

**NOTICE OF SECOND SUPPLEMENTAL INDENTURE AND ADJUSTMENT TO REFERENCE
PROPERTY**

To the Holders of
VIRGIN MEDIA INC.
6.50% CONVERTIBLE SENIOR NOTES DUE 2016
CUSIP No. 92769LAB7
ISIN No. US92769LAB71*

NOTICE IS HEREBY GIVEN that, pursuant to the provisions of the Securities and the Indenture, dated as of April 16, 2008, by and between Virgin Media Inc. and The Bank of New York Mellon, a New York banking corporation (the “Trustee”), as trustee, as amended and supplemented by the Supplemental Indenture, dated as of June 7, 2013, by and among Virgin Media Inc. (formerly named Viper US MergerCo 1 Corp.), a Colorado corporation (the “Company”), Liberty Global plc, a U.K. public limited company (“Liberty Global”), and the Trustee (as so amended and supplemented, the “Original Indenture”), under which the 6.50% Convertible Senior Notes due 2016 of the Company (the “Securities”) were issued, that the Company, Liberty Global and the Trustee have entered into a Second Supplemental Indenture, dated as of March 3, 2014 (the “Second Supplemental Indenture,” and together with the Original Indenture, the “Indenture”), pursuant to which the number of Class C Shares included in the Reference Property is adjusted (as further described below). This notice of Second Supplemental Indenture is being sent to holders of the Securities pursuant to Section 9.04 of the Indenture. Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Indenture.

FURTHER, NOTICE IS HEREBY GIVEN that, pursuant to the provisions of the Securities and the Indenture, that the number of Class C Shares included in the Reference Property has been adjusted. The adjusted Reference Property attributable to each \$1,000 principal amount of the Securities to be converted now consists of 13.4339 Class A Shares, 33.4963 Class C Shares and \$910.51 in cash (without interest). This notice of adjustment to the Reference Property is being sent to holders of the Securities pursuant to Section 12.05(b) of the Indenture.

Holders can inquire about the Second Supplemental Indenture or the adjustment to the Reference Property attributable to the Securities by calling Liberty Global Investor Relations at (303) 220-6693. Please refer to the CUSIP number when making inquiries.

Dated: March 5, 2014

Virgin Media Inc.
Liberty Global plc

* No representation is made as to the correctness or accuracy of the CUSIP or ISIN number either as printed on the Securities or as contained in this Notice of Second Supplemental Indenture and Adjustment to Reference Property, and reliance may be placed only on the other identification printed on the Securities.