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CREDIT OPINION

24 November 2023

Update

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RATINGS

Telenet Group Holding NV

Domicile	Belgium
Long Term Rating	Ba3
Type	LT Corporate Family Ratings - Fgn Curr
Outlook	Negative

Please see the ratings section at the end of this report for more information. The ratings and outlook shown reflect information as of the publication date.

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Telenet Group Holding NV

Update following change in outlook to negative

Summary

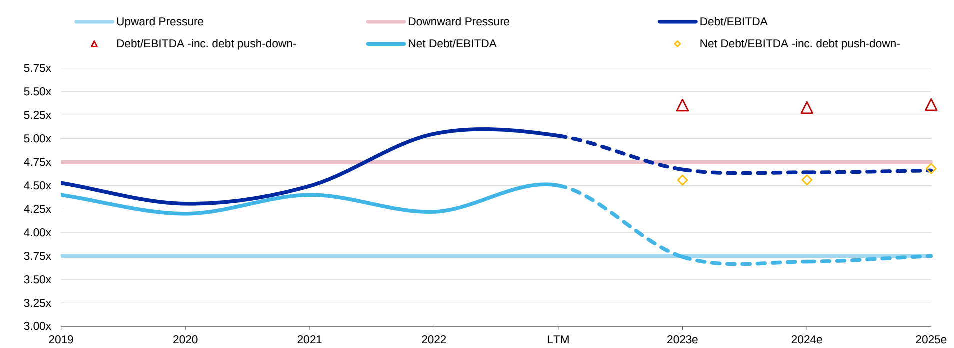
Telenet Group Holding NV's Ba3 corporate family rating (CFR) is supported by the company's position as one of the leading operators in the Belgian telecom market, with a strong presence in Flanders; well-defined fibre strategy after the agreement with Fluvius System Operator CV (Fluvius, A3 stable) to merge their fixed network assets; wholesale agreement with Orange Belgium (a subsidiary of Orange, Baa1 positive) to provide broadband coverage across Wallonia; and good liquidity, supported by a long-dated maturity profile and undrawn credit facilities.

However, Telenet's rating is constrained by its more aggressive financial policy after the take-private by Liberty Global plc (Ba3 stable); its limited EBITDA growth prospects through 2025 under our current expectations; uncertainties around the future ownership structure of NetCo (recently rebranded as Wyre); its large capital spending requirements to fund the fibre upgrade; and potential for competition to increase once the new operator enters the market.

Exhibit 1

Change in financial policy will strain Telenet's metrics

Moody's-adjusted leverage/net leverage evolution over 2019-25e



LTM = 12 months as of 30 June 2023. Debt/EBITDA and Net Debt/EBITDA metrics excluding the potential impact from the revised financial policy after the take-private transaction. Debt/EBITDA and Net Debt/EBITDA, including debt pushdown, assume debt raised at Liberty Global Belgium to fund the take-private transaction is pushed down to Telenet.

Sources: Moody's Financial Metrics™ and Moody's Investors Service forecasts

Credit strengths

» Good market shares and strong competitive position in the Belgian telecom market

» Near-countrywide broadband coverage after the wholesale agreement with Orange Belgium

» Download speeds of up to 1 Gbps throughout its network footprint with a clear upgrade path

Credit challenges

» Free cash flow (FCF) generation to weaken materially because of the fibre upgrade

» Sustained pressure on the video and fixed telephony segments

» A more promotional pricing environment ahead of Digi Communications N.V.'s (Digi) launch

Rating outlook

The negative outlook reflects our expectation that Telenet's credit quality will weaken over the next 12-18 months on the back of the company's change in financial policy. The negative outlook also reflects our expectation that EBITDA will remain under pressure over the same period, amid the arrival of a new operator in the Belgian market.

We could lower the rating to B1 should Telenet's financial profile weaken on the back of the higher net leverage target.

Factors that could lead to an upgrade

A rating upgrade is currently unlikely because of Telenet's negative outlook; however, upward rating pressure could develop if:

» Telenet improves its operating performance significantly

» it demonstrates a clear commitment to maintaining its Moody's-adjusted gross debt/EBITDA below 3.75x

» its Moody's-adjusted cash flow from operations (CFO)/debt increases well above 20%

» the company maintains strong margins

Factors that could lead to a downgrade

Telenet's ratings could come under downward pressure if:

» there is a marked deterioration in the company's operating performance, on the back of, for instance, the entrance of a new operator in the market

» its business profile weakens, for example, because of a potential network separation

» Moody's-adjusted debt/EBITDA exceeds 4.75x, particularly if it is not sufficiently balanced by cash on balance sheet, on a sustained basis

» Moody's-adjusted CFO/debt falls below 15%

» FCF (after capital spending and dividends) deteriorates

Key indicators

Exhibit 2

Telenet Group Holding NV

€ millions	Dec-19	Dec-20	Dec-21	Dec-22	LTM	proj.-2023	proj.-2024	proj.-2025
Revenue	2,584	2,575	2,596	2,665	2,780	2,844	2,849	2,845
Debt / EBITDA	4.5x	4.3x	4.5x	5.1x	5.0x	4.7x	4.6x	4.7x
RCF / Net Debt	14.9%	13.8%	13.1%	14.6%	13.2%	16.3%	19.4%	19.1%
(EBITDA - Capex) / Interest Expense	2.9x	3.3x	4.0x	2.5x	1.8x	1.7x	0.7x	0.4x
CFO / Debt	17.5%	18.0%	16.3%	15.9%	15.1%	16.7%	17.2%	17.2%
FCF / Debt	7.7%	2.0%	1.9%	4.0%	3.4%	3.0%	-0.7%	-2.2%

All figures and ratios are based on adjusted financial data, and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations. Periods are financial year-end unless indicated. LTM = 12 months as of 30 June 2023. Forecasts do not reflect the recent change in financial policy.
Sources: Moody's Financial Metrics™ and Moody's Investors Service forecasts

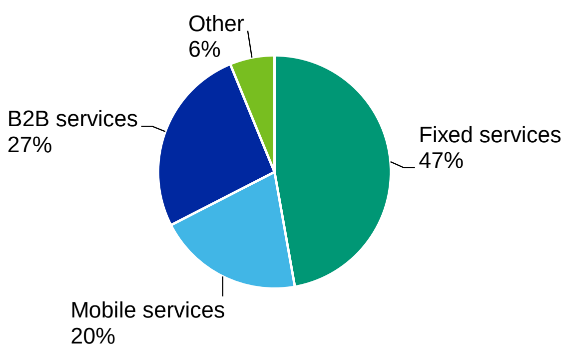
Profile

Headquartered in Mechelen, Belgium, Telenet Group Holding NV is a provider of broadband and mobile communications services predominantly in Belgium but also in Luxembourg.

Telenet generated revenue of €2.8 billion and company-adjusted EBITDA of €1.4 billion over the 12 months to September 2023. Telenet is fully owned by Liberty Global.

Exhibit 3

Most of Telenet's revenue is generated from broadband, TV and mobile services
Revenue breakdown by product over the first nine months of 2023



Source: Company data

Recent developments

Change in outlook to negative from stable

On 22 November 2023, we affirmed the Ba3 CFR and the Ba3-PD probability of default rating (PDR) of Telenet. Concurrently, we affirmed the Ba3 instrument ratings on the senior secured bank credit facilities issued by Telenet International Finance S.ar.l. and Telenet Financing USD LLC as well as on the senior secured notes issues by Telenet Finance Luxembourg Notes S.a r.l.. The outlook on all ratings was changed to negative from stable.

Take-private transaction and change in financial policy

On 21 March 2023, Liberty Global announced its intention to launch a voluntary and conditional takeover offer for all the shares of its subsidiary Telenet Group it did not already own. The transaction was finalised on 13 October 2023.

On 31 October 2023, Telenet announced its intention to revise its net leverage target to 4x-5x from the current 3.5x-4.5x (September 2023: 3.2x).[1] The announcement was in line with the guidelines provided in the take-private prospectus from 6 June 2023.

Communication of the Belgian regulator on cooperation agreements to roll out full fibre networks

On 10 October 2023, the Belgian Institute for Postal Services and Telecommunications (BIPT) announced its readiness to assess agreements or draft agreements related to the development of full fibre networks in Belgium. BIPT recognizes that infrastructure-based competition is one of the objectives under the current regulatory framework. At the same time, it also acknowledges the economic impact of duplicating full fibre infrastructures.

Detailed credit considerations

Change in financial policy to weaken Telenet's credit quality; timing and means remain uncertain

While the details of the new capital structure under the revised financial policy are unclear at present, Telenet's credit metrics and overall credit quality could weaken materially if the company increases its reported net leverage in line with the public guidance.

Such weakening could materialise as a result of cash upstreaming to the parent or through a push down of the debt that was raised to fund the take-private transaction of Telenet and is currently sitting at Liberty Global Belgium Holding's level. We had previously stated that the company's high cash balance after the tower disposal represented a mitigant against high leverage. Telenet's ratings were also previously supported by the company's more prudent financial policy than other credit pools of the Liberty Global group.

As Exhibit 4 shows, Telenet's Moody's-adjusted leverage as of September 2023 stood at 4.7x, a steep decrease from 5.1x in 2022. This is largely because of the reduction in leverage resulting from the finalisation of the Wyre transaction, which significantly decreased the lease liability of Telenet, despite the slightly negative EBITDA evolution, on a Moody's-adjusted basis, over the year.

We forecast Moody's-adjusted leverage to be around 4.7x in 2023 and to remain broadly flat in 2024, when excluding the potential negative impact from the revised financial policy, as EBITDA growth will be muted over the year. If we were to assume that the debt Liberty Global raised to fund the take-private transaction will be pushed down to Telenet, Moody's-adjusted leverage would be around 5.3x-5.4x in 2024, 0.7x higher than current forecasts.

Exhibit 4

Moody's-adjusted debt/EBITDA was 4.7x as of the end of September 2023 after the Fluvius deal

Moody's-adjusted debt/EBITDA reconciliation for 2022, and the 12 months that ended June and September 2023

(€ millions)	2022	LTM Jun-23	LTM Sep-23	(in € millions)	2022	LTM Jun-23	LTM Sep-23
Term Loan AR (SOFR 0%)+2%	2,146	2,102	2,174	**Company-adjusted EBITDA**	**1,374**	**1,380**	**1,379**
Term Loan AQ (EURIBOR 0%)+2.25%	1,124	1,110	1,113	Share-based compensation	-9	-18	-19
USD 1000m SSN due 2028 (5.5%) fixed	958	916	957	Operating charges related to acquisitions or divestitures	-15	-13	-16
€600m SSN due 2028 (3.5%) fixed	548	540	544	Restructuring expenses	-2	-7	-7
				Measurement adjustment related to business acquisitions	-1	-1	2
Long term debt obligations	**4,775**	**4,668**	**4,788**	**Company reported EBITDA**	**1,346**	**1,341**	**1,339**
Lease obligation	988	997	625	Interest income (+)	4	15	22
Mobile spectrum	400	395	398	Equity accounted income	-3	-5	-5
Vendor financing (EURIBOR 0%)+1.95%	350	336	337	Adjustment for broadcasting rights	-79	-80	-84
Other debt	142	181	39	Exceptionals not adjusted for	16	19	17
Total reported debt	**6,654**	**6,576**	**6,187**				
Pension adj.	3	3	3				
Fair value adj.	-179	-94	-191				
Moody's-adjusted debt	**6,478**	**6,485**	**5,999**	**Moody's-adjusted EBITDA**	**1,283**	**1,290**	**1,289**
Moody's-adjusted debt/EBITDA	**5.1x**	**5.0x**	**4.7x**				
Moody's-adjusted net debt/EBITDA	**4.2x**	**4.3x**	**3.8x**				

All figures and ratios are based on adjusted financial data, and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations. LTM Sep-23 figures based on preliminary financials.

Sources: Moody's Financial Metrics™ and Moody's Investors Service estimates

Creation of Wyre provides visibility into Telenet's long-term fibre strategy; uncertainties remain on the future ownership of the asset

The creation of Wyre[2] provides clarity on the long-term fibre strategy of the company and may generate higher revenue for Telenet through wholesale agreements. Wyre aims to cover 78% of the Flanders region by 2038, with most of the coverage (around 70%) to be achieved by 2030. The independence of Wyre from Telenet is a key factor in attracting new customers and optimising the company's revenue base, given its high market share in retail.

Nevertheless, Wyre will remain exposed to overbuild risk because of the step-up in fibre investments from Proximus. This risk has, however, to some extent been mitigated by the recent communication by the Belgian regulator around the potential collaboration for the rollout of full fibre networks.

Uncertainties remain around the future ownership of the asset and the pace at which Telenet might start to monetise its stake in Wyre. Post take-private transaction, the value crystallisation of Liberty Global's investment in Telenet will largely rely on the monetisation of Wyre in our view.

Our current rating assessment is based on the assumption that Telenet will continue to fully consolidate Wyre. However, we would need to reassess the rating positioning of Telenet should the company decide to reduce its stake in Wyre and deconsolidate the entity by bringing new shareholders into the structure or fully dispose of the asset.

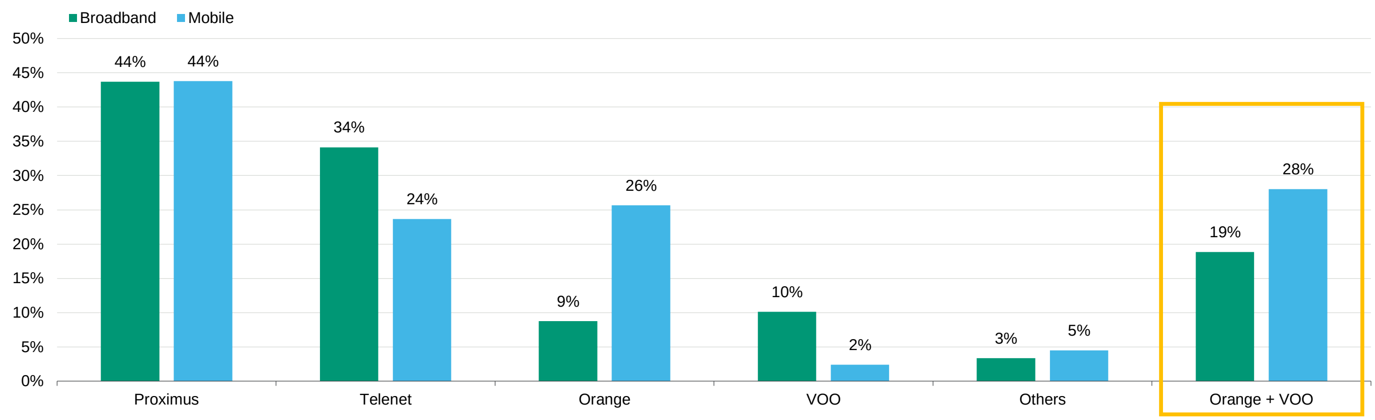
Position as the number two and three operator in the Belgian broadband and mobile markets, respectively

Telenet benefits from its position as one of the leading telecom operators in the Belgian telecom market. As Exhibit 5 shows, Telenet is the number two broadband operator by the number of lines in Belgium, with a market share of around 34%, behind Proximus and ahead of Orange Belgium and VOO. In mobile, the company ranks third, with a market share of around 24%, after Proximus and Orange Belgium.

Exhibit 5

Telenet is the number two broadband operator in Belgium

Broadband and mobile market shares, by number of connections, as of December 2022



Sources: BIPT, company data and Moody's Investors Service estimates

Telenet currently operates its own fixed network across the whole Flemish territory[3] and in parts of Brussels. Telenet's market position is particularly strong in the Flanders region where the company retains a broadband market share of around 50%-60%. In Wallonia, the wholesale deal with Orange Belgium as part of the VOO transaction has granted the company a near-nationwide broadband coverage.[4] Telenet aims to reach a market share of around 10% in the region over the long term.

Telenet's competitive position continues to be supported by its DOCSIS 3.1-enabled network, which offers download speeds of up to 1 Gbps throughout its footprint, and a clear road map towards an upgrade of its network to FTTH in more than two-thirds of the footprint.

Upcoming arrival of Digi in the market will increase competition

As a result of the 5G Spectrum auction in June 2022, Romania-based Digi acquired spectrum in Belgium for the first time bidding as a joint venture (49%/51%) with Citymesh, part of Belgium-headquartered IT group Cegeka.

Digi plans to enter the market with a mobile offer in the second half of 2024, supported by the recently signed roaming agreement with Proximus. We expect Digi to gain a market share of around 5%-10% in mobile over the first five years of operations in the country, and to be very aggressive on price, undercutting existing offers. While new entrants have previously disrupted other European telecom markets, such as France and Italy after the arrival of Iliad Holding S.A.S. (Ba3 stable), we nevertheless expect the overall impact of Digi on the market to be less severe than those cases and more gradual.

The overall impact of Digi on the market will also depend on the Romanian operator's ability to launch a convergent proposition but also on the reaction of the other operators in terms of pricing before and after the launch of its offers. In this regard, the pricing environment in Belgium has become more promotional in recent months, particularly in the low end of the market. Notable examples include 20%-25% lifetime discounts for Telenet's brand BASE.

The prices of telecom offerings in Belgium are typically reviewed annually. Pricing adjustments have been historically implemented mostly in fixed and convergent offerings but more recently we have seen increases also in mobile-only offers. These increases offset the effect of mandatory wage indexation in the country[5]. All the main operators, including Orange Belgium, which had not done so before, raised prices in 2023 on the back of high inflation.

Pressure on revenue and EBITDA growth in 2024 amid the arrival of a new operator as the impact of inflation moderates

We currently expect Telenet's revenue to grow by around 1% on a rebased[6] basis in 2023 and to remain broadly stable in 2024. Growth in 2023, similar to that in 2022, is mainly driven by the price increases implemented in June 2023. Positive momentum in mobile and broadband over the year will be partially offset by the continued pressure on video and fixed telephony.

For 2024, we forecast the company's revenue to remain flat. This is largely a function of the potential impact from the arrival of Digi and our assumption that promotional activities will continue in the market. The migration of VOO customers to Orange Belgium's network, following the loss of the MVNO agreement post-merger, will be another drag to revenue growth next year. While our estimates assume some upside from the expansion in Wallonia, our forecasts could be revised down if the impact of Digi on the market were to be more severe and less gradual than currently expected.

We forecast Telenet's company-adjusted EBITDA to decline on a rebased basis by around 1% in 2023 and to remain under pressure over 2024 (around -0.5%)[7]. While cost inflation and higher outsourced call centre costs have already more than offset the positive impact of price increases over 2023, we expect pressure on EBITDA to continue into 2024. This will be driven by the negative impact of mandatory wage indexation -with an increase materially below 2023 levels- coupled with continued high energy prices, whose negative impact is, however, likely to revert gradually over 2024-25.

Our assumptions also include a step-up in sales and marketing expenses as a result of Digi's arrival together with the launch of a convergent offering in Wallonia.

Moody's-adjusted FCF to weaken because of the fibre upgrade

We forecast Telenet's FCF to weaken significantly in 2024 because of the impact from the step-up in capital spending to fund the fibre upgrade. While Moody's-adjusted FCF (after dividends) will remain positive in 2023, we expect it to become negative from 2024 because of a substantial increase in the company's capital spending despite the termination of dividend payments after the take-private.

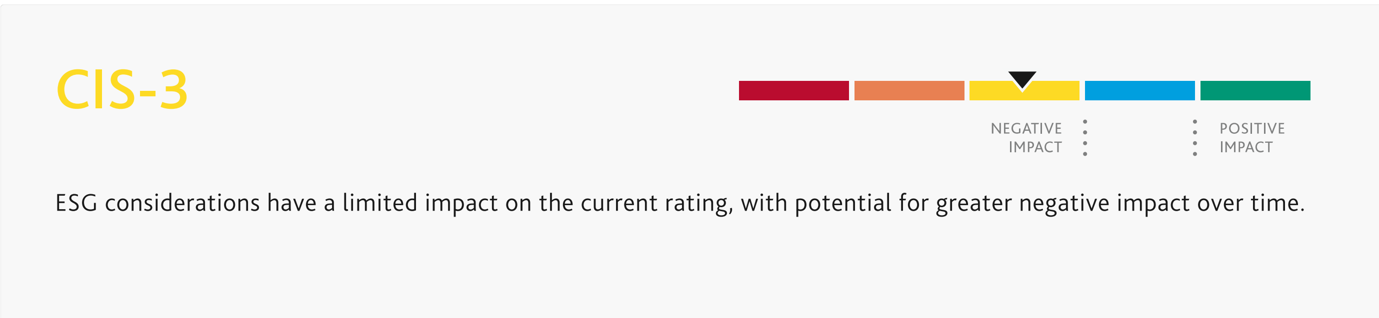
We forecast capital intensity, calculated as Moody's-adjusted capital spending/revenue, to increase to around 37% in 2024 from 25% in 2023. This is equivalent to company-reported capital spending of €0.6 billion and €1 billion in 2023 and 2024, respectively. Nevetheless, we note that our estimates are subject to potential revisions due to recent communication by the regulator around cooperation in full fibre deployment across the country.

In terms of Moody's-adjusted CFO/debt, before any impact from the change in financial policy, we forecast this ratio to increase modestly in 2023 and 2024 to 16%-17% (2022: 15%), driven by higher interest income and flattish EBITDA growth as well as the decrease in lease liabilities post agreement with Fluvius. Moody's-adjusted CFO/debt would stand in the 14%-15% range after taking into account the potential debt push down. Our current assumptions also take into account a broadly stable vendor-financing programme over the period[8].

ESG considerations

Telenet Group Holding NV's ESG credit impact score is CIS-3

Exhibit 6
ESG credit impact score



Source: Moody's Investors Service

Telenet's CIS-3 indicates that ESG considerations have a limited impact on the current rating. This reflects social risks, including industrywide exposure to customer data security and privacy, but also pressure on its video segment, as well as governance risks, reflecting the company's appetite for leverage, together with its concentrated shareholder structure.

Exhibit 7
ESG issuer profile scores

Source: Moody's Investors Service

Environmental

Telenet's exposure to environmental risks is neutral to low and is in line with the overall industry. The environmental risk score of E-2 reflects Telenet's limited exposure to physical climate risks because of the concentration of its operations in Belgium and Luxembourg.

Social

Telenet's S-3 score reflects industrywide exposure to data privacy and security risks as the company holds significant information on its subscriber base. Other social risks include exposure to changing demographic and societal trends, which contribute to the structural pressure on the company's video/pay-TV operations.

Governance

Telenet's G-3 reflects the company's tolerance for leverage as demonstrated by its financial policy, which aims to increase net leverage (as reported by the company) to 4x-5x from 3.5x-4.5x previously. Our governance assessment for Telenet also reflects the company's concentrated shareholder structure as the parent Liberty Global fully owns the business after the take-private transaction.

While Telenet was previously a publicly listed company, its overall strategy and financial policy were already strongly influenced by Liberty Global, which nominates five out of nine members on the board of directors.

ESG Issuer Profile Scores and Credit Impact Scores for the rated entity/transaction are available on www.modys.com. To view the latest scores, please click here to go to the landing page for the entity/transaction on MDC and view the ESG Scores section.

Liquidity analysis

Telenet benefits from a good liquidity profile, supported by €1,075 million in cash and cash equivalents as of 30 September 2023, and access to three revolving credit facilities, currently undrawn, of €25 million, €50 million and €570 million due 2024, 2026 and 2029, respectively. Following the take-private transaction by Liberty Global, Telenet's high cash balance could reduce significantly, as a large portion could be upstreamed to the parent company.

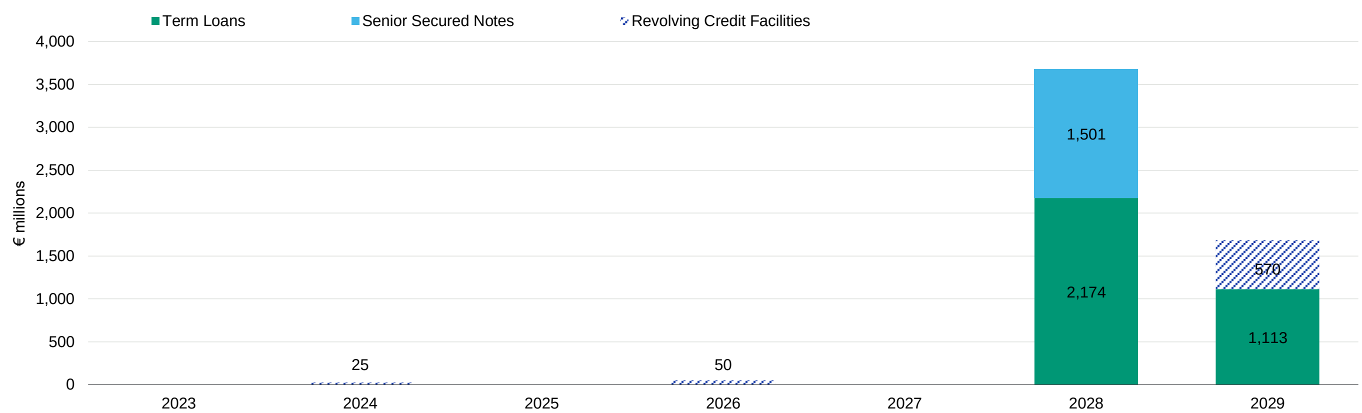
Telenet's liquidity profile also benefits from a long-dated maturity profile with floating rate debt fully swapped to maturity. As of September 2023, outstanding vendor-financing obligations amounted to €337 million. Beyond this, the next significant debt maturity will be in 2028, when more than €3.5 billion of term loans and senior secured notes will come due, per Exhibit 8.

In accordance with the senior secured credit facility, Telenet is restricted by a financial maintenance covenant (leverage ratio test of net total debt/EBITDA at 6.0x, to be tested when the revolving credit facility is 40% drawn), under which we expect the company to maintain good headroom.

Exhibit 8

No significant maturities for Telenet before 2028

Telenet's debt maturity profile as of September 2023



Debt maturity chart excluding vendor-financing obligations, which amounted to €337 million as of 30 September 2023.

Source: Company data

Structural considerations

Telenet's Ba3-PD probability of default rating is at the same level as the CFR, reflecting the expected recovery rate of 50% that we typically assume for a capital structure that consists of a mix of bank debt and bonds.

The senior secured on-lending of the senior secured notes, issued by Telenet Finance Luxembourg Notes S.a r.l., establishes a claim position for the noteholders that is broadly equivalent to that of the existing lenders under the Telenet senior secured bank credit facilities. The senior secured bank credit facilities and the senior secured notes are both rated Ba3, in line with the CFR.

The senior secured bank credit facilities benefit from first-ranking security over shareholder loans in the Telenet group and over the shares of the borrowers and guarantors, as well as from upstream guarantees from subsidiaries accounting for at least 80% of group consolidated EBITDA (excluding EBITDA attributable to any JV). We consider security packages consisting mainly of share pledges relatively weak and thus we rank these facilities pari passu with other unsecured liabilities. These include trade payables, lease rejection claims, pension obligations, handset financing liabilities, outstanding deferred payments on the acquisition of 4G and 5G mobile spectrum and obligations beyond 20 years under the company's clientele fee agreement.

Methodology and scorecard

The scorecard-indicated outcome is Ba3 on a current and forward-looking basis, in line with the actual rating assigned and excluding the likely negative impact from the recent revision in the company's financial policy.

The principal methodology used for rating Telenet is our Telecommunications Service Providers rating methodology, published in November 2023.

Exhibit 9
Rating factors
Telenet Group Holding NV

Telecommunications Service Providers Industry Scorecard [1][2]	Current FY 12/31/2022		Moody's 12-18 Month Forward View As of 11/20/2023 [3]	
Factor 1 : Scale (10%)	**Measure**	**Score**	**Measure**	**Score**
a) Revenue (USD Billion)	$2.9	B	$3	B
Factor 2 : Business Profile (25%)				
a) Competitive Position	Ba	Ba	Ba	Ba
b) Market Share	Baa	Baa	Baa	Baa
Factor 3 : Profitability and Efficiency (10%)				
a) Revenue and Margin Sustainability	Baa	Baa	Baa	Baa
Factor 4 : Leverage and Coverage (40%)				
a) Debt / EBITDA	5.1x	B	4.6x - 4.7x	B
b) RCF / Net Debt	14.6%	B	16.5% - 19.5%	B
c) (EBITDA - CAPEX) / Interest Expense	2.5x	B	0.5x - 2.0x	B
Factor 5 : Financial Policy (15%)				
a) Financial Policy	Ba	Ba	Ba	Ba
Rating:				
a) Scorecard-Indicated Outcome		Ba3		Ba3
b) Actual Rating Assigned				Ba3

[1] All figures and ratios are based on adjusted financial data, and incorporate Moody's Global Standard Adjustment for Non-Financial Corporations. [2] As of 12/31/2022. [3] This represents Moody's forward view, not the view of the issuer, and unless noted in the text, does not incorporate significant acquisitions and divestitures.
Sources: Moody's Financial Metrics™ and Moody's Investors Service estimates

Appendix

Exhibit 10

Peer comparison

Telenet Group Holding NV

	Telenet Group Holding NV Ba3 Negative			VodafoneZiggo Group B.V. B1 Stable			UPC Holding B.V. B1 Negative			Odido Group Holding B.V. B2 Stable		
(in $ millions)	FY Dec-20	FY Dec-21	FY Dec-22	FY Dec-20	FY Dec-21	FY Dec-22	FY Dec-20	FY Dec-21	FY Dec-22	FY Dec-20	FY Dec-21 PF	FY Dec-22
Revenue	2,939	3,071	2,809	4,566	4,824	4,285	1,609	3,374	3,234	2,380	2,357	2,336
EBITDA	1,445	1,471	1,352	2,200	2,311	2,094	500	1,250	1,099	840	829	803
EBITDA Margin %	49.2%	47.9%	48.1%	48.2%	47.9%	48.9%	31.1%	37.0%	34.0%	35.3%	35.2%	34.0%
Total Debt	6,644	6,355	6,914	13,563	12,865	11,888	9,058	8,627	7,362	2,703	5,280	4,960
Cash & Cash Equiv.	100	159	1,136	368	279	100	31	19	3	202	217	209
(EBITDA - CAPEX) / Interest Expense	3.3x	4.0x	2.5x	2.3x	2.5x	2.0x	0.0x	1.5x	1.3x	1.6x	1.9x	-
Debt / EBITDA	4.3x	4.5x	5.1x	5.8x	5.8x	5.6x	16.9x	7.2x	6.6x	3.2x	6.4x	6.2x
FCF / Debt	2.0%	1.9%	4.0%	1.5%	0.9%	-0.7%	0.7%	5.2%	5.8%	1.5%	0.8%	-
RCF / Debt	13.6%	12.7%	12.2%	9.1%	7.9%	6.8%	7.3%	12.6%	12.7%	25.5%	11.8%	-
RCF / Net Debt	13.8%	13.1%	14.6%	9.4%	8.1%	6.9%	7.3%	12.6%	12.7%	27.6%	12.3%	-

All figures and ratios are based on adjusted financial data, and incorporate Moody's Global Standard Adjustment for Non-Financial Corporations. Periods are financial year-end unless indicated.
Source: Moody's Financial Metrics™

Exhibit 11

Overview of Moody's-adjusted financial data

Telenet Group Holding NV

(in € millions)	2019	2020	2021	2022	LTM	proj.-2023	proj.-2024	proj.-2025
INCOME STATEMENT								
Revenue	2,584	2,575	2,596	2,665	2,780	2,844	2,846	2,840
Moody's-adjusted EBITDA	1,268	1,266	1,243	1,283	1,288	1,286	1,287	1,275
Company-adjusted EBITDA	*1,375*	*1,378*	*1,368*	*1,374*	*1,389*	*1,376*	*1,370*	*1,358*
Company-adjusted EBITDAaL	*1,257*	*1,254*	*1,250*	*1,246*	*1,262*	*1,282*	*1,297*	*1,285*
BALANCE SHEET								
Cash & Cash Equivalents	101	82	140	1,064	1,017	1,185	1,220	1,165
Total Debt	5,745	5,430	5,588	6,479	6,579	5,999	5,973	5,947
Net Debt	5,643	5,348	5,449	5,414	5,562	4,814	4,752	4,782
CASH FLOW								
Funds from Operations (FFO)	903	1,030	1,017	937	829	896	922	912
Cash Flow From Operations (CFO)	1,007	980	909	1,030	992	1,004	1,030	1,022
Capital Expenditures	(501)	(580)	(499)	(621)	(661)	(718)	(1,070)	(1,153)
o/w capex as reported	*(412)*	*(472)*	*(479)*	*(521)*	*(562)*	*(644)*	*(996)*	*(1,079)*
Dividends	63	292	306	149	109	109		
Retained Cash Flow (RCF)	840	738	711	788	720	787	922	912
RCF / Debt	14.6%	13.6%	12.7%	12.2%	10.9%	13.1%	15.4%	15.3%
RCF / Net Debt	14.9%	13.8%	13.1%	14.6%	13.2%	16.3%	19.4%	19.1%
Free Cash Flow (FCF)	443	107	104	260	223	177	(40)	(131)
FCF / Debt	7.7%	2.0%	1.9%	4.0%	3.4%	3.0%	-0.7%	-2.2%
PROFITABILITY								
% Change in Sales (YoY)	2.0%	-0.3%	0.8%	2.7%	7.0%	0.9%	0.0%	0.0%
EBITDA margin %	49.1%	49.2%	47.9%	48.1%	46.3%	45.2%	45.2%	44.9%
INTEREST COVERAGE								
(EBITDA-CAPEX) / Interest Expense	2.9x	3.3x	4.0x	2.5x	1.8x	1.7x	0.7x	0.4x
EBITDA / Interest Expense	4.8x	6.1x	6.6x	4.8x	3.8x	3.9x	3.9x	3.9x
LEVERAGE								
Debt / EBITDA	4.5x	4.3x	4.5x	5.1x	5.1x	4.7x	4.6x	4.7x
Net Debt / EBITDA	4.4x	4.2x	4.4x	4.2x	4.3x	3.7x	3.7x	3.8x

Unless indicated, all figures and ratios are based on adjusted financial data, and incorporate Moody's Global Standard Adjustment for Non-Financial Corporations. Periods are financial year-end unless indicated. LTM = 12 months as of 30 June 2023. Forecasts do not reflect the recent change in financial policy. Rebased revenue, company-adjusted EBITDA and company-adjusted EBITDAaL in 2022 were €2,818 million, €1,387 million and €1,279 million, respectively.
Sources: Moody's Financial Metrics™ and Moody's Investors Service estimates

Ratings

Exhibit 12

Category	Moody's Rating
TELENET GROUP HOLDING NV	
Outlook	Negative
Corporate Family Rating	Ba3
PARENT: LIBERTY GLOBAL PLC	
Outlook	Stable
Corporate Family Rating	Ba3
TELENET FINANCING USD LLC	
Outlook	Negative
Bkd Sr Sec Bank Credit Facility	Ba3/LGD4
TELENET INTERNATIONAL FINANCE S.AR.L.	
Outlook	Negative
Bkd Sr Sec Bank Credit Facility -Dom Curr	Ba3/LGD4
TELENET FINANCE LUXEMBOURG NOTES S.A R.L.	
Outlook	Negative
Senior Secured	Ba3/LGD3

Source: Moody's Investors Service

Endnotes

1 For the purpose of its leverage calculations, Telenet's net debt excludes lease-related liabilities, while EBITDA is calculated after lease payments (EBITDAaL).

2 Telenet owns 66.8% of Wyre, while Fluvius retains a 33.2% stake in the company. Wyre is fully consolidated by Telenet.

3 Before the transaction with Fluvius, Telenet was covering two-thirds of the Flemish territory with its fixed network.

4 On 30 January 2023, Telenet and Orange Belgium signed an agreement to provide access to each other's fixed networks for a 15-year period Since 2016, Orange Belgium has been utilizing Telenet's cable network to deliver fixed internet and TV services, using a regulated open access model. The new agreement also includes access to future full fibre deployments.

5 Based on the Belgium Health Index and set at 11% for 2023.

6 Throughout the report, rebased growth rates relate to the acquisitions of Eltrona and Caviar completed in January 2023 and October 2022, respectively, as well as the Fluvius transaction completed in July 2023.

7 The overall evolution of company-adjusted EBITDAaL will be different over the period thanks to the Fluvius transaction. Company-adjusted EBITDAaL will be broadly stable on a rebased basis over 2023 before increasing in 2024.

8 The company started implementing its vendor-financing programme in the second half of 2016, which allowed it to extend its payment terms with suppliers to up to 360 days by using a bank intermediary; reduce overall funding costs; and achieve some debt diversification. Telenet's vendor-financing obligations stood at €337 million in September 2023. The vendor-financing programme has a net positive impact on the company's FCF because of lower cash capital spending payments, as well as the 360-day payment lag associated with vendor financing.

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CLIENT SERVICES

Americas	1-212-553-1653
Asia Pacific	852-3551-3077
Japan	81-3-5408-4100
EMEA	44-20-7772-5454

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