,133
At 31 December 2011 and 1 January 2012	1	182,747	182,748
Profit for the year		14,097	14,097
At 31 December 2012	1	196,844	196,845

### 15. Parent undertaking and controlling party

The company's immediate parent undertaking is Filegale Limited

The smallest and largest groups of which the company is a member and in to which the company's accounts were consolidated at 31 December 2012 are Virgin Media Finance PLC and Virgin Media Inc, respectively

The company's ultimate parent undertaking and controlling party at 31 December 2012 was Virgin Media Inc., a company incorporated in the state of Delaware, United States of America

On 7 June 2013 pursuant to the merger agreement, Liberty Global, Inc. and Virgin Media Inc. completed a series of mergers, which resulted in the company's ultimate parent and controlling party changing to Liberty Global plc.

Copies of all sets of group accounts which include the results of the company are available from the company secretary, Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP