Registered number: 02511877

NTL UK TELEPHONE AND CABLE TV HOLDING COMPANY LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017



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COMPANY INFORMATION

Directors

R D Dunn M O Hifzi

Company secretary

G E James

Registered number

02511877

Registered office

Bartley Wood Business Park Hook Hampshire RG27 9UP

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STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

Principal activities and business review

The principal activity of the company during the year was, and will continue to be, that of a holding company. The investments of the company are shown in note 9.

The company is a wholly owned subsidiary undertaking of Virgin Media Inc (Virgin Media) which is itself a wholly owned subsidiary of Liberty Global pic (Liberty Global).

The Virgin Media Inc. consolidated group (the group) operates under the Virgin Media brand in the United Kingdom (UK) and Republic of Ireland (Ireland).

The group provides video, broadband internet, fixed-line telephony and mobile services in the UK and Ireland to both residential and business-to-business (B2B) customers. The group is one of the largest providers of video, broadband internet and fixed-line telephony services in terms of the number of customers in the UK and Ireland. The group believes its advanced, deep-fibre cable 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 interactive television services available in the UK and Irish markets

The group provides mobile services to its customers using a third-party network through mobile virtual network operators (MVNO) arrangements.

In addition, through the Virgin Media Business brand, the group offers a broad portfolio of B2B voice, data, internet, broadband and managed services solutions to small businesses, medium and large enterprises and public sector organisations in the UK and Ireland

At 31 December 2017, the group provided services to approximately 5.9 million residential cable customers on its network. The group is also one of the largest MVNO by number of customers, providing mobile telephony services to 2.5 million contract mobile customers and 0.5 million prepay mobile customers over third party networks. At 31 December 2017, 82% of residential customers on the group's cable network received multiple services and 62% were "triple-play" customers, receiving broadband internet, video and fixed-line telephony services from the group.

Liberty Global is the world's largest international TV and broadband company with operations in 12 European countries. Its substantial scale and commitment to innovation enables it to develop market-leading products delivered through next-generation networks that, as of 31 December 2017, connected over 22 million customers subscribing to 46 million television, broadband internet and telephony services in addition at 31 December 2017, Liberty Global served over 6 million mobile subscribers and offered WiFi service across 10 million access points

The directors do not use key performance indicators (KPI's) to assess the performance of the company as its principal activity is that of a holding company

The company received dividends of £89,696,000 from its subsideries during the year (2016 - £nil).

Principal risks and uncertainties

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Financial and operational risk management is undertaken as part of the group 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 and are available at Liberty Global's website at www libertyglobal.com.

Future outlook

The directors will continue to review management policies in light of changing trading and market conditions. Further detail of the future outlook of the group, including consideration of the impact of the UK referendum in June 2016 and the withdrawal from the European Union, is provided in Virgin Media Inc.'s financial statements and annual report for 2017, which are available from the company secretary at Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

This report was approved by the board on 4 September 2018 and signed on its behalf

R D Dunn Director

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

The directors present their report and the financial statements for the year ended 31 December 2017.

Results and dividends

The profit for the year, after tax, amounted to £78,797,000 (2016 - loss £34,000).

On 3rd October 2017, the company paid a dividend of £31,839,000 (2016 - £nil).

Directors

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

R D Dunn M O Hifzi

The directors of the company have been indemnified 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 for directors serving during the financial year and 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.

Audit exemption

Virgin Media Finance PLC issued a guarantee against all outstanding liabilities to which the company is subject as at 31 December 2017, until they are satisfied in full. The guarantee is enforceable against Virgin Media Finance PLC by any person to whom the company is liable in respect of those liabilities. Since Virgin Media Finance PLC is the smallest group to which the company's accounts are consolidated, the company has taken advantage of the exemption from audit of its individual accounts for the year ended 31 December 2017 by virtue of section 479A of the Companies Act 2006

This report was approved by the board on 4 September 2018 and signed on its behalf.

M O Hifzi

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DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2017

The directors are responsible for preparing the Strategic report, 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 they have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

Under company law the directors must not approve the financial statements unless satisfied that they a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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,
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern, and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities

PROFIT AND LOSS ACCOUNT AND STATEMENT OF OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2017

	Note	2017 £000	2016 £000
Administrative expenses		(12,357)	-
Operating loss	4	(12,357)	-
Income from shares in group undertakings		89,696	-
Other interest receivable and similar income	7	1,624	-
Interest payable and similar expenses	8	(166)	(34)
Profit/(loss) before tax	-	78,797	(34)
Tax on profit/(loss)	9	-	-
Profit/(loss) for the year	- -	78,797	(34)

The notes on pages 7 to 13 form part of these financial statements.

There was no other comprehensive income or expenditure for 2017 or 2016 other than that included in the profit and loss account.

All results were derived from continuing operations

NTL UK TELEPHONE AND CABLE TV HOLDING LIMITED REGISTERED NUMBER: 02511877

BALANCE SHEET AS AT 31 DECEMBER 2017

	Note	2017 £000	2016 £000
Fixed assets			
Investments	10	-	5,585
Current assets			
Debtors due within one year	11	32,169	6,831
	-		
Creditors: amounts falling due within one year	12	-	(27,205)
Net current assets/(liabilities)	_	32,169	(20,374)
Net assets/(liabilities)	_	32,169	(14,789)
Capital and reserves	_		
Share capital	13	-	-
Profit and loss account	14	32,169	(14,789)
Shareholder's funds/(deficit)	_	32,169	(14,789)
	=		

The directors consider that the company is entitled to exemption from the requirement to have an audit under the provision of section 479A of the Companies Act 2006 ("the Act") and members have not required the company to obtain an audit for the year in question in accordance with section 476 of the Act.

The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 4- September 2018.

R D Dunn Director

The notes on pages 7 to 13 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2017

	Share capital £000	Profit and loss account £000	Shareholder' s funds £000
At 1 January 2017	-	(14,789)	(14,789)
Comprehensive income for the year Profit for the year	-	78,797	78,797
Total comprehensive income for the year		78,797 (31,839)	78,797 (31,839)
At 31 December 2017		32,169	32,169

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2016

At 1 January 2016	Share capital £000 -	loss account	Deficit £000 (14,755)
Comprehensive income for the year Loss for the year	-	(34)	(34)
Total comprehensive income for the year	-	(34)	(34)
At 31 December 2016		(14,789)	(14,789)

The notes on pages 7 to 13 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1. Company information

ntt UK Telephone and Cable TV Holding Company Limited (the "company") is a private company incorporated, domiciled and registered in the UK. The registered number is 2511877 and the registered office is Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

The company is exempt by virtue of \$400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

2. Accounting policies

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

2.1 Basis of accounting and transition from UK GAAP

These financial statements have been prepared on a going concern basis and under the historical cost basis in accordance with the Companies Act 2006 and Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 have been applied.

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The company's parent undertaking, Virgin Media Finance PLC includes the company in its consolidated financial statements. The consolidated financial statements of Virgin Media Finance PLC are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Bartley Wood Business Park, Hook, Hampshire, RG27 9UP

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a cash flow statement and related notes;
- · comparative period reconciliations for share capital;
- disclosures in respect of related party transactions with fellow group undertakings;
- disclosures in respect of capital management;
- the effects of new but not yet effective IFRSs;
- an additional balance sheet for the beginning of the earliest comparative period following the retrospective change in accounting policy:
- disclosures in respect of the compensation of key management personnel; and
- disclosures of transactions with a management entity that provides key management personnel services to the company.

2.2 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 onginal 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.

2.3 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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

2. Accounting policies (continued)

2.4 Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests
 in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable
 that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an
 asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects
 neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and
 interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the
 temporary differences will reverse in the foreseeable future and taxable profit will be available against which the
 temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside of profit or loss.

Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same tax authority.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the process of applying the company's accounting policies, which are described above, management has not made any critical judgements that have a significant effect on the amounts recognised in the financial statements, except for

Carrying value of investments

Investments are held at cost less any necessary provision for impairment. Where the impairment assessment did not provide any indication of impairment, no provision is required. If any such indications exist, the carrying value of an investment is written down to its recoverable amount.

Recoverability of intercompany debtors

Intercompany debtors are stated at their recoverable amount less any necessary provision. Recoverability of intercompany debtors is assessed annually and a provision is recognised if any indications exist that the debtor is not considered recoverable

	NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 201	7	
4,	Operating loss		
		2017 £000	2016 £000
	Impairment of investments	5,585	
	The carrying value of investments are assessed annually. Based on these reviews, and directors concluded on a provision for impairment of £5,585,000 (2016 - £nil).	I following a wider group re	estructure, the
	The directors received no remuneration for the qualifying services as directors of this comby and disclosed in the financial statements of Virgin Media Limited.	npany. All director's remun	eration is paid
5.	Staff costs		
	The company does not have any directly employed staff and is not charged an allocation of	of staff costs by the group.	
6.	Income from shares in group undertakings		
		2017 £000	2016 £000
	Income from current asset investments	89,696	<u>.</u>
	On 3 March 2017 the company received dividends of £32,208,000, £18,941,000, £1 £14,232,000 from ntl Solent Telephone and Cable TV Company Limited, ntl Streetvital Se Limited, ntl Strikeagent Trading Limited, ntl Streetusual Services Limited and ntl Streetunit On 31 August 2017 the company received a dividend of £1,045,000 from ntl CableComms	ervices Limited, ntl Streetur Projects Limited respective	ique Projects
7.	Other interest receivable and similar income		
		2017 £000	2016 £000
	Interest on amounts owed by group undertakings	1,624	-
8.	Interest payable and similar expenses		
		2017 £000	2016 £000
		400	•

Interest on amounts owed to group undertakings

34

166

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

Tax on profit/(loss)		
	2017	20
	£000	£C
Current tax		
Total current tax		
Deferred tax		
Total deferred tax	-	
Tax on profit/(loss)		
The tax assessed for the year is lower than (2016 - higher than) the standard rate of corpor	ation tay in the LIK of 10	
20.00%). The differences are explained below	ation tax in the ON OF 19.	25% (20
20.00%). The differences are explained below	2017	
20.00%). The differences are explained below		25% (20 20 £0
20.00%). The differences are explained below. Profit/(loss) before tax	2017	20 £0
20.00%). The differences are explained below. Profit/(loss) before tax Profit/(loss) multiplied by standard rate of corporation tax in the UK of 19 25% (2016 -	2017 £000	20 £0
20.00%). The differences are explained below Profit/(loss) before tax	2017 £000 78,797	20 £0
20.00%). The differences are explained below: Profit/(loss) before tax Profit/(loss) multiplied by standard rate of corporation tax in the UK of 19 25% (2016 - 20.00%)	2017 £000 78,797	20 £0
20.00%). The differences are explained below. Profit/(loss) before tax Profit/(loss) multiplied by standard rate of corporation tax in the UK of 19 25% (2016 - 20.00%) Effects of:	2017 £000 78,797 ———————————————————————————————————	20 £0
20.00%). The differences are explained below: Profit/(loss) before tax Profit/(loss) multiplied by standard rate of corporation tax in the UK of 19 25% (2016 - 20.00%) Effects of: Expenses not deductible for tax purposes	2017 £000 78,797 ———————————————————————————————————	20
20.00%). The differences are explained below: Profit/(loss) before tax Profit/(loss) multiplied by standard rate of corporation tax in the UK of 19 25% (2016 - 20.00%) Effects of: Expenses not deductible for tax purposes Non-taxable income	2017 £000 78,797 ———————————————————————————————————	20 £0

Factors affecting current and future tax charges

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2016) was substantively enacted on 2 July 2013 Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

10. Investments

	Investments in subsidiary undertaking s
	£000
Cost	
At 1 January 2017	33,581
At 31 December 2017	33,581
Amounts written off	
At 1 January 2017	27,996
Charge for the year	5,585
At 31 December 2017	33,581
Net book value	-
At 31 December 2017	-
At 31 December 2016	5,585

Subsidiary undertakings

In the opinion of the directors the aggregated value of the investments in associated undertakings is not less than the amount at which they are stated in the financial statements.

The investments in which the company holds at least 20% of the nominal value of any class of share capital, all of which are unlisted, are as follows:

Name of company		Holding	Proportion	Nature of
			held	business
Direct shareholding				
ntl CableComms Limited	Φ	Ordinary	100%	Telecoms

The above company's registered office is Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

Φ Company dissolved post year end

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

11.	Debtors due within one year		
		2017 £000	2016 £000
	Amounts owed by group undertakings	32,169 ====================================	6,831
	The analysis of amounts owed by group undertakings is		
		2017 £000	2016 £000
			2000
	Loans advanced to group undertakings	32,169	-
	Amounts owed by group undertakings	-	52,983
	Impairment provision on amounts owed by group undertakings	•	(46,152)
		32,169	6,831
12.	Amounts owed by group undertakings are unsecured and repayable on demand. Creditors: amounts falling due within one year		
	Crosses and annual annual and the second and the second annual an		
		2017 £000	2016 £000
	Amounts owed to group undertakings	-	27,205
	Amounts owed to group undertakings are unsecured and repayable on demand.		
13.	Share capital		
		2017	2016
		£	£
	Allotted, called up and fully paid		
	2 Ordinary shares of \$1 each	1	1
	2 Deferred shares of £1 each	2	2
		3	3

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

13. Share capital (continued)

Shareholders' voting rights

The primary rights attached to the various classes of shares are as follows:

\$1 Ordinary shares

The right to attend, speak and vote at all general meetings of the company

£1 Deferred shares

No right to attend, speak or vote at general meetings of the company

14. Reserves

Profit and loss account

Includes all current and prior year retained profits and losses.

15. Guarantees

Fellow group undertakings are party to a senior secured credit facility with a syndicate of banks. As at 31 December 2017, this comprised term facilities that amounted to £3,410 million (2016 - £3,595 million) and an outstanding balance of £nil (2016 - £nil) which was borrowed under a revolving facility of £675 million (2016 - £675 million). Borrowings under the facilities are secured against the assets of certain members of the group.

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 secured credit facility. The amount outstanding under the senior secured notes at 31 December 2017 amounted to £4,870 million (2016 - £5,024 million). Borrowings under the notes are secured against the assets of certain members of the group.

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

16. Parent undertaking and controlling party

The company's immediate parent undertaking is ntl UK CableComms Group 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 2017 are Virgin Media Finance PLC and Liberty Global plc, respectively.

The company's ultimate parent undertaking and controlling party at 31 December 2017 was Liberty Global plc.

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

In addition copies of the consolidated Liberty Global pic accounts are available on Liberty Global's website at www.libertyglobal.com.