Registered number: 11116712

# LIBERTY GLOBAL BROADBAND HOLDING LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019



# **COMPANY INFORMATION**

**Directors** 

C H R Bracken J L Evans

Registered number

11116712

Registered office

Griffin House

161 Hammersmith Road

London W6 8BS

Independent auditor

KPMG LLP 1 Sovereign Square Sovereign Street

Leeds LS1 4DA

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# DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present their report and audited financial statements of Liberty Global Broadband Holding Limited ("the company") for the year ended 31 December 2019.

## Principal activity and business review

The principal activity of the company was, and will continue to be, that of a financing company to provide funding to fellow group undertakings.

The company is a wholly owned subsidiary undertaking of Liberty Global plc (Liberty Global). The 2019 Liberty Global Annual Report is available to the public and may be obtained from Liberty Global's website at www.libertyglobal.com, or from the company secretary, Liberty Global plc, Griffin House, 161 Hammersmith Road, London, United Kingdom, W6 8BS.

Liberty Global is an international provider of broadband internet, video, fixed-line telephony and mobile communications services to residential customers and businesses in Europe. Liberty Global's operations comprise businesses that provide residential and B2B communications services in (i) the UK and Ireland through Virgin Media, (ii) Belgium through Telenet and (iii) Switzerland, Poland and Slovakia through UPC Holding. In addition, Liberty Global owns a 50% non-controlling interest in the VodafoneZiggo JV, which provides residential and B2B communications services in Netherlands.

At 31 December 2019, Liberty Global's operations owned and operated networks that passed 25.8 million homes and served 25.0 million revenue generating units, consisting of 9.3 million broadband internet subscribers, 8.3 million video subscribers and 7.4 million fixed-line telephony subscribers. In addition, Liberty Global also served 6.3 million mobile subscribers.

## Results and dividends

The profit for the year, after taxation, amounted to \$308,478,000 (2018 - \$nil).

On 11 December 2019, the company declared a dividend of \$7,230,751,000.

## **Directors**

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

C H R Bracken J L Evans

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 its principal activity for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing these financial statements. Consideration of the potential impact of COVID-19 has not altered this conclusion.

# Disclosure of information to 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 is obliged to take as a director in order to make himself 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.

# Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

# DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

This report was approved by the board on 14 September 2020 and signed on its behalf.

C H R Bracken

Director

# DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2019

The directors are responsible for preparing the Directors' Report and the financial statements of Liberty Global Broadband Holding Limited ("the company") in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements of Liberty Global Broadband Holding Limited ("the company") 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 give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements of Liberty Global Broadband Holding Limited ("the company"), the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- · assess the company's ability to continue as a going concern, disclosing, as applicable, matter related to going concern; and
- use the going concern basis of accounting unless they intend to liquidate the company or 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.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF LIBERTY GLOBAL BROADBAND HOLDING LIMITED

#### Opinion

We have audited the financial statements of Liberty Global Broadband Holding Limited ("the company") for the year ended 31 December 2019 which comprise the Directors' Report, Profit and Loss Account and Statement of 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 2019 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;
- 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 company or to cease its operations, and as they have concluded that 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 its 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").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' 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. We have nothing to report in these respects.

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 absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

## **Directors' Report**

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

Our responsibility is to read 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 Directors' report;
- in our opinion the information given in that report for the financial period is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF LIBERTY GLOBAL BROADBAND HOLDING LIMITED (CONTINUED)

## 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

## Directors' responsibilities

As explained more fully in their statement set out on page 3, 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.

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

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

Katharine L'Estrange (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants 1 Sovereign Square Sovereign Street Leeds LS1 4DA

September 2020

# PROFIT AND LOSS ACCOUNT AND STATEMENT OF OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2019

	· Note	2019 \$000	Period from 18 December 2017 to 31 December 2018 \$000
Administrative expenses	. 4	(62,992)	•
Operating loss	4	(62,992)	-
Interest receivable and similar income	6	371,470	-
Profit before tax	-	308,478	-
Tax on profit	7	-	-
Profit for the period	- -	308,478	-

The notes on pages 9 to 14 form part of these financial statements.

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

All results were derived from continuing operations.

# LIBERTY GLOBAL BROADBAND HOLDING LIMITED REGISTERED NUMBER:11116712

# BALANCE SHEET AS AT 31 DECEMBER 2019

	Note	2019 \$000	2018 \$000
Current assets			
Debtors due after one year	8	4,292,254	-
Debtors due within one year	8	8,688	<b>-</b> .
Net assets	- 	4,300,942	-
Capital and reserves			
Share capital	9	-	-
Share premium		-	-
Retained earnings		4,300,942	-
Total shareholder's fund	-	4,300,942	-

The company's financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 14 September 2020.

C H R Bracken Director

The notes on pages 9 to 14 form part of these financial statements.

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2019

		Share premium	Retained	Total shareholder's
	Share capital	account	earnings	fund
	\$000	\$000	\$000	\$000
At 1 January 2019	-	-	-	
Comprehensive income for the year				
Profit for the period	-	-	308,478	308,478
Total comprehensive income for the year	<del></del>	-	308,478	308,478
Issue of share capital	-	11,223,215	-	11,223,215
Reserves converted from share premium	-	(11,223,215)	-	(11,223,215)
Transfer to retained earnings	-	-	11,223,215	11,223,215
Dividend paid	-	-	(7,230,751)	(7,230,751)
At 31 December 2019	-	-	4,300,942	4,300,942
			=======================================	

The company completed the reduction in share premium account approved by shareholders on 5 December 2019.

# STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2018

	Share capital	Total Shareholder's fund
	\$000	\$000
At 1 January 2017	•	-
Issue of share capital	•	-
	<del></del>	
At 31 December 2018	•	-
	=====	

The notes on pages 9 to 14 form part of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

## 1. Company information

Liberty Global Broadband Holding Limited (the "company") is a private company incorporated, domiciled and registered in the UK. The registered number is 11116712. The registered address is Griffin House, 161 Hammersmith Road, London, W6 8BS.

#### 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

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 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 financial statements are presented in US Dollars ('\$') and rounded to the nearest thousand.

The company's ultimate parent undertaking, Liberty Global plc, includes the company in its consolidated financial statements. The consolidated financial statements of Liberty Global plc are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Liberty Global's website at www.libertyglobal.com.

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 Liberty Global plc 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.

## 2.2 Going concern

The financial statements have been approved on the assumption that the company remains a going concern.

It is Liberty Global's practice for operational and financial management to be undertaken at a group level rather than for individual entities that are wholly owned by the group. As part of normal business practice, regular cash flow forecasts for both short and long term commitments are undertaken at group level.

Forecasts and projections prepared for the Liberty Global group as a whole, indicate that cash on hand, together with cash from operations and undrawn revolving credit facilities, are expected to be sufficient for the Liberty Global group's and hence the company's cash requirements through to at least 12 months from the approval of these financial statements.

Whilst the detailed cash flow forecasts are prepared at the group level, the directors have also assessed the position of the company, including the recoverability of the intercompany loans. This assessment indicates that, taking account of reasonably possible downsides, the company will have sufficient funds, through funding from its fellow subsidiary company, Liberty Global Europe 2 Limited, to meet its liabilities as they fall due for that period. Liberty Global Europe 2 Limited has indicated its intention to continue to make available such funds for at least 12 months from the approval of these financial statements.

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.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

## 2. Accounting policies (continued)

## 2.2 Going concern (continued)

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 have prepared the financial statements on a going concern basis. Consideration of the potential impact of COVID-19 has not altered this conclusion.

#### 2.3 Change in functional currency

The company has been dormant until April 2020 and as part of a wider group restructuring, the company's immediate parent undertaking became Liberty Global Holdings Inc. (previously known as LGI Slovakia Holdings Inc.). The company's primarily activity has since been a holder of a USD denominated loan note owed by a fellow group undertaking. As part of the transactions, the directors reviewed the company's functional currency and concluded it should be changed from Euros to US Dollars to reflect the economic position of the company.

The comparative financial information in this report has therefore also been presented in US Dollars.

#### 2.4 Trade and other debtors

rade 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.

The company uses a forward looking expected loss impairment model which uses a lifetime expected loss allowance for all assets held at amortised cost

# 2.5 Foreign currencies

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.

# 2.6 Derivative financial instruments

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, cross-currency interest rate swaps and foreign currency forward rate contracts.

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured 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 foreign currency forward rate contracts, 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 market prices, 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.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

## 3. Judgements 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:

## 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.

## 4. Operating loss

The operating loss is stated after charging:

Period from 18
December 2017
to
31 December
2019
\$000
\$000
62,992
-

Loss on foreign currency translation

The directors received no remuneration for the qualifying services as directors of this company. All director's remuneration is paid by and disclosed in the financial statements of Liberty Global plc.

Auditor's remuneration of \$12,200 (£9,200) (2018 - not audited) represents costs attributed to the company, all of which is borne by a fellow Libery Global group undertaking that pays all auditor's remuneration on behalf of the group.

# 5. Staff costs

The company does not have any directly employed staff and is not charged an allocation of staff costs by the group.

# 6. Interest receivable and similar income

		Period from 18 December 2017
		to 31 December
	2019	2018
	\$000	\$000
Interest receivable on amounts due from group undertakings	285,134	-
Gain on financial assets and liabilities carried at fair value	86,336	-
	371,470	-

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

# 7. Tax on profit Period from 18 December 2017 to 31 December 2019 2018 \$000 \$000 **Current tax** Total current tax Deferred tax Total deferred tax Tax on profit The tax assessed for the year is lower than (2018 - lower than) the standard rate of corporation tax in the UK of 19% (2018 - 19%). The differences are explained below: Period from 18 December 2017 to 31 December 2019 2018 \$000 \$000 Profit on ordinary activities before tax 308,478 Profit multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%) 58,611 Effects of: Group relief claimed without payment (58,611)Total tax charge for the year / period

## Factors that may affect future tax charges

A reduction in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. In the 11 March 2020 Budget it was announced that the UK tax rate will remain at the current 19% and not reduce to 17% from 1 April 2020. This will have a consequential effect on the company's future current tax

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 8 Debtors

Deplots		
	2019	2018
	\$000	\$000
Due after more than one year		
Amounts owed by group undertakings	4,292,254	-
	•	
	2019	2018
	\$000	\$000
Due within one year		
Amounts owed by group undertakings	8,688	-

Amounts owed by group undertakings due after one year include a loan note which had a carrying value of \$4,292,254,000 (2018 - \$nil) at the balance sheet date. The loan note is denominated in U.S. dollar, bears interest rate of 3.47% and matures in 2025.

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

## 9. Share capital

	2019 \$	2018 \$
Allotted, called up and fully paid	*.	
8 (2018 - 2) Ordinary shares of €1 each	9	2

On 12 April 2019, the company issued 6 ordinary shares of €1 each for consideration of €9,932,928,000 (\$11,223,215,000).

## 10. Reserves

## Share premium account

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

On 5 December 2019, the company effected a reduction of its share premium account from \$11,223,215,000 to \$nil.

# Retained earnings

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

## 11. Post balance sheet events

## COVID-19

In March 2020, the World Health Organisation declared the recent outbreak of a novel strain of coronavirus (COVID-19) to be a global pandemic. In response to the COVID-19 pandemic, emergency measures have been imposed by governments worldwide, including travel restrictions, restrictions on social activity and the shutdown of non-essential businesses.

These measures have adversely impacted the global economy, disrupted global supply chains and created significant volatility and disruption of financial markets. While it is not currently possible to estimate the duration and severity of the COVID-19 pandemic or the adverse economic impact resulting from the preventative measures taken to contain or mitigate its outbreak, an extended period of global economic disruption could have a material adverse impact on our business, financial condition and results of operations in future periods.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

## 12. Parent undertaking and controlling party

The company's immediate parent undertaking as at 31 December 2019 was Liberty Global Holdings Inc. (previously known as LGI Slovakia Holdings Inc.), a company incorporated in Delaware, USA.

The smallest and largest group of which the company is a member and in to which the company's accounts were consolidated at 31 December 2018 was Liberty Global plc.

The company's ultimate parent undertaking and controlling party at 31 December 2019 was Liberty Global plc.

Copies of the 2019 Liberty Global Annual Report which includes the result of the company is available on Liberty Global's website at www.libertyglobal.com, or from the company secretary, Liberty Global plc, Griffin House, 161 Hammersmith Road, London, United Kingdom, W6 8BS.