

Registered number: 03173552

# **VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

## **ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2022**



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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**COMPANY INFORMATION**

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<b>Directors</b>	J L Boyle M D Hardman
<b>Company secretary</b>	VMED O2 Secretaries Limited
<b>Registered number</b>	03173552
<b>Registered office</b>	500 Brook Drive Reading United Kingdom RG2 6UU
<b>Independent auditor</b>	KPMG LLP 1 Sovereign Square Sovereign Street Leeds LS1 4DA

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**STRATEGIC REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**Principal activities and business review**

Virgin Media Investment Holdings Limited, (the 'company') is a wholly-owned subsidiary of VMED O2 UK Limited (VMED O2) (Virgin Media O2) (the group).

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 21. In addition, the company has significant financing arrangements with fellow group undertakings and holds derivative instruments to manage the group's exposure to fluctuations in exchange rates and interest rates.

The company is a subsidiary of Virgin Media O2. Virgin Media O2 has a customer-first approach and combines the UK's largest mobile network of 44.7 million connections, with 5G available in over 1,600 towns and cities, and the UK's largest gigabit broadband network offering 1.1Gbps speeds across 16.1 million homes. Through a converged offering customers can access our proposition across both networks experiencing high-value innovative products and services as we upgrade the U.K.

Further details of Business Overview including 'How We Create Value', 'Our Markets and Regulatory Backdrop' and 'Our Group Strategy' during the financial year ended 31 December 2022 are included in the 2022 Consolidated Annual Report of VMED O2 UK Limited, which is available from the company secretary at 500 Brook Drive, Reading, United Kingdom, RG2 6UU and is published on the website <https://news.virginmediao2.co.uk/>.

**Principal risks and uncertainties**

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 Consolidated Annual Report of VMED O2 UK Limited.

**Key performance indicators (KPIs)**

The directors do not use KPIs to assess the performance of the company as its principal activity is that of a holding company.

**Sustainability**

Details of 'Sustainability' during the financial year ended 31 December 2022 are included in the 2022 Consolidated Annual Report of VMED O2 UK Limited.

**Task Force on Climate-Related Financial Disclosures (TCFD)**

Details of 'Task Force on Climate-Related Financial Disclosures (TCFD)' during the financial year ended 31 December 2022 are included in the 2022 Consolidated Annual Report of VMED O2 UK Limited.

**Future outlook**

It is the intention of the directors that this entity will continue to operate as a holding company. 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 is provided in the Consolidated Annual Report of VMED O2 UK Limited.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**Section 172 Statement**

The directors have acted in good faith in the interest of the shareholders and taken into account the matters set out in section 172 of the Companies Act 2006. This includes the obligation for the directors to have regard for the company's long-term sustainability, and its stakeholders, when making principal decisions of strategic importance during the reporting year. As a responsible business we are committed to conducting our operations with integrity and fairness. Our Code of Conduct sets out our commitment to doing the right thing and maintaining the highest ethical and legal standards.

The company is part of VMED O2 and for administrative efficiencies, the company's key stakeholder engagements are conducted at operational level, led by members of the Executive Management Team (Executives). The Executives have the delegated authority to manage the day-to-day affairs of the operating businesses within the group. Each Executive Sponsor heads a business division, is supported by specialist teams tasked with understanding the needs and priorities of the key stakeholders, and ensures that the Executives are fully briefed on such matters before making strategic decisions. In discharging their duties, each director has adopted the group's governance framework including the interest of the company and group's stakeholders when taking decisions. The directors also considered the relevant matters to the extent necessary for the understanding of the development, performance and position of the company. For example, the directors considered the matters of concerns to the wider stakeholder group when considering the adequacy of its financial commitments to further enable the company to meet its obligations to the group. Further details of how the group considers the matters set out in section 172 of the Companies Act 2006 are set out in the Corporate Governance Statement of the consolidated Annual Report of VMED O2 UK Limited.

This report was approved by the board and signed on its behalf by:

*Mark Hardman*

**M D Hardman**  
Director

Date: 22 June 2023

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## **VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022**

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The directors present their report and the audited financial statements of the company for the year ended 31 December 2022.

#### **Results and dividends**

The profit for the year, after tax, amounted to £41,536,000 (2021 - profit of £2,974,263,000).

The directors have not recommended an ordinary dividend (2021 - £nil).

#### **Directors**

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

J L Boyle  
M D Hardman

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.

#### **Political donations**

The company did not make any political donations during the year (2021: £nil).

#### **UK employee engagement statement**

We solely operate in the UK and our employees are based in the UK, details of the group's commitment to employees can be found in the People section of the Consolidated Annual Report of VMED O2 UK Limited.

The company does not employ individuals directly. The group solely operates in the UK and employees are employed by other group companies based in the UK. For administrative efficiencies employee engagement is conducted at group level, below are a few examples of the group's engagement during the year:

- Quarterly live streams lead by the CEO and the Executives including Questions and Answers sessions;
- Workplace, an interactive social platform two-way communication;
- Executives tour across to country and corporate sites. The focus was to have a dialogue on the cost-of-living with employees; and
- Pulse surveys with a wide range of questions to understand the views and perceptions of employees.

Further examples of how the group has had regard to the interests of its employees and the effect this has had on the decisions taken by the group can be found in the Consolidated Annual Report of VMED O2 UK Limited.

#### **Corporate governance**

The company adopts the same governance framework for the group and full details of the governance arrangement can be found in the Corporate Governance Statement of VMED O2 UK Limited's Consolidated Annual Report.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**Stakeholder statement**

From the board's perspective, as a result of the group's governance structure (the board being part of the group's Executive Management Team), stakeholder engagement generally takes place at the group's operational level. This is the most efficient and effective approach which helps the group (including the company) achieve greater positive impact on environmental, social and other issues that are relevant to the company. Also details of the company's approach to modern Slavery and Payment Practices are published in accordance with statutory obligations. Further details of the group's stakeholder relationships and engagements are set out in the Corporate Governance Statement of VMED O2 UK Limited's Consolidated Annual Report.

**Energy and carbon report**

Disclosures concerning greenhouse gas emission, energy consumption and energy efficiency are done at a group level and are contained in the Streamlined Energy and Carbon Statement of VMED O2 UK Limited's Consolidated Annual Report.

**Research and Development**

Research and development activities are conducted at group level and disclosed in the Consolidated Annual Report of VMED O2 UK Limited.

**Going concern**

Notwithstanding net current liabilities of £2,005,930,000 as at 31 December 2022 (2021 - net current liabilities of £1,826,068,000) and a profit for the year then ended of £41,536,000 (2021 - profit of £2,974,263,000), the financial statements have been prepared on a going concern basis, which the directors consider to be appropriate for the following reasons.

After making suitable enquiries and obtaining the necessary assurances, including a letter of support from VMED O2 UK Limited, that sufficient resources will be made available to meet any liabilities as they fall due, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although at the date of approval of these financial statements they have no reason to believe that it will not do so, and continued operations are key to the wider group.

It is not VMED O2's practice to prepare forecasts and projections for individual entities that are wholly owned by the group, as operational and financial management is undertaken at a group level.

However, forecasts and projections which take into account of reasonably possible downsides in trading performance, have been prepared for the group as a whole and these showed that cash on hand, together with cash from operations and the revolving credit facility, are expected to be sufficient for the group and hence the company's cash requirements through to at least 12 months from the approval of these financial statements.

Taking into account these forecasts and projections and after making enquiries, the directors have a reasonable expectation the company has adequate support and resources to continue in operational existence for the foreseeable future. Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and consequently have prepared the financial statements on a going concern basis.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**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.

**Auditor**

KPMG LLP will be reappointed under section 487(2) of the Companies Act 2006.

This report was approved by the board and signed on its behalf by:



**J L Boyle**  
Director

Date: 22 June 2023



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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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The directors are responsible for preparing the Annual Report and financial statements, in accordance with applicable law and regulations.

Company law requires the directors to prepare the Annual Report and financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK-adopted international 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 company's profit or loss 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 estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with international accounting standards in conformity with the requirements of the UK-adopted international accounting standards;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related 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 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.

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report and a Directors' Report that complies with that law and those regulations.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**Opinion**

We have audited the financial statements of Virgin Media Investment Holdings Limited ("the company") for the year ended 31 December 2022, which comprise the Profit and Loss Account and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

**Going concern**

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the group or the company or to cease their operations, and as they have concluded that the group's and the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period"), as the group has received a letter of intent from its parent entity VMED O2 UK Limited.

In our evaluation of the director's conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**Fraud and breaches of laws and regulations – ability to detect**

*Identifying and responding to risks of material misstatement due to fraud*

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included enquiring of directors and inspection of policy documentation as to VMED O2 Limited's policies and procedures to prevent and detect fraud that apply to this group company as well as enquiring whether the directors have knowledge of any actual, suspected or alleged fraud.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because there are no revenue transactions. We did not identify any additional fraud risks.

We performed procedures including agreeing all accounting entries in the period to supporting documentation.

*Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

The company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

This company, as a holding company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

*Context of the ability of the audit to detect fraud or breaches of law or regulation*

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

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## **VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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#### **Strategic Report and Directors' Report**

The directors are responsible for the Strategic Report and the Directors' Report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the Strategic Report and the Directors' Report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Strategic Report and the Directors' Report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

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

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

#### **Directors' responsibilities**

As explained more fully in their statement set out on page 6 the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using 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.

#### **Auditor's responsibilities**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

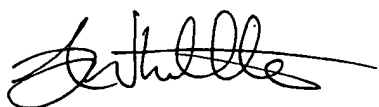
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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VIRGIN MEDIA INVESTMENT HOLDINGS  
LIMITED (CONTINUED)**

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**The purpose of our audit work and to whom we owe our responsibilities**

This report is made solely to the company's members, as a body, 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 members 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 members, as a body, for our audit work, for this report, or for the opinions we have formed.



**Antony Whittle (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*  
1 St Peter's Square  
Manchester  
M2 3AE

Date: 23 June 2023

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**


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**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 2022**


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	Note	2022 £000	2021 £000
Administrative income		22,132	9,545
<b>Operating profit</b>	4	<b>22,132</b>	9,545
Income from subsidiaries		-	3,070,878
Finance income	8	345,087	227,999
Finance costs	9	(325,683)	(334,159)
<b>Profit before tax</b>		<b>41,536</b>	2,974,263
Income tax expense	10	-	-
<b>Profit for the year</b>		<b>41,536</b>	2,974,263

The notes on pages 14 to 32 form part of these financial statements.

There was no other comprehensive income or expenditure for 2022 or 2021 other than that included in the profit and loss account.

All results were derived from continuing operations.

**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**  
**REGISTERED NUMBER:03173552**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2022**

	Note	2022 £000	2021 £000
<b>Fixed assets</b>			
Investments in subsidiaries	11	7,333,966	7,333,966
<b>Current assets</b>			
Debtors: amounts falling due after more than one year	12	7,303,340	6,936,525
Debtors: amounts falling due within one year	12	1,543,275	789,255
Cash and cash equivalents		105	247
		<u>8,846,720</u>	<u>7,726,027</u>
<b>Creditors: amounts falling due within one year</b>	13	<b>(3,543,861)</b>	<b>(2,626,674)</b>
<b>Net current assets</b>		<u>5,302,859</u>	<u>5,099,353</u>
<b>Total assets less current liabilities</b>		<u>12,636,825</u>	<u>12,433,319</u>
<b>Creditors: amounts falling due after more than one year</b>	14	<b>(4,132,960)</b>	<b>(3,970,990)</b>
<b>Net assets</b>		<u><u>8,503,865</u></u>	<u><u>8,462,329</u></u>
<b>Capital and reserves</b>			
Share capital	17	600,568	600,568
Share premium	18	15,901,192	15,901,192
Accumulated losses	18	(7,997,895)	(8,039,431)
<b>Total shareholder's funds</b>		<u><u>8,503,865</u></u>	<u><u>8,462,329</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

*Mark Hardman*

**M D Hardman**  
Director

Date: 22 June 2023

The notes on pages 14 to 32 form part of these financial statements.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**


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**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2022**


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	Share capital £000	Share premium £000	Accumulated losses £000	Total shareholder's funds £000
Balance as at 1 January 2022	600,568	15,901,192	(8,039,431)	8,462,329
Profit for the year	-	-	41,536	41,536
<b>Balance as at 31 December 2022</b>	<b>600,568</b>	<b>15,901,192</b>	<b>(7,997,895)</b>	<b>8,503,865</b>

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**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2021**


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	Share capital £000	Share premium £000	Hedging reserves £000	Accumulated losses £000	Total shareholder's funds £000
Balance as at 1 January 2021	600,568	15,901,192	(5,486)	(11,013,694)	5,482,580
<b>Comprehensive income for the year</b>					
Profit for the year	-	-	-	2,974,263	2,974,263
Transfer of hedging loss to profit and loss	-	-	5,486	-	5,486
<b>Other comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>5,486</b>	<b>-</b>	<b>5,486</b>
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>5,486</b>	<b>2,974,263</b>	<b>2,979,749</b>
<b>Balance as at 31 December 2021</b>	<b>600,568</b>	<b>15,901,192</b>	<b>-</b>	<b>(8,039,431)</b>	<b>8,462,329</b>

The notes on pages 14 to 32 form part of these financial statements.



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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**1. Company information**

The principal activity of Virgin Media Investment Holdings Limited (the 'company') is the provision of financing to fellow group subsidiaries and that of a holding company.

The company is a private company incorporated, domiciled and registered in the UK. The registered number is 03173552 and the registered address is 500 Brook Drive, Reading, United Kingdom, RG2 6UU.

In accordance with s400 of the Companies Act 2006, consolidated financial statements for this company have not been prepared as the company and its subsidiaries are included in the consolidated financial statements of VMED O2 UK Limited for the period ended 31 December 2022.

**2. Accounting policies****2.1 Basis of accounting**

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

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").

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Accounting Standards in conformity with the requirements of the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The company's ultimate parent undertaking, VMED O2 UK Limited, includes the company in its consolidated financial statements. The consolidated financial statements of VMED O2 UK Limited are prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006.

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;
- 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.

As the consolidated financial statements of VMED O2 UK Limited include the equivalent disclosures, the company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- certain disclosures required by IFRS 13 fair value measurement and the disclosures required by IFRS 7 financial instrument disclosures.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**2. Accounting policies (continued)****2.2 Going concern**

Notwithstanding net current liabilities of £2,005,930,000 as at 31 December 2022 (2021 - net current liabilities of £1,826,068,000) and a profit for the year then ended of £41,536,000 (2021 - profit of £2,974,263,000), the financial statements have been prepared on a going concern basis, which the directors consider to be appropriate for the following reasons

After making suitable enquiries and obtaining the necessary assurances, including a letter of support from VMED O2 UK Limited, that sufficient resources will be made available to meet any liabilities as they fall due, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although at the date of approval of these financial statements they have no reason to believe that it will not do so, and continued operations are key to the wider group.

It is not VMED O2's practice to prepare forecasts and projections for individual entities that are wholly owned by the group, as operational and financial management is undertaken at a group level.

However, forecasts and projections which take into account of reasonably possible downsides in trading performance, have been prepared for the group as a whole and these showed that cash on hand, together with cash from operations and the revolving credit facility, are expected to be sufficient for the group and hence the company's cash requirements through to at least 12 months from the approval of these financial statements.

Taking into account these forecasts and projections and after making enquiries, the directors have a reasonable expectation the company has adequate support and resources to continue in operational existence for the foreseeable future. Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and consequently have prepared the financial statements on a going concern basis.

**2.3 Finance income**

Finance income is recognised as interest accrues according to the effective interest rate method, which uses the rate that discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount.

**2.4 Income from subsidiaries**

Dividend income is recognised when the company's right to receive payment is established.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
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**2. Accounting policies (continued)****2.5 Investments in subsidiaries**

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.

**2.6 Debtors**

Debtors are initially measured at fair value and subsequently reported at amortised cost, net of an allowance for impairment of trade receivables.

The allowance for impairment of trade receivables is estimated based upon the current estimate of lifetime expected credit losses. The company uses a number of factors in determining the allowance, including, amongst other things, collection trends, prevailing and anticipated economic conditions, and specific customer credit risk. The allowance is maintained until either payment is received or the likelihood of collection is considered to be remote.

**2.7 Cash and cash equivalents**

Cash and cash equivalents comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less.

**2.8 Creditors**

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Creditors are presented as amounts falling due within one year unless payment is not due within 12 months after the reporting period.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
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**2. Accounting policies (continued)****2.9 Loans and borrowings**

All loans and borrowings are initially recognised at fair value less directly attributable transaction costs.

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Gains and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in finance income and finance costs using the effective interest method.

Finance costs which are incurred in connection with the issuance of debt are deferred and set off against the borrowings to which they relate. Deferred finance costs are amortised over the term of the related debt using the effective interest method.

Borrowings are classified as creditors: amounts falling due within one year unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period in which case they are classified as creditors: amounts falling due after more than one year.

**2.10 Non derivative financial instruments**

Cash and cash equivalents, current trade and other receivables, related-party receivables and payables, certain other current assets, accounts payable, certain accrued liabilities and value-added taxes (VAT) payable represent financial instruments that are initially recognised at fair value and subsequently carried at amortised cost. Due to their relatively short maturities, the carrying values of these financial instruments approximate their respective fair values.

Loans and other receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such loans and other receivables are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

The company initially recognises loans and receivables on the date they are originated. All other financial assets (including assets designated as fair value through the statement of profit or loss) are recognised initially on the trade date, which is the date that the company becomes a party to the contractual provisions of the instrument.

The company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the company is recognised as a separate asset or liability.

The company initially recognises debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognised initially on the trade date, which is the date that the company becomes a party to the contractual provisions of the instrument.

The company derecognises a financial liability when its contractual obligations are discharged, cancelled or expired.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
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**2. Accounting policies (continued)****2.11 Derivative financial instruments and hedging**

The group has established policies and procedures to govern the management of its exposure to interest rate and foreign currency exchange rate risks, through the use of derivative financial instruments, including interest rate swaps and cross currency interest rate swaps.

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at each balance sheet date.

Derivatives are recognised as financial assets when the fair value is positive and as liabilities when the fair value is negative.

The interest rate swaps and cross currency interest rate swaps are valued using internal models based on observable inputs, counterparty valuations or market transactions in either the listed or over-the-counter markets, adjusted for non-performance risk. Non-performance risk is based upon quoted credit default spreads for counterparties to the contracts and swaps. Derivative contracts which are subject to master netting arrangements are not offset and have not provided, nor require, cash collateral with any counterparty.

While these instruments are subject to the risk of loss from changes in exchange rates and interest rates, these losses would generally be offset by gains in the related exposures. Financial instruments are only used to hedge underlying commercial exposures. The group does not enter into derivative financial instruments for speculative trading purposes, nor does it enter into derivative financial instruments with a level of complexity or with a risk that is greater than the exposure to be managed.

The group designates certain derivatives as either fair value hedges, when hedging exposure to variability in the fair value of recognised assets or liabilities or firm commitments, or as cash flow hedges, when hedging exposure to variability in cash flows that are either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction.

Derivatives that are not part of an effective hedging relationship, as set out in IFRS 9 Financial Instruments (IFRS 9), must be classified as held for trading and measured at fair value through profit or loss.

**2.12 Foreign currency translation**

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. The resulting exchange differences are taken to the profit and loss account.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**2. Accounting policies (continued)****2.13 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.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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

In preparing these financial statements, management has made estimates and judgements that affect the application of the company's accounting policies and the reported amounts of assets, liabilities, income and expenses.

**Estimates and assumptions**

***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 receivables***

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

***Fair value measurement of financial instruments***

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument.

Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date (see note 16).

**4. Operating profit**

The operating profit is stated after crediting/charging:

	<b>2022</b>	2021
	<b>£000</b>	£000
(Loss)/gain on foreign currency translation	<b>(10,107)</b>	8,803

Certain expenses are specifically attributed 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.

**5. Auditor's remuneration**

Auditor's remuneration of £11,500 (2021 - £10,800) for the audit of the financial statements has been borne by a fellow group undertaking and not recharged.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
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**6. Employees**

The company does not have any directly employed staff and is not charged an allocation of staff costs by the group. Details of staff numbers and staff costs of the group are disclosed in the Consolidated Annual Report of VMED O2 UK Limited.

The directors received no remuneration for the qualifying services as directors of this company. All directors' remuneration for those which were in office during 2022 and 2021 is disclosed in the Consolidated Annual Report of VMED O2 UK Holdings Limited, which is available from the company secretary at 500 Brook Drive, Reading, United Kingdom, RG2 6UU.

**7. Income from subsidiaries**

	<b>2022</b> <b>£000</b>	2021 £000
Dividends received	-	3,070,878
	<u>          </u>	<u>          </u>

On 10 December 2021, the company received a dividend in specie of £3,070,878,000 from Virgin Media Finco Limited.

**8. Finance income**

	<b>2022</b> <b>£000</b>	2021 £000
Interest on amounts owed by group undertakings	<b>345,087</b>	227,900
Other finance income	-	99
	<u>          </u>	<u>          </u>
	<b>345,087</b>	227,999
	<u>          </u>	<u>          </u>

**9. Finance costs**

	<b>2022</b> <b>£000</b>	2021 £000
Interest on amounts owed to group undertakings	<b>203,252</b>	219,940
Other finance charges	<b>122,431</b>	105,169
Loss on derivative financial instruments	-	9,050
	<u>          </u>	<u>          </u>
	<b>325,683</b>	334,159
	<u>          </u>	<u>          </u>



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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
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**10. Income tax expense**

Tax expense included in profit or loss:

	<b>2022</b> <b>£000</b>	2021 £000
<b>Current tax</b>		
<b>Total current tax</b>	-	-
<b>Deferred tax</b>		
<b>Total deferred tax</b>	-	-
<b>Tax on profit</b>	-	-

The tax assessed for the year is lower than (2021 - lower than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	<b>2022</b> <b>£000</b>	2021 £000
Profit before tax	<b>41,536</b>	2,974,263
Profit multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	<b>7,892</b>	565,110
Income not taxable	-	(583,467)
Group relief (claimed)/surrendered	<b>(7,892)</b>	18,357
<b>Tax expense</b>	-	-

**Factors affecting current and future tax charges**

In March 2021, legislation was introduced to increase the UK corporate income tax rate from 19% to 25% from 1 April 2023. This rate change was substantively enacted on 24 May 2021 and enacted on 10 June 2021 (Finance Bill 2021).

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**


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**11. Investments in subsidiaries**

	<b>Investments in subsidiaries £000</b>
<b>Cost</b>	
At 1 January 2022	7,463,336
<b>At 31 December 2022</b>	<u>7,463,336</u>
<b>Accumulated impairment</b>	
At 1 January 2022	129,370
<b>At 31 December 2022</b>	<u>129,370</u>
<b>Net book value</b>	
<b>At 31 December 2022</b>	<u><u>7,333,966</u></u>
At 31 December 2021	<u><u>7,333,966</u></u>

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 shown in note 21.

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

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**


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**12. Debtors**

	<b>2022</b>	2021
	<b>£000</b>	£000
<b>Due after more than one year</b>		
Other debtors	-	15,304
Amounts owed by group undertakings	<b>7,103,352</b>	6,747,000
Debt issue costs	<b>4,333</b>	4,102
Derivative financial assets	<b>195,655</b>	170,119
	<u><b>7,303,340</b></u>	<u>6,936,525</u>
	<b>2022</b>	2021
	<b>£000</b>	£000
<b>Due within one year</b>		
Amounts owed by group undertakings	<b>1,393,830</b>	777,636
Prepayments and accrued income	<b>15,151</b>	230
Derivative financial assets	<b>134,294</b>	11,389
	<u><b>1,543,275</b></u>	<u>789,255</u>

The analysis of amounts owed by group undertakings is:

	<b>2022</b>	2021
	<b>£000</b>	£000
Loans advanced by group undertakings	<b>7,449,277</b>	7,077,007
Other amounts owed by group undertakings	<b>1,047,905</b>	447,629
	<u><b>8,497,182</b></u>	<u>7,524,636</u>

Amounts owed by group undertakings represents loan notes which had a carrying value of £7,449,277,000 (2021 - £7,077,007,000) at the balance sheet date. Loan notes are denominated in sterling, which bear interest of 4.87% (subject to adjustment), and mature in November 2027.

Other amounts owed by group undertakings are unsecured, interest free and repayable on demand.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**


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**13. Creditors: amounts falling due within one year**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Vendor financing	<b>2,349,555</b>	2,004,724
Amounts owed to group undertakings	<b>929,796</b>	574,183
Accruals and deferred income	<b>53,205</b>	27,992
Derivative financial liabilities	<b>211,305</b>	19,748
Other creditors	<b>-</b>	27
	<b><u>3,543,861</u></b>	<b><u>2,626,674</u></b>

The analysis of amounts owed to group undertakings is:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Loans advanced from group undertakings	<b>28,505</b>	24,425
Other amounts owed to group undertakings	<b>901,291</b>	549,758
	<b><u>929,796</u></b>	<b><u>574,183</u></b>

Amounts owed to group undertakings due within one year include loan notes which had a carrying value of £28,505,000 (2021 - £24,425,000) at the balance sheet date. Loan notes are denominated in sterling and US dollar, which bear interest of 4.6% (subject to adjustment) and are payable on demand.

Other amounts owed to group undertakings are unsecured, interest free and repayable on demand.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**


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**14. Creditors: amounts falling due after more than one year**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Other loans	<b>34,023</b>	16,097
Amounts owed to group undertakings	<b>3,955,690</b>	3,741,021
Vendor financing	<b>86,522</b>	99,527
Derivative financial liabilities	<b>56,725</b>	114,345
	<b><u>4,132,960</u></b>	<b><u>3,970,990</u></b>

The analysis of amounts owed to group undertakings is:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Loans advanced from group undertakings	<b><u>3,955,690</u></b>	<b><u>3,741,021</u></b>

Amounts owed to group undertakings due after more than one year represents loan notes which had a carrying value of £3,955,690,000 (2021 - £3,741,021,000) at the balance sheet date. Loan notes are denominated in sterling and US dollar, which bear interest ranging from 4.6% to 5.6% (subject to adjustment) and mature between April 2026 and October 2027.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**


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**15. Loans and borrowings**

	<b>2022</b>	2021
	<b>£000</b>	£000
Vendor financing	<b>2,436,077</b>	2,104,251
Other debt	<b>34,023</b>	16,097
	<u><b>2,470,100</b></u>	<u>2,120,348</u>

Analysis of the maturity of loans is given below:

	<b>2022</b>	2021
	<b>£000</b>	£000
<b>Amounts falling due between one and five years</b>		
Vendor financing	<b>2,436,077</b>	2,104,251
	<u><b>2,436,077</b></u>	<u>2,104,251</u>

	<b>2022</b>	2021
	<b>£000</b>	£000
<b>Amounts falling due after more than five years</b>		
4.875% Vendor financing notes issued by VMRFN III DAC due 2028	<b>23,994</b>	9,922
5.0% Vendor financing notes issued by VMRFN IV DAC due 2028	<b>10,029</b>	6,175
	<u><b>34,023</b></u>	<u>16,097</u>

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
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**16. Financial instruments**

	<b>2022</b>	2021
	<b>£000</b>	£000
<b>Financial assets</b>		
Financial assets measured at fair value through profit or loss	<b>329,949</b>	181,508
Financial assets that are debt instruments measured at amortised cost	<b>8,508,252</b>	7,544,246
	<u><b>8,838,201</b></u>	<u>7,725,754</u>
<b>Financial liabilities</b>		
Financial liabilities measured at fair value through profit and loss	<b>(268,030)</b>	(134,093)
Financial liabilities that are debt instruments measured at amortised cost	<b>(7,408,791)</b>	(6,463,545)
	<u><b>(7,676,821)</b></u>	<u>(6,597,638)</u>

Financial assets measured at fair value through profit or loss comprise cash at bank and derivative financial assets including cross currency swaps, cross currency interest rate swaps and interest rate swaps.

Financial assets measured at amortised cost comprise debt issue costs, other debtors and amounts owed by group undertakings.

Financial liabilities measured at fair value through profit or loss comprise bank overdrafts and derivative financial liabilities including cross currency swaps, cross currency interest rate swaps and interest rate swaps and certain other loans.

Financial liabilities measured at amortised cost comprise amounts owed by group undertakings, vendor financing, accruals and deferred income and certain other loans.

The group manages its treasury operations on a group basis and consequently derivative financial instruments are designed to mitigate the risks experienced by the group as a whole rather than a specific company. The group has obligations in a combination of US dollars and sterling at fixed and variable interest rates. As a result, the group is exposed to volatility in its cash flows and earnings resulting from changes in foreign currency exchange rates and interest rates.

The group's objective in managing its exposure to interest rate and foreign currency exchange rates is to decrease the volatility of its earnings and cash flows caused by changes in the underlying rates. The group has established policies and procedures to govern these exposures and has entered into derivative financial instruments including interest rate swaps, cross currency interest swaps and foreign currency forward rate contracts. It is the group's policy not to enter into derivative financial instruments for speculative trading purposes, nor to enter into derivative financial instruments with a level of complexity or with a risk that is greater than the exposure to be managed.

The derivative financial instruments held by the company are recorded at fair value on the balance sheet in accordance with IFRS 9 Financial instruments. The fair values of these derivative financial instruments are valued using internal models based on observable inputs, counterparty valuations, or market transactions in either the listed or over-the-counter markets, adjusted for non-performance risk.

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
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**16. Financial instruments (continued)**

The following table sets out the total notional amounts and the related weighted average remaining contractual lives of the company's cross currency swap contracts at 31 December 2022. The derivative contracts held are not designated as cashflow hedges.

***Cross currency swaps***

The company holds the following outstanding cross currency swap agreements with other companies within the VMED O2 group at 31 December 2022:

<b>Final maturity date</b>	<b>Notional amount due from counterparty (thousands)</b>	<b>Notional amount due to counterparty (thousands)</b>	<b>Weighted average remaining life (years)</b>
April 2023 - August 2028	£1,879,709	\$2,570,000	2.94
April 2023 - August 2028	£2,860,000	\$2,057,628	3.03

***Interest rate swaps***

The company holds the following outstanding interest rate swap agreements with other companies within the VMED O2 group at 31 December 2022:

<b>Final maturity date</b>	<b>Notional receive fixed rate (thousands)</b>	<b>Weighted average remaining life</b>
January 2025	\$709,000	2.05
May 2023	£292,000	0.37

**17. Share capital**

	<b>2022 £000</b>	<b>2021 £000</b>
<b>Allotted, called up and fully paid</b>		
600,567,734,802 (2021 - 600,567,734,802) Ordinary shares of £0.001 each	<b>600,568</b>	600,568



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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**

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**18. Reserves****Share capital**

The balance classified as share capital represents the nominal value on issue of the company's share capital, comprising £600,568,735 ordinary shares.

**Share premium**

Includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

**Accumulated losses**

Includes all current and prior period retained profits and losses net of dividends paid.

**19. Guarantees**

The company, along with fellow group undertakings, is party to a senior secured credit facility with a syndicate of banks. As at 31 December 2022, this comprised term facilities that amounted to £7,501 million (2021 - £5,916 million) of which £650 million was undrawn (2021 - fully drawn) and revolving credit facilities of £1,378 million (2021 - £1,378 million), which were undrawn as at 31 December 2022 and 2021. Borrowings under the facilities are secured against the assets of certain members of the group including those of this 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 secured credit facility. The amount outstanding under the senior secured notes at 31 December 2022 amounted to £8,544 million (2021 - £8,066 million). Borrowings under the notes are secured against the assets of certain members of the group including those of this company.

Furthermore, a fellow group undertaking has issued senior notes for which the company, along with certain fellow group undertakings, has guaranteed the notes on a senior subordinated basis. The amount outstanding under the senior notes as at 31 December 2022 amounted to approximately £1,207 million (2021 - £1,103 million).

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

**20. Controlling party**

The company's immediate parent undertaking is Virgin Media Finance PLC.

The smallest and largest groups of which the company is a member and into which the company's accounts were consolidated at 31 December 2022 are VMED O2 UK Holdings Limited and VMED O2 UK Limited, respectively.

The company's ultimate parent undertaking and controlling party at 31 December 2022 was VMED O2 UK Limited.

## VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 21. List of investments

Name of company		Holdings	Proportion held	Nature of business
<b>Direct shareholdings</b>				
ntl Communications Services Limited		Ordinary	100%	Dormant
Virgin Media SFA Finance Limited		Ordinary	100%	Financing
Virgin Media Finco Limited		Ordinary	100%	Financing
Virgin Media Investments Limited		Ordinary	100%	Financing
Virgin Media Secured Finance PLC		Ordinary	100%	Financing
<b>Indirect shareholdings</b>				
Birmingham Cable Limited		Ordinary	100%	Dormant
Bitbuzz UK Limited		Ordinary	100%	Telecoms
CableTel Herts and Beds Limited		Ordinary	100%	Dormant
CableTel Northern Ireland Limited	β	Ordinary	100%	Dormant
CableTel Surrey and Hampshire Limited		Ordinary	100%	Dormant
Eurobell (Holdings) Limited		Ordinary	100%	Dormant
Flextech Limited		Ordinary	100%	Dormant
General Cable Limited		Ordinary	100%	Holding
Matchco Limited	μ	Ordinary	76%	Dormant
ntl (B) Limited		Ordinary	100%	Dormant
ntl (South East) Limited		Ordinary	100%	Dormant
ntl (V)		Ordinary	100%	Dormant
ntl Business Limited		Ordinary	100%	Dormant
ntl CableComms Group Limited		Ordinary	100%	Dormant
ntl CableComms Group, LLC	Ξ	Common stock	100%	Dormant
ntl Glasgow	Σ	Ordinary	56%	Telecoms
ntl Glasgow Holdings Limited	μ	Ordinary	51%	Holding
ntl Kirklees		Ordinary	52%	Telecoms
ntl Kirklees Holdings Limited	μ	Ordinary	51%	Holding
ntl Midlands Limited		Ordinary	100%	Dormant
ntl Pension Trustees II Limited		Ordinary	100%	Corporate Trustee
ntl Pension Trustees Limited		Ordinary	100%	Corporate Trustee
ntl Rectangle Limited		Ordinary	100%	Dormant
ntl South Central Limited		Ordinary	100%	Dormant
ntl Telecom Services Limited		Ordinary	100%	Dormant
ntl Trustees Limited		Ordinary	100%	Corporate Trustee
Telewest Communications (Scotland) Limited	Σ	Ordinary	100%	Dormant
Telewest Communications Cable Limited		Ordinary	100%	Dormant
Telewest Communications Networks Limited		Ordinary	100%	Dormant
Telewest Limited		Ordinary	100%	Dormant

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**VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**


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**21. List of investments (continued)**

<b>Name of company</b>	<b>Holdings</b>	<b>Proportion held</b>	<b>Nature of business</b>
<b>Indirect shareholdings</b>			
Theseus No.1 Limited	Ordinary	100%	Dormant
Theseus No.2 Limited	Ordinary	100%	Dormant
Virgin Media Bristol LLC	≡ Common stock	100%	Financing
Virgin Media Business Limited	Ordinary	100%	Telecoms
Virgin Media Finco 2 Limited	Ordinary	100%	Financing
Virgin Media Intermediary Purchaser Limited	Ordinary	100%	Dormant
Virgin Media Limited	Ordinary	100%	Telecoms
Virgin Media National Networks Limited	Ordinary	100%	Dormant
Virgin Media O2 Employee Medical Trust Limited	Ordinary	100%	Corporate trustee
Virgin Media Operations Limited	Ordinary	100%	Holding
Virgin Media Payments Limited	Ordinary	100%	Collections
Virgin Media PCHC Limited	Ordinary	100%	Dormant
Virgin Media Secretaries Limited	Ordinary	100%	Guarantor
Virgin Media Senior Investments Limited	Ordinary	100%	Holding
Virgin Media Trade Receivables Intermediary Financing Limited	Ordinary	100%	Financing
Virgin Media Wholesale Limited	Ordinary	100%	Telecoms
Virgin Mobile Telecoms Limited	Ordinary	100%	Telecoms
Virgin WiFi Limited	Ordinary	100%	Telecoms
VM Transfers (No 4) Limited	Ordinary	100%	Dormant
Yorkshire Cable Communications Limited	Ordinary	100%	Dormant

All companies are registered at 500 Brook Drive, Reading, United Kingdom, RG2 6UU, unless otherwise noted below:

- β Unit 3, Blackstaff Road, Kennedy Way Industrial Estate, Belfast, BT11 9AP
- Σ 1 South Gyle Crescent Lane, Edinburgh, EH12 9EG
- ≡ 251 Little Falls Drive, Wilmington, DE 19808. These entities are registered in the USA.
- μ Remainder of shares held by group undertakings