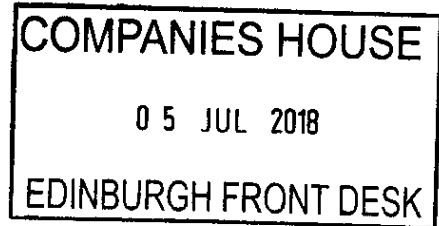


Registered number: SC080891



TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017



TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

COMPANY INFORMATION

Directors	R D Dunn M O Hifzi
Company secretary	G E James
Registered number	SC080891
Registered office	1 South Gyle Crescent Lane Edinburgh EH12 9EG

TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

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TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

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

Principal activities and business review

The principal activity of the company during the year was, and will continue to be, to invest in and manage an unincorporated joint venture in conjunction with Edinburgh Cable Limited Partnership.

The company is a wholly owned subsidiary undertaking of Virgin Media Inc. (Virgin Media) which is itself a wholly owned subsidiary of Liberty Global plc (Liberty Global). The consolidated financial statements of Virgin Media Inc. are available to the public and may be obtained from Liberty Global's website at www.libertyglobal.com.

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

The group provides video, broadband internet, fixed-line telephony and mobile services in the UK and Ireland to both residential and business-to-business (B2B) customers. The group is one of the largest providers of video, broadband internet and fixed-line telephony services in terms of the number of customers in the UK and Ireland. The group believes its advanced, deep-fibre cable access network enables it to offer faster and higher quality broadband services than its digital subscriber line, or DSL, competitors. As a result, it provides its customers with a leading, next-generation broadband service and one of the most advanced interactive television services available in the UK and Irish markets.

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

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

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

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

The company has received dividends of £1,745,000 from its subsidiaries during the year (2016 - £nil).

Future outlook

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

Directors

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

R D Dunn
M O Hifzi

The directors of the company have been indemnified against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision is in force for directors serving during the financial year and as at the date of approving the Directors' report.

TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

Going concern

After making suitable enquiries and obtaining the necessary assurances from Virgin Media Inc., a wholly owned subsidiary of Liberty Global plc and the intermediate holding company which heads the Virgin Media group, that sufficient resources will be made available to meet any liabilities as they fall due should the company's income not be sufficient, 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. On this basis the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

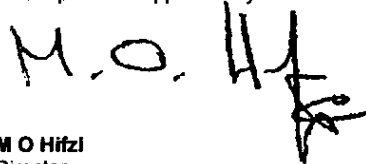
Audit exemption

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

Small company provisions

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

This report was approved by the board on 26 June 2018 and signed on its behalf.



M O Hifzi
Director

TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2017

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

Company law requires the directors to prepare financial statements for each financial year. Under that law 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, 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, 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.

TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

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

	Note	2017 £000	2016 £000
Income from shares in group undertakings	6	1,745	-
Income from fixed assets investments	7	109	111
Other interest receivable and similar income	8	23	-
Interest payable and similar charges	9	(14)	(56)
Profit before tax		1,863	55
Tax on profit	10	-	-
Profit for the year		1,863	55

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

All results were derived from continuing operations.

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

TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED
REGISTERED NUMBER: SC080891

BALANCE SHEET
AS AT 31 DECEMBER 2017

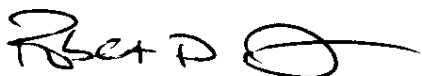
	Note	2017 £000	2016 £000
Fixed assets			
Investments	11	-	-
Current assets			
Debtors due within one year	12	14,027	13,309
Creditors: amounts falling due within one year	13	(14,791)	(15,827)
Net current liabilities		(764)	(2,518)
Creditors: amounts falling due after more than one year			
Provisions for liabilities and charges	14	(2,965)	(3,074)
Net liabilities		(3,729)	(5,592)
Capital and reserves			
Share capital	15	480	480
Profit and loss account	16	(4,209)	(6,072)
Deficit		(3,729)	(5,592)

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

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

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 26 June 2018.



R D Dunn
Director

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

TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

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

	Share capital	Profit and loss account	Deficit
	£000	£000	£000
At 1 January 2017	480	(6,072)	(5,592)
Comprehensive income for the year			
Profit for the year	-	1,863	1,863
Total comprehensive income for the year	-	1,863	1,863
At 31 December 2017	480	(4,209)	(3,729)

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

	Share capital	Profit and loss account	Deficit
	£000	£000	£000
At 1 January 2016	480	(6,127)	(5,647)
Comprehensive income for the year			
Profit for the year	-	55	55
Total comprehensive income for the year	-	55	55
At 31 December 2016	480	(6,072)	(5,592)

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

TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

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

1. Company information

Telewest Communications (Scotland) Limited (the "company") is a private company incorporated, domiciled and registered in the UK. The registered number is SC080891 and the registered address is 1 South Gyle Crescent Lane, Edinburgh, EH12 9EG.

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"). The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 have been applied.

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

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

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

- a cash flow statement and related notes;
- comparative period reconciliations for share capital;
- disclosures in respect of related party transactions with fellow group undertakings;
- disclosures in respect of capital management;
- the effects of new but not yet effective IFRSs;
- disclosures in respect of the compensation of key management personnel; and
- disclosures of transactions with a management entity that provides key management personnel services to the company.

2.2 Going concern

After making suitable enquiries and obtaining the necessary assurances from Virgin Media Inc., a wholly owned subsidiary of Liberty Global plc and the intermediate holding company which heads the Virgin Media group, that sufficient resources will be made available to meet any liabilities as they fall due should the company's income not be sufficient, 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. On this basis the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

2.3 Dividend income

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

TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

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

2. Accounting policies (continued)

2.4 Investments

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

2.5 Trade and other debtors

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

2.6 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.

TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

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

2. Accounting policies (continued)

2.7 Share of results in a joint venture

The company's proportion of the joint venture's cumulative losses was first applied to the cost of investment until fully impaired then provided for in the balance sheet under provisions. The share of profit or loss in the joint venture is shown under income from fixed asset investments in the profit and loss account and applied to reduce or increase the provision for losses in the joint venture.

2.8 Provisions - joint venture

This provision represents the company's proportion of the joint venture's cumulative losses after full provision against the original investment has been made.

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

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

Carrying value of investments

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

Recoverability of intercompany debtors

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

4. Operating profit

The directors received no remuneration for qualifying services as directors of this company. All directors' remuneration is paid by and disclosed in the financial statements of Virgin Media Limited.

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. Income from shares in group undertakings

	2017 £000	2016 £000
Dividend received	1,745	-

On 2 June 2017 the company received dividends of £1,745,000 from Telewest Communications (Motherwell) Limited.

7. Income from fixed asset investments

	2017 £000	2016 £000
Share of joint venture profit	109	111

TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

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

8. Other interest receivable and similar income

	2017 £000	2016 £000
Interest on amounts owed by group undertakings	23	-

9. Interest payable and similar charges

	2017 £000	2016 £000
Interest on amounts owed to group undertakings	14	56

10. Tax on profit

	2017 £000	2016 £000
Current tax		
Total current tax	-	-
Deferred tax		
Total deferred tax	-	-
Tax on profit	-	-

The tax assessed for the year is lower than (2016 - lower than) the standard rate of corporation tax in the UK of 19.25% (2016 - 20.00%). The differences are explained below:

	2017 £000	2016 £000
Profit before tax	1,863	55
Profit multiplied by standard rate of corporation tax in the UK of 19.25% (2016 - 20.00%)	359	11
Effects of:		
Income not taxable	(359)	(11)
Total tax charge for the year	-	-

Factors affecting current and future tax charges

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

TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

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

11. Investments

	Investments in subsidiary companies £000	Investment in joint ventures £000	Total £000
Cost			
At 1 January 2017	1,290	765	2,055
Disposals	(1,290)	-	(1,290)
At 31 December 2017	-	765	765
Amounts written off			
At 1 January 2017	1,290	765	2,055
Disposals	(1,290)	-	(1,290)
At 31 December 2017	-	765	765
Net book value			
At 31 December 2017	-	-	-
At 31 December 2016	-	-	-

Subsidiary undertakings

During the year, as part of a wider group restructure, Telewest Communications (Scotland) Limited disposed of its investments in Capital City Cablevision Limited and Hieronymous Limited. The company received no consideration in respect of these transactions and therefore did not make a profit or loss on disposal. The company also disposed of its investment in Telewest Communications (Motherwell) Limited, following the company's application for Members Voluntary Liquidation. The company received no consideration in respect of this and therefore did not make a profit or loss on disposal. Prior to entering Members Voluntary Liquidation, Telewest Communications (Motherwell) Limited paid a dividend to the company of £1,745,000, representing its residual net assets.

Joint venture

The company has entered into an agreement with Edinburgh Cable Limited Partnership (ECLP) to participate in a joint venture, Telewest Communications (Scotland) Venture, whose principal purpose is to build and operate a broadband telecommunication network in the Edinburgh area. ECLP has undertaken to provide the capital to build the initial system and to provide the working capital for the system operation.

With the exception of the freehold property, the tangible assets acquired by the company are held in trust by the company for the benefit of the joint venture. Such assets are disclosed in the accounts of the joint venture.

Profits and losses of the joint venture are shared in the ratio 99% to ECLP and 1% to the company.

During 2017 the company's share of profits in the joint venture was £109,000 (2016 - £111,000).

At 31 December 2017, the net liabilities of the joint venture were £296,555,000 (2016 - £307,411,000). The profit of the joint venture for the year ended 31 December 2017 was £10,856,000 (2016 - £11,129,000).

TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

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

12. Debtors due within one year

	2017	2016
	£000	£000
Amounts owed by group undertakings	14,027	13,309

Amounts owed by group undertakings are unsecured and repayable on demand.

13. Creditors: amounts falling due within one year

	2017	2016
	£000	£000
Amounts owed to group undertakings	14,791	15,827

Amounts owed to group undertakings are unsecured and repayable on demand.

14. Provisions for liabilities and charges

	Joint venture provision £000
At 1 January 2017	3,074
Utilised in year	(109)
At 31 December 2017	2,965

This provision represents the company's proportion of the joint venture's cumulative net liabilities after full provision against the original investment has been made.

15. Share capital

	2017	2016
	£	£
Allotted, called up and fully paid		
480,000 Ordinary shares of £1 each	480,000	480,000

16. Reserves

Profit and loss account

Includes all current and prior period retained profits and losses.

TELEWEST COMMUNICATIONS (SCOTLAND) LIMITED

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

17. Guarantees

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

In addition, a fellow group undertaking has issued senior secured notes which, subject to certain exceptions, share the same guarantees and security which have been granted in favour of the senior secured credit facility. The amount outstanding under the senior secured notes at 31 December 2017 amounted to £4,870 million (2016 - £5,024 million). Borrowings under the notes are secured against the assets of certain members of the group.

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

18. Parent undertaking and controlling party

The company's immediate parent undertaking is Telewest Communications (Scotland Holdings) Limited.

The smallest and largest groups of which the company is a member and in to which the company's accounts were consolidated at 31 December 2017 are Virgin Media Finance PLC and Liberty Global plc, respectively.

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

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

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