

Meeting Date:	Tue, 24 Feb 2015 10:00am	Type:	EGM	Issue date:	Tue, 10 Feb 2015
Meeting Location:	Denver Marriott South at Park Meadows, 10345 Park Meadows Drive, Lone Tree, Colorado 80124				
Current Indices:	PIRC Global				
Sector:	Cable and other pay television services				

PROPOSALS	ADVICE
<p>G1* Adopt new Articles of Association</p> <p>Approval is sought, subject to the approval of the Class A Articles Proposal, Class B Articles Proposal and Class C Articles Proposal and resolutions G2 and G3, that the Company's Articles of Association be amended and adopted. The proposed amendments provide for the creation of new classes of ordinary shares, designated the LiLAC Class A Ordinary Shares, the LiLAC Class B Ordinary Shares and the LiLAC Class C Ordinary Shares; (the LiLAC Ordinary Shares), which are intended to track the performance of the Company's operations in Latin America and the Caribbean and to make certain changes to the terms of the existing Liberty Global Ordinary Shares. A portion of the Company's share premium account will be capitalised and issued as LiLAC Ordinary Shares to holders of Liberty Global Ordinary Shares as fully paid bonus shares. In the Transaction, each holder of Liberty Global Class A, Class B or Class C Ordinary Shares would receive, for every 20 Liberty Global Ordinary Shares held, one share of the corresponding class of LiLAC Ordinary Shares. Based on the number of Liberty Global Ordinary Shares of the relevant classes outstanding as of 22 December 2014, the issue will be equivalent to approximately 12.6 million LiLAC Class A Ordinary Shares, 0.5 million LiLAC Class B Ordinary Shares and 31.7 million LiLAC Class C Ordinary Shares to the corresponding class Liberty Global shareholders.</p> <p>Such proposals are considered on the basis of whether they have been adequately explained and whether there is sufficient independent oversight of the recommended proposal and whether and shareholders' proportional interests remain the same. The circular contains sufficient details of the proposal. However, there is an insufficient balance of independence on the Board. Also, whilst shareholders voting rights remain unaltered, it is unclear how shareholders will benefit from such an arrangement which brings further complexity to the capital structure of the Company.</p> <p>Triodos opposes this resolution.</p>	<p>Oppose</p>
<p>G2 Approve Management policies</p> <p>It is proposed that, subject to Resolutions G1 and G3 the terms of certain management and allocation policies be approved. The authority sought will allow the management to use, among other things, attribute assets, liabilities and opportunities between the Liberty Global Group and the LiLAC Group.</p> <p>As initial attribution, the LiLAC Group will comprise VTR Finance B.V. and its subsidiaries, Lila Chile Holding BV, which is the parent entity of VTR Finance, LGI Broadband Operations, Inc. and its subsidiaries, which include the 60% controlling interest in Liberty Cablevision of Puerto Rico, and the costs associated with certain corporate employees of Liberty Global that are exclusively focused on the management of the Latin American operations. Businesses, assets and liabilities acquired by Liberty Global following the Transaction will be attributed to one of these two groups, in whole or in part, at the discretion of the Board. Directors will have the same fiduciary duties to all shareholders of our company as a whole and as a general principle, the Board states that it will be expected that all material matters in which Liberty Global shareholders and LiLAC shareholders may have divergent interests will generally be resolved in a manner that will promote the success of the Company for the benefit of all shareholders, taking into consideration other relevant stakeholders.</p> <p>In accordance with Resolution G1, Triodos opposes this resolution.</p>	<p>Oppose</p>

G3*	<p>Approve future consolidation/sub-division</p> <p>It is proposed that, the Board may be authorised from time to time, to consolidate or sub-divise any or all shares of the Company and to amend the new Articles of Association to reflect that authority. Under the new Articles as amended pursuant to the Future Consolidation/Sub-Division Proposal, the Board will have the authority to effect one or more consolidations and/or subdivisions, on any ratio that the Board may determine in its sole and absolute discretion, of any or all of the Company's shares.</p> <p>In accordance with the vote recommendation on Resolution G1, support cannot be provided. Also, such authority should be sought on a case-by-case basis and shareholders should be consulted on the ratio that may be used for such matters.</p> <p>Triodos opposes this resolution.</p>	Oppose
G4*	<p>Approve the voting rights amendments</p> <p>Approval is sought of an amendment to the provisions in the Company's Articles of Association governing the variation of rights attached to classes of shares, both by vote of the Liberty Global Class A and Class B Ordinary Shares, voting together as a single class at the General Meeting on the Voting Rights Amendment Proposal, and by separate class votes at each of the Class Meetings on the Class Voting Rights Proposals.</p> <p>This proposal would amend Article 18 (renumbered as Article 19 in the new Articles), such that if the rights attached to more than one class of shares are, in the good faith opinion of three quarters of Board of Directors, varied in the same or substantially the same manner, such shares will together comprise a single class for purposes of the special resolution required for the variation of their rights. The Voting Rights Proposal would also revise Article 70 (renumbered as Article 71 in the new Articles) to provide that when voting together as a single class in this manner, each affected class will have the same number of votes per share that it would have in a general meeting of the Company, except that if the affected classes comprise only shares that have no voting rights in a general meeting, they will have one vote per share.</p> <p>Therefore, if the proposal is approved, shareholders of any one of the affected classes will no longer be entitled to vote on the variation of their rights separately from the other affected class or classes, in respect of any matter that varies the rights attached to several classes of the shares in substantially the same manner. The Company states this will help to avoid undergoing the cost, expense and risk of seeking the separate approval of each of the separate classes, if the rights attached are varied in substantially the same manner for all classes.</p> <p>Whilst the Company does not provide the meaning of varying the rights in the "substantially the same manner", the proposal does not infringe shareholders rights. Acceptable proposal.</p>	For
G5	<p>Authorise Share Repurchase</p> <p>Approval is sought to enter into a new agreement with Goldman Sachs & Co. through which some of the Company's shares repurchases may be conducted. The proposal will apply for a period of five years. The Master Put/Call Agreement grants to Goldman Sachs & Co. the option to require the Company to purchase, and grants to the Company the option to require Goldman Sachs & Co. to sell, shares of the Company owned by Goldman Sachs & Co. in consideration of the payment by the Company to Goldman Sachs & Co. of an amount in cash which may include a premium over the price paid by Goldman Sachs & Co. for such shares. The Master Put/Call Agreement permits for multiple exercises of the options granted pursuant to it.</p> <p>Such proposals are considered on the basis of whether they have been adequately explained and whether there is sufficient independent oversight of the recommended proposal. The circular contains sufficient details of the proposal.</p> <p>Triodos supports this resolution.</p>	For
G6	<p>Approve the directors securities purchase</p> <p>It is proposed that any arrangement under which the Company or its subsidiaries acquires securities, from Directors or any such connected persons, be authorised, at any price. It is noted that under the Companies Act, shareholders' approval is required for any such transaction with a value exceeding £100,000.</p> <p>The proposal cannot be supported as such arrangements may raise potential conflicts of interest. In the event this type of transactions arise, shareholders should be consulted on a case-by-case basis.</p> <p>Triodos opposes this resolution.</p>	Oppose

G7 Approve the Virgin Media Sharesave proposal

For

The Virgin Media Sharesave is proposed as a sub-plan to the 2014 Plan. The purpose of the Virgin Media Sharesave is to provide U.K. resident Virgin Media employees a benefit, in the form of options to acquire Liberty Global Class C Ordinary Shares. The scheme is implemented for all UK resident employees of the Virgin Media participating group companies who have been continuously employed for a minimum period of not more than five years. The maximum amount to be contributed by an employee under SAYE contracts is £500 per month. The minimum contribution is £5 per month, for a period of either 3 or 5 years. The price at which an option exercises shall not be less than the greater of 80% of the market value of an ordinary share at the date of invitation or the share's nominal value. It is noted the Company does not specify the amount of options that may be granted under the Plan nor that it specify how long is the Plan to run for. However, as the proposed plan is open to all Virgin Media employees on equal basis, Triodos supports this resolution.

1A* Approve the Class A articles proposal

Oppose

Approval is sought, subject to the approval of the Class A Articles Proposal, Class B Articles Proposal and Class C Articles Proposal and resolutions G2 and G3, that the Company's Articles of Association be amended and adopted. The proposed amendments provide for the creation of new classes of ordinary shares, designated the LiLAC Class A Ordinary Shares, the LiLAC Class B Ordinary Shares and the LiLAC Class C Ordinary Shares; (the LiLAC Ordinary Shares), which are intended to track the performance of the Company's operations in Latin America and the Caribbean and to make certain changes to the terms of the existing Liberty Global Ordinary Shares. A portion of the Company's share premium account will be capitalised and issued as LiLAC Ordinary Shares to holders of Liberty Global Ordinary Shares as fully paid bonus shares. In the Transaction, each holder of Liberty Global Class A, Class B or Class C Ordinary Shares would receive, for every 20 Liberty Global Ordinary Shares held, one share of the corresponding class of LiLAC Ordinary Shares. Based on the number of Liberty Global Ordinary Shares of the relevant classes outstanding as of 22 December 2014, the issue will be equivalent to approximately 12.6 million LiLAC Class A Ordinary Shares, 0.5 million LiLAC Class B Ordinary Shares and 31.7 million LiLAC Class C Ordinary Shares to the corresponding class Liberty Global shareholders.

Such proposals are considered on the basis of whether they have been adequately explained and whether there is sufficient independent oversight of the recommended proposal and whether and shareholders' proportional interests remain the same. The circular contains sufficient details of the proposal. However, there is an insufficient balance of independence on the Board. Also, whilst shareholders voting rights remain unaltered, it is unclear how shareholders will benefit from such an arrangement which brings further complexity to the capital structure of the Company.

Triodos opposes this resolution.

2A Approve the Class A voting rights proposal

For

Approval is sought of an amendment to the provisions in the Company's Articles of Association governing the variation of rights attached to classes of shares, both by vote of the Liberty Global Class A and Class B Ordinary Shares, voting together as a single class at the General Meeting on the Voting Rights Amendment Proposal, and by separate class votes at each of the Class Meetings on the Class Voting Rights Proposals.

This proposal would amend Article 18 (renumbered as Article 19 in the new Articles), such that if the rights attached to more than one class of shares are, in the good faith opinion of three quarters of Board of Directors, varied in the same or substantially the same manner, such shares will together comprise a single class for purposes of the special resolution required for the variation of their rights. The Voting Rights Proposal would also revise Article 70 (renumbered as Article 71 in the new Articles) to provide that when voting together as a single class in this manner, each affected class will have the same number of votes per share that it would have in a general meeting of the Company, except that if the affected classes comprise only shares that have no voting rights in a general meeting, they will have one vote per share.

Therefore, if the proposal is approved, shareholders of any one of the affected classes will no longer be entitled to vote on the variation of their rights separately from the other affected class or classes, in respect of any matter that varies the rights attached to several classes of the shares in substantially the same manner. The Company states this will help to avoid undergoing the cost, expense and risk of seeking the separate approval of each of the separate classes, if the rights attached are varied in substantially the same manner for all classes.

Whilst the Company does not provide the meaning of varying the rights in the "substantially the same manner", the proposal does not infringe shareholders rights. Acceptable proposal.

*** = Special resolution**

Supporting Information for Resolutions

Proposal G1 - The Transaction Proposals, if approved and implemented, will create the LiLAC Ordinary Shares, which are new classes of ordinary shares intended to track and reflect the separate economic performance of the businesses and assets of the Company's operations in Latin America and the Caribbean, referred to as the Liberty Latin America and Caribbean Group, or LiLAC Group.

The LiLAC Group will initially comprise VTR Finance B.V. and its subsidiaries, Lila Chile Holding BV, which is the parent entity of VTR Finance, LGI Broadband Operations, Inc. and its subsidiaries, which include the 60% controlling interest in Liberty Cablevision of Puerto Rico, and the costs associated with certain corporate employees of Liberty Global that are exclusively focused on the management of the Latin American operations. Liberty Global that are exclusively focused on the management of the Latin American operations.

It is in the Board's intention, prior to the issuance of the LiLAC Ordinary Shares, to contribute to Lila Chile Holding BV an amount of cash as to provide the LiLAC Group with additional liquidity to fund, among other things, acquisitions and ongoing operating costs and expenses.

While the Liberty Global Group and the LiLAC Group will have separate collections of businesses, assets and liabilities attributed to them, neither of these groups will be separate legal entities. Holders of LiLAC Ordinary Shares will have no direct claim to the assets attributed to the LiLAC Group and will not be represented by a separate Board of Directors. Instead, holders of LiLAC Ordinary Shares, along with holders of Liberty Global Ordinary Shares, will be shareholders of Liberty Global and therefore subject to all of the risks and liabilities of Liberty Global as a whole. Liberty Global will continue to have a single Board of Directors following the Transaction.

There will be no change in voting rights following the Transactions. Each Liberty Global or LiLAC Class A Ordinary Share will one vote, each Liberty LiLAC Global or LiLAC Class B Ordinary Share will have ten votes, and each Liberty Global or LiLAC Class C Ordinary Share is non-voting.

It is expected that as a result of the Transaction, option awards, unvested restricted share units or share appreciation awards granted to Directors and Executive Officers, will generally be divided into two awards: one related to the applicable class of Liberty Global Ordinary Shares, and one related to the applicable class of LiLAC Ordinary Shares.

Proposal G2 - It is noted that the Board may, without shareholder approval, modify, change, rescind or create exceptions to the proposed policies, or adopt additional policies and that such actions could have different effects on Liberty Global and LiLAC shareholders. The Board states that it would notify shareholders of any material modification, change or exception made to these policies.

Proposal G3 - Under the Company's current articles, Liberty Global may increase its share capital by allotting and issuing new shares; consolidate and divide all or any of its share capital into shares of a larger nominal value than the existing shares, subdivide any of its shares into shares of a smaller nominal value than its existing shares; and redenominate its share capital or any class of share capital.

Proposal G5 - The Company has stated that the proposed Master Put/Call Agreement is substantially similar to the Master Put/Call Agreements that the Company currently has in place with several other investment banks.

Proposal G7 - It is noted Virgin Media operated a similar tax favored SAYE plan for its U.K. resident employees before its acquisition by Liberty Global in 2013.

The Company notes that over one third of the total number of Liberty Global's worldwide employees are U.K. resident Virgin Media employees (approximately 13,600 employees as of September 30, 2014).

Proposal 1A - Refer to Resolution G1 supporting information.

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