

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): July 14, 2023

Liberty Global plc
(Exact Name of Registrant as Specified in Charter)

England and Wales
(State or other jurisdiction
of incorporation)

001-35961
(Commission File Number)

98-1112770
(IRS Employer
Identification #)

**Griffin House, 161 Hammersmith Rd, London, United Kingdom
W6 8BS**
(Address of Principal Executive Office)

+44.208.483.6449 or 303.220.6600
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A ordinary shares	LBTYA	Nasdaq Global Select Market
Class B ordinary shares	LBTYB	Nasdaq Global Select Market
Class C ordinary shares	LBTYK	Nasdaq Global Select Market

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Proposed Redomiciliation Transaction Approved

Liberty Global plc (“Liberty Global”), one of the world’s leading converged video, broadband and mobile communications companies, is proposing to change its jurisdiction of incorporation from England and Wales to Bermuda (the “Redomiciliation”). The Redomiciliation requires shareholder approval, which was obtained on July 13, 2023, as described in further detail below. In addition, under the laws of England and Wales, court hearings and other conditions to closing apply, as described in more detail in Liberty Global’s definitive proxy statement dated June 5, 2023 (the “Proxy Statement”).

On July 13, 2023, Liberty Global held a series of extraordinary back-to-back shareholder meetings: (i) separate class meetings of its Class A ordinary shareholders (the “Class A Court Meeting”), Class B ordinary shareholders (the “Class B Court Meeting”) and Class C ordinary shareholders (the “Class C Court Meeting”); (ii) a general meeting of its Class A and Class B ordinary shareholders, voting as a single class (the “General Meeting”); and (iii) an advisory meeting of its Class A, Class B and Class C ordinary shareholders, each voting as a separate class (the “Shareholders Meeting” and, together with the Class A Court Meeting, the Class B Court Meeting, the Class C Court Meeting and the General Meeting, the “Meetings”). At the Meetings, the shareholders of Liberty Global approved, among other matters, the scheme of arrangement (the “Scheme”) to effect Liberty Global’s Redomiciliation and the issuance of Class A Common Shares, Class B Common Shares and Class C Common Shares (collectively, the “New Liberty Shares”) of Liberty Global Ltd. (“New Liberty”) to existing Liberty Global shareholders on a one-for-one basis.

The Scheme, the Redomiciliation, the proposed issuance of New Liberty Shares and the other proposals voted on at the Meetings are described in more detail in the Proxy Statement. Capitalized terms used and not otherwise defined herein, shall have the respective meanings ascribed to them in Proxy Statement. Specific details regarding the results of the Meetings are set forth below.

Class A Court Meeting

At the Class A Court Meeting, two matters were considered and voted on:

1. Approval of the Scheme.
2. Approval of the adjournment of the Class A Court Meeting, if necessary, to solicit additional votes if there are insufficient votes in favor of the Scheme.

Resolution 1 required the affirmative vote of a majority in number of the registered Class A shareholders representing 75% or more in value of the Class A Ordinary Shares held by them present and voting either in person or by proxy at the Class A Court Meeting, and was duly passed at the Class A Court Meeting. Resolution 2 required the affirmative vote of a simple majority of the votes cast by the holders of Class A Ordinary Shares either in person or by proxy at the Class A Court Meeting and was duly passed at the Class A Court Meeting.

Approximately 80% of the Class A Ordinary Shares entitled to vote at the Class A Court Meeting were present either in person or by proxy.

The number of votes cast for and against each such resolution at the Class A Court Meeting are set forth below. There were no broker non-votes with respect to any of the resolutions.

Resolution 1 — Approval of the Scheme:

	<u>Class A Ordinary Shares Voted</u>		<u>Registered Class A Shareholders Who Voted</u>	
	<u>Number</u>	<u>%</u>	<u>Number</u>	<u>%</u>
For	122,354,265	88.75%	33	94.29%
Against	15,516,231	11.25%	2	5.71%

Resolution 2 — Adjournment of the Class A Court Meeting:

<u>For</u>	<u>Against</u>
118,029,870	19,840,626

Class B Court Meeting

At the Class B Court Meeting, two matters were considered and voted on:

1. Approval of the Scheme.
2. Approval of the adjournment of the Class B Court Meeting, if necessary, to solicit additional votes if there are insufficient votes in favor of the Scheme.

Resolution 1 required the affirmative vote of a majority in number of the registered Class B shareholders representing 75% or more in value of the Class B Ordinary Shares held by them present and voting either in person or by proxy at the Class B Court Meeting, and was duly passed at the Class B Court Meeting. Resolution 2 required the affirmative vote of a simple majority of the votes cast by the holders of Class B Ordinary Shares either in person or by proxy at the Class B Court Meeting and was duly passed at the Class B Meeting.

Approximately 90% of the Class B Ordinary Shares entitled to vote at the Class B Court Meeting were present either in person or by proxy.

The number of votes cast for and against each such resolution at the Class B Court Meeting are set forth below. There were no broker non-votes with respect to any of the resolutions.

Resolution 1 — Approval of the Scheme:

	<u>Class B Ordinary Shares Voted</u>		<u>Registered Class B Shareholders Who Voted</u>	
	<u>Number</u>	<u>%</u>	<u>Number</u>	<u>%</u>
For	116,992,100	100.00%	3	100.00%
Against	3,760	—%	—	—%

Resolution 2 — Adjournment of the Class B Court Meeting:

<u>For</u>	<u>Against</u>
116,957,560	38,300

Class C Court Meeting

At the Class C Court Meeting, two matters were considered and voted on:

1. Approval of the Scheme.
2. Approval of the adjournment of the Class C Court Meeting, if necessary, to solicit additional votes if there are insufficient votes in favor of the Scheme.

Resolution 1 required the affirmative vote of a majority in number of the registered Class C shareholders representing 75% or more in value of the Class C Ordinary Shares held by them present and voting either in person or by proxy at the Class C Court Meeting, and was duly passed at the Class C Court Meeting. Resolution 2 required the affirmative vote of a simple majority of the votes cast by the holders of Class C Ordinary Shares either in person or by proxy at the Class C Court Meeting and was duly passed at the Class C Court Meeting.

Approximately 78% of the Class C Ordinary Shares entitled to vote at the Class C Court Meeting were present either in person or by proxy.

The number of votes cast for and against such resolution at the Class C Court Meeting are set forth below. There were no broker non-votes with respect to any of the resolutions.

Resolution 1 — Approval of the Scheme:

	<u>Class C Ordinary Shares Voted</u>		<u>Registered Class C Shareholders Who Voted</u>	
	<u>Number</u>	<u>%</u>	<u>Number</u>	<u>%</u>
For	187,000,245	95.41%	32	96.97%
Against	9,004,019	4.59%	1	3.03%

Resolution 2 — Adjournment of the Class C Court Meeting:

<u>For</u>	<u>Against</u>
180,585,615	15,418,649

General Meeting

At the General Meeting, five matters were considered and voted on:

1. Approval of the Scheme and providing the board of directors of Liberty Global with the authority to carry out the procedural actions necessary to implement the Scheme.
2. Approval of the reduction of Liberty Global's share capital associated with the cancellation and extinguishment of the Scheme Shares (the "Reduction of Capital Proposal").
3. Approval of the issuance of the New Shares to New Liberty as part of the Scheme such that Liberty Global will become a wholly owned subsidiary of New Liberty (the "New Share Issuance Proposal").
4. Approval of an amendment to Liberty Global's articles of association to ensure that any additional Liberty Shares issued pursuant to the Liberty Equity Incentive Plans, or otherwise, are, dependent on timing, subject to the Scheme or exchanged for New Liberty Shares (the "Articles Amendment Proposal").
5. Approval of the adjournment of the General Meeting, if necessary, to solicit additional votes if there are insufficient votes in favor of the resolutions set forth in 1 through 4 above.

Each of resolutions 1 through 4 required the affirmative vote of at least 75% of the votes cast by Class A and Class B ordinary shareholders, voting as a single class, in person or by proxy at the General Meeting, and were duly passed at the General Meeting. Resolution 5 required the affirmative vote of a simple majority of the votes cast by Class A and Class B ordinary shareholders, voting as a single class, in person or by proxy at the General Meeting and was duly passed at the General Meeting.

Approximately 84% of the Class A Ordinary Shares and Class B Ordinary Shares entitled to vote at the General Meeting were present either in person or by proxy.

Resolution 1 — Scheme Proposal:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
238,756,351	15,413,566	37,482

Resolution 2 — Reduction of Capital Proposal:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
239,072,618	15,095,954	38,827

Resolution 3 — New Share Issuance Proposal:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
239,071,514	15,096,987	38,898

Resolution 4 — Articles Amendment Proposal:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
239,071,542	15,096,765	39,092

Resolution 5 — Adjournment of the General Meeting:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
234,406,388	19,764,263	36,748

Shareholders Meeting

At the Shareholders Meeting, three matters were considered and voted on:

1. Approval of, on a non-binding, advisory basis, the threshold in the New Liberty Bye-laws required to approve the variation of class rights (the “Bye-law Class Rights Proposal”).
2. Approval of, on a non-binding, advisory basis, the threshold required to approve certain business combinations with unrelated parties and to subject certain business combinations proposed by related parties of New Liberty to enhanced shareholder approval and procedural requirements (the “Bye-law Business Combination Proposal”).
3. Approval of the adjournment of the Shareholders Meeting, if necessary, to solicit additional votes if there are insufficient votes in favor of the resolutions set forth in 1 and 2 above.

Each of resolutions 1 and 2 required the affirmative vote of a simple majority of the votes cast by the holders of Class A, Class B and Class C Ordinary Shares, each voting as a separate class, in person or by proxy, at the Shareholders Meeting, and was duly passed (on an advisory basis) at the Shareholders Meeting. Resolution 3 required the affirmative vote of a simple majority of the votes cast by the holders of Class A, Class B and Class C Ordinary Shares, voting as a single class, in person or by proxy, at the Shareholders Meeting and was duly adopted at the Shareholders Meeting.

Approximately 79% of the Class A Ordinary Shares, 82% Class B Ordinary Shares and 78% Class C Ordinary Shares entitled to vote at the Shareholders Meeting were present either in person or by proxy.

Resolution 1 – Bye-law Class Rights Proposal:

<u>Class</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Class A Ordinary Shares	121,979,546	15,265,089	13,548
Class B Ordinary Shares	106,312,420	4,210	—
Class C Ordinary Shares	187,446,253	8,679,329	43,494

Resolution 2 – Bye-law Business Combination Proposal:

<u>Class</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Class A Ordinary Shares	121,980,829	15,264,907	12,447
Class B Ordinary Shares	106,312,420	4,210	—
Class C Ordinary Shares	187,445,103	8,677,188	46,785

Resolution 3 — Adjournment of the Shareholders Meeting:

<u>Class</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Class A Ordinary Shares	117,523,745	19,725,483	8,955
Class B Ordinary Shares	106,277,620	39,010	—
Class C Ordinary Shares	180,813,649	15,317,368	38,059

Item 7.01 Regulation FD Disclosures.

On July 14, 2023, Liberty Global issued a press release (the "Press Release") noting that at the Meetings, the shareholders of Liberty Global approved, among other matters, the Scheme to effect the Redomiciliation and the issuance of New Liberty Shares to existing Liberty Global shareholders on a one-for-one basis. The Press Release is attached as Exhibit 99.1 to this report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Name
99.1*	Press Release, dated July 14, 2023
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Exhibit is furnished herewith and not deemed to be filed.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LIBERTY GLOBAL PLC

By: /s/ RANDY L. LAZZELL

Randy L. Lazzell

Vice President

Date: July 14, 2023

PRESS RELEASE



LIBERTY GLOBAL SHAREHOLDERS VOTE IN FAVOR OF CHANGE OF JURISDICTION OF INCORPORATION

Denver, Colorado – July 14, 2023

Liberty Global plc (**Liberty Global**) (NASDAQ: LBTYA, LBTYB and LBTYK) announces today that its shareholders have voted in favor of the company's proposal to change its jurisdiction of incorporation from England and Wales to Bermuda. The change of incorporation facilitates value-enhancing transactions and reduces administrative burdens and expenses, while preserving strong accountability and corporate governance.

Liberty Global's shareholders voted strongly in favor of all proposals related to the change in jurisdiction at a series of special meetings held yesterday. The percentage of votes in favor from 88 – 95% of votes cast across each of the company's three classes of stock. Liberty Global will now proceed with the relevant legal and regulatory procedures to effect the change. These procedural steps include court hearings in England and the closing, if conditions are met, would not occur until November of 2023.

Liberty Global stated the following regarding the outcome of yesterday's special meetings:

"We are pleased that shareholders strongly supported our proposal to change our jurisdiction of incorporation from England and Wales to Bermuda. The change in jurisdiction will make it substantially easier to plan and execute value enhancing corporate transactions – including buybacks, dividends, spin-offs, cross-border divestitures and acquisitions – while also reducing administrative burdens and expenses. We remain committed to our businesses in the U.K. and the rest of Europe with our market-leading customer services and products, extensive in-country employment and critical infrastructure investment."

The redomiciliation would change the jurisdiction of incorporation and governing documents of the parent company, but would have no effect on Liberty Global's operations and subsidiaries:

- The transaction is not tax-driven; Liberty Global's revenue and income would remain European-based, and its subsidiaries' tax residence will not change.

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- As a Bermuda company, Liberty Global will continue trading on Nasdaq (under the symbols LBTYA, LBTYB and LBTYK) and will continue to be governed by SEC rules and regulations.
- Liberty Global's day-to-day operations in all its businesses, including its joint ventures in the U.K. and the Netherlands, will be unaffected.
- There will be no change in Liberty Global's offices or headquarters, management team, board of directors or employee base and no changes to our customer services and products.
- There will be no material change in Liberty Global's financial statements and no changes in its financial documents, financings, bonds or credit agreements.
- The proposals facilitate value enhancing transactions, such as buybacks, dividends, spin-offs, divestitures and acquisitions, reduce administrative expenses and burdens, while preserving strong accountability and corporate governance.

Shearman & Sterling LLP acted as legal counsel on this transaction.

ABOUT LIBERTY GLOBAL

Liberty Global (NASDAQ: LBTYA, LBTYB and LBTYK) is a world leader in converged broadband, video and mobile communications services. We deliver next-generation products through advanced fiber and 5G networks, and currently provide over 86 million* connections across Europe and the United Kingdom. Our businesses operate under some of the best-known consumer brands, including Virgin Media-O2 in the United Kingdom, VodafoneZiggo in The Netherlands, Telenet in Belgium, Sunrise in Switzerland, Virgin Media in Ireland and UPC in Slovakia. Through our substantial scale and commitment to innovation, we are building Tomorrow's Connections Today, investing in the infrastructure and platforms that empower our customers to make the most of the digital revolution, while deploying the advanced technologies that nations and economies need to thrive.

Liberty Global's consolidated businesses generate annual revenue of more than \$7 billion, while the VMO2 JV and VodafoneZiggo generate combined annual revenue of more than \$17 billion.**

Liberty Global Ventures, our global investment arm, has a portfolio of more than 75 companies across content, technology and infrastructure, including strategic stakes in companies like ITV, Televisa Univision, Plume, AtlasEdge and the Formula E racing series.

PRESS RELEASE



* Represents aggregate consolidated and 50% owned non-consolidated fixed and mobile subscribers. Includes wholesale mobile connections of the VMO2 JV and B2B fixed subscribers of the VodafoneZiggo JV.

** Revenue figures above are provided based on full year 2022 Liberty Global consolidated results (excluding revenue from Poland) and the combined as reported full year 2022 results for the VodafoneZiggo JV and full year 2022 U.S. GAAP results for the VMO2 JV.

Telenet, the VMO2 JV, the VodafoneZiggo JV and Sunrise UPC deliver mobile services as mobile network operators. Virgin Media Ireland delivers mobile services as a mobile virtual network operator through third-party networks.

Liberty Global plc is listed on the Nasdaq Global Select Market under the symbols "LBTYA", "LBTYB" and "LBTYK".

Liberty Global Belgium Holding is an indirect wholly-owned subsidiary of Liberty Global plc, and is a private limited liability company incorporated under the laws of the Netherlands.

For more information, please visit www.libertyglobal.com or contact:

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FORWARD-LOOKING STATEMENTS

This communication contains certain statements which are, or may be deemed to be, "forward-looking statements" with respect to the financial condition, results of operations and business of Liberty Global and certain plans and objectives of Liberty Global with respect to the Redomiciliation. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are statements of future expectations that are based on current expectations, assumptions and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results, performance or events to differ materially from those expressed or implied by the forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", "targets", "aims", "projects" or words or terms of similar substance or the negative thereof, as well as variations of

PRESS RELEASE



such words and phrases or statements that certain actions, events or results “may”, “could”, “should”, “would”, “might” or “will” be taken, occur or be achieved. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations.

Although Liberty Global believes that the expectations reflected in such forward-looking statements are reasonable, we cannot give assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements, including, but not limited to, the matters set forth under “Forward Looking Statements” in Part I, Item 1 of Liberty Global’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022. Other factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements include our ability to satisfy the other conditions to the Redomiciliation on the expected timeframe, or at all, our ability to realize the expected benefits from the Redomiciliation and the occurrence of unanticipated difficulties or costs in connection with the Redomiciliation.

All of our forward-looking statements should be considered in light of these factors. All of our forward-looking statements speak only as of the date they were made, and we undertake no obligation to update our forward-looking statements or risk factors to reflect new information, future events or otherwise, except as may be required under applicable securities laws and regulations. Accordingly, you should not place undue reliance on any such forward-looking statements.