

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

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE
SECURITIES EXCHANGE ACT OF 1934

LIBERTY GLOBAL, INC.
(Name of Subject Company (Issuer))

LIBERTY GLOBAL, INC.
(Name of Filing Person (Offeror/Issuer))

SERIES A COMMON STOCK, PAR VALUE \$0.01 PER SHARE
SERIES C COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

53055101 (SERIES A COMMON STOCK)
53055309 (SERIES C COMMON STOCK)
(CUSIP Number of Class of Securities)

Elizabeth M. Markowski
Senior Vice President and Secretary
Liberty Global, Inc.
12300 Liberty Boulevard
Englewood, Colorado 80112
(303) 220-6600

*(Name, address, and telephone numbers of person authorized to
receive notices and communications on behalf of filing persons)*

Copy to:
Robert W. Murray Jr.
Baker Botts L.L.P.
30 Rockefeller Plaza
New York, New York 10112-4498
(212) 408-2500

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
Series A shares \$150,000,007	\$ 16,050
Series C shares \$150,000,008	\$ 16,050

* Estimated for the purposes of calculating the filing fee only, this amount is based on the purchase of 5,084,746 shares of Series A common stock at the maximum tender offer price of \$29.50 per share and the purchase of 5,246,590 shares of Series C common stock at the maximum tender offer price of \$28.59 per share.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$107.00 per million of the value of the transaction.

o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, of the Form or Schedule and the date of its filing.

Amount Previously Paid:	N/A
Form or Registration No.:	N/A
Filing Party:	N/A
Date Filed:	N/A

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

o

third-party tender offer subject to Rule 14d-1.

- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Issuer Tender Offer Statement on Schedule TO is filed by Liberty Global, Inc., a Delaware corporation (the "Company"), in connection with its offer to purchase up to 5,084,746 shares of its Series A common stock, par value \$0.01 per share, at a price not greater than \$29.50 nor less than \$26.08 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the offer to purchase, dated December 4, 2006, a copy of which is attached hereto as Exhibit (a)(1)(i) (the "Offer to Purchase") and the related letter of transmittal, a copy of which is attached hereto as Exhibit (a)(1)(ii) (which together, as each of which may be amended or supplemented from time to time, constitute the Series A tender offer).

This Issuer Tender Offer Statement on Schedule TO is also filed in connection with the Company's offer to purchase up to 5,246,590 shares of its Series C common stock, par value \$0.01 per share, at a price not greater than \$28.59 nor less than \$25.27 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase and the related letter of transmittal, a copy of which is attached hereto as Exhibit (a)(1)(iii) (which together, as each of which may be amended or supplemented from time to time, constitute the Series C tender offer).

This Issuer Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended. The information contained in the Offer to Purchase and the letters of transmittal is incorporated herein by reference in response to all of the items of this Schedule TO, as more particularly described below.

Item 1. Summary Term Sheet.

The information set forth in the section of the Offer to Purchase entitled "Summary Term Sheet" is incorporated herein by reference.

Item 2. Subject Company Information.

- (a) The name of the subject company is Liberty Global, Inc. Liberty Global's principal executive offices are located at 12300 Liberty Boulevard, Englewood, Colorado 80112, and its telephone number at that address is (303) 220-6600.
- (b) The name and title of the subject classes of securities are Liberty Global's Series A common stock, par value \$0.01 per share, and its Series C common stock, par value \$0.01 per share. The information set forth in the first sentence of Section 11 of the Offer to Purchase entitled "Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" is incorporated by reference herein.
- (c) The information set forth in Section 8 of the Offer to Purchase entitled "Price Range of Shares" is incorporated by reference herein.

Item 3. Identity and Background of Filing Person.

- (a) The filing person is the subject company. The address of the filing person is 12300 Liberty Boulevard, Englewood, Colorado 80112, and its telephone number at that address is (303) 220-6600. For information regarding the subject company, see Item 2(a) above. Pursuant

to Instruction C to Schedule TO, the following persons comprise all the directors and executive officers of the subject company:

Name	Title
John C. Malone	Chairman of Board of Directors
Michael T. Fries	President, Chief Executive Officer and Director
John P. Cole, Jr.	Director
David E. Rapley	Director
Gene W. Schneider	Director
John W. Dick	Director
J.C. Sparkman	Director
J. David Wargo	Director
Paul A. Gould	Director
Larry E. Romrell	Director
Amy M. Blair	Senior Vice President, Global Human Resources
Charles H.R. Bracken	Senior Vice President and Co-Chief Financial Officer (Principal Financial Officer)

Miranda Curtis	President, Liberty Global Japan division
Bernard G. Dvorak	Senior Vice President and Co-Chief Financial Officer (Principal Accounting Officer)
Elizabeth M. Markowski	Secretary, Senior Vice President and General Counsel
W. Gene Musselman	President and Chief Operating Officer, UPC Broadband division
Shane O'Neill	Senior Vice President and Chief Strategy Officer
Mauricio Ramos	President, Liberty Global Latin America division
Anthony G. Werner	Senior Vice President and Chief Technology Officer
Frederick G. Westerman III	Senior Vice President, Investor Relations and Corporate Communications

The address of each of the foregoing persons is c/o Liberty Global, Inc., 12300 Liberty Boulevard, Englewood, Colorado 80112.

Item 4. Terms of the Transaction.

- (a) The information set forth in the Offer to Purchase is incorporated by reference herein.
- (b) The information set forth in Section 11 of the Offer to Purchase entitled "Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" is incorporated by reference herein.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

- (e) The information set forth in Section 11 of the Offer to Purchase entitled "Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" is incorporated by reference herein.

Item 6. Purposes of the Transaction and Plans and Proposals.

- (a) The information set forth in Section 2 of the Offer to Purchase entitled "Background and Purpose of the Tender Offers" is incorporated by reference herein.
- (b) The information set forth in Section 2 of the Offer to Purchase entitled "Background and Purpose of the Tender Offers" is incorporated by reference herein.
- (c) The information set forth in Section 11 of the Offer to Purchase entitled "Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" is incorporated by reference herein.

Item 7. Source and Amount of Funds or Other Consideration.

- (a) The information set forth in Section 9 of the Offer to Purchase entitled "Source and Amount of Funds" is incorporated by reference herein.
- (b) The information set forth in Section 9 of the Offer to Purchase entitled "Source and Amount of Funds" is incorporated by reference herein.
- (d) Not applicable.

Item 8. Interest in Securities of the Subject Company.

- (a) The information set forth in Section 11 of the Offer to Purchase entitled "Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" is incorporated by reference herein.
- (b) The information set forth in Section 11 of the Offer to Purchase entitled "Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" is incorporated by reference herein.

In addition to the information incorporated by reference into this Item 8(b), the transactions listed below were effected by certain executive officers and/or directors of significant subsidiaries or divisions of the Company during the 60 days prior to its initial public announcement of the tenders offers on November 28, 2006.

The following executive officers and/or directors of certain significant subsidiaries or divisions of the Company exercised the following stock appreciation rights previously granted to such person (number of shares listed is after tax withholding):

Name	Date of Exercise	"in the money value"	Series A Shares Received	Per Share Value (Series A)	Series C Shares Received	Per Share Value (Series C)
James Clark	2 Oct 2006	\$ 113,568	1,525	\$ 25.77	1,559	\$ 24.99
Anton Tuijten	28 Sept 2006	\$ 207,123	1,908	\$ 25.75	2,012	\$ 24.98
	2 Oct 2006	\$ 262,698*	2,517	\$ 25.77	2,449	\$ 24.99
	2 Oct 2006	\$ 983,867	9,221	\$ 25.77	9,388	\$ 24.99

Jeremy Evans	2 Oct 2006	\$ 87,563*	1,031	\$ 25.77	1,003	\$ 24.99
	2 Oct 2006	\$ 414,407	4,757	\$ 25.77	4,877	\$ 24.99
Dennis Okhuisjen	2 Oct 2006	\$ 61,290*	587	\$ 25.77	571	\$ 24.99
	2 Oct 2006	\$ 343,660	3,202	\$ 25.77	3,297	\$ 24.99
Ruth Pirie	2 Oct 2006	\$ 96,321*	1,134	\$ 25.77	1,103	\$ 24.99
	2 Oct 2006	\$ 441,676	5,063	\$ 25.77	5,206	\$ 24.99
Angela McMullen	9 Oct 2006	\$ 77,054*	887	\$ 26.36	858	\$ 25.70
	9 Oct 2006	\$ 399,647	4,304	\$ 26.36	4,758	\$ 25.70
Thomas Hintze	3 Oct 2006	\$ 43,782*	435	\$ 25.77	423	\$ 24.99
	3 Oct 2006	\$ 277,013	2,644	\$ 25.88	2,792	\$ 25.07
	10 Nov 2006	\$ 66,866	607	\$ 27.41	630	\$ 26.52
Nimrod Kovacs	1 Oct 2006	\$ 262,698	3,641	\$ 25.74**	3,528	\$ 25.06**
	3 Oct. 2006	\$ 990,193	13,131	\$ 25.88	11,662	\$ 25.07
Joe Zuravle	1 Oct 2006	\$ 35,024	472	\$ 25.74**	458	\$ 25.06**
	3 Oct. 2006	\$ 132,016	1,734	\$ 25.88	1,764	\$ 25.07
Jay Gleason	16 Nov 2006	\$ 77,477	1,940	\$ 27.52	—	—

* Stock appreciation rights had a capped value of \$10.90 for Series A shares and \$10.31 for Series C shares.

** The per share value listed is the closing price of the applicable series of shares of common stock on September 29, 2006, the last trading date before October 1, 2006, which is the deemed exercise date.

The following executive officers and/or directors of certain significant subsidiaries or divisions of the Company exercised stock options previously granted to such person and sold the shares acquired upon such exercise in open market transactions as follows:

Name	Date of Exercise & Sale	Series A Shares Sold	Per Share Price (Series A)	Series C Shares Sold	Per Share Price (Series C)
Joe Zuravle	4 Oct 2006	5,640	\$ 25.71	6,033	\$ 24.97
	4 Oct 2006	393	\$ 25.75	—	—
Jay Gleason	6 Oct 2006	7,541	\$ 26.17	7,541	\$ 25.42

The following executive officers and/or directors of certain significant subsidiaries or divisions of the Company sold shares of common stock in open market transactions as follows:

Name	Date of Sale	Series A Shares Sold	Per Share Price (Series A)	Series C Shares Sold	Per Share Price (Series C)
James Clark	4 Oct 2006	1,525	\$ 25.65	900	\$ 24.99
	4 Oct 2006	—	—	659	\$ 24.97
Anton Tuijten	2 Oct 2006	1,908	\$ 25.94	2,012	\$ 25.22
	4 Oct 2006	11,738	\$ 25.90	11,837	\$ 25.07
Jeremy Evans	3 Oct 2006	5,788	\$ 25.85	5,880	\$ 25.09
Ruth Pirie	3 Oct 2006	6,197	\$ 25.84	6,309	\$ 25.13
Jay Gleason	16 Nov 2006	366	\$ 27.49	366	\$ 26.54
	27 Nov 2006	1,940	\$ 26.59	—	—
Angela McMullen	13 Oct 2006	5,191	\$ 26.25	5,616	\$ 25.40
Thomas Hintze	12 Oct 2006	3,079	\$ 26.09	3,215	\$ 25.37
Dennis Okhuisjen	5 Oct 2006	3,789	\$ 26.14	3,868	\$ 25.38
Joe Zuravle	1 Nov 2006	2,000	\$ 25.89	2,000	\$ 25.09
Michael J. Erickson	16 Nov 2006	697	\$ 27.24	697	\$ 26.36
Nimrod Kovacs	22 Oct 2006	11,037	\$ 25.95	10,458	\$ 25.35

On November 2, 2006, the following executive officers and/or directors of certain significant subsidiaries or divisions of the Company had shares of common stock withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock as follows:

Name	Series A Shares Withheld	Value per share (Series A)	Series C Shares Withheld	Value per share (Series C)
James Clark	156	\$ 26.13	156	\$ 25.32
Jay Gleason	166	\$ 26.13	166	\$ 25.32
Anton Tuijten	569	\$ 26.13	569	\$ 25.32
Ruth Pirie	449	\$ 26.13	449	\$ 25.32
Diederik Karsten	520	\$ 26.13	520	\$ 25.32
Ray Samuelson	166	\$ 26.13	166	\$ 25.32
Niall Curran	385	\$ 26.13	385	\$ 25.32
Angela McMullen	449	\$ 26.13	449	\$ 25.32
Jeremy Evans	449	\$ 26.13	449	\$ 25.32
Dennis Okhuisjen	569	\$ 26.13	569	\$ 25.32
Marijn de Boer	222	\$ 26.13	222	\$ 25.32
John Sandoval	166	\$ 26.13	166	\$ 25.32
Michael J. Erickson	173	\$ 26.13	173	\$ 25.32
Thomas Hintze	375	\$ 26.13	375	\$ 25.32
Nimrod Kovacs	507	\$ 26.13	507	\$ 25.32

Joe Zuravle	244	\$	26.13	244	\$	25.32
Ruth Pirie*	62	\$	25.99	62	\$	25.06

* Ms. Pirie's transactions occurred on November 3, 2006.

The following executive officers and/or directors of certain significant subsidiaries or divisions of the Company instructed the trustee of the Liberty Global, Inc. 401(k) Savings and Stock Ownership Plan to sell Series A shares in their respective individual 401(k) accounts as follows:

Name	Date of Sale	Series A Shares Sold	Per Share Price (Series A)
Joe Zuravle	16 Oct 2006	1,500	\$ 26.22
Jay Gleason	6 Oct 2006	609	\$ 25.24

Item 9. Persons/assets, retained, employed, compensated, or used.

- (a) The information set forth in Section 15 of the Offer to Purchase entitled "Fees and Expenses" is incorporated by reference herein.

Item 10. Financial Statements.

- (a) Not applicable.
(b) Not applicable.

Item 11. Additional Information.

- (a)(1) The information set forth in Section 11 of the Offer to Purchase entitled "Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" is incorporated by reference herein. The information set forth in Item 5.02 of the Company's Current Report on Form 8-K filed on December 4, 2006 is incorporated by reference herein.
- (a)(2) The information set forth in Section 12 of the Offer to Purchase entitled "Certain Legal Matters; Regulatory and Foreign Approvals" is incorporated by reference herein.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5) Not applicable.
- (b) The information set forth in the Offer to Purchase and the letters of transmittal attached to this Schedule TO as Exhibits (a)(1)(ii) and (a)(1)(iii) are incorporated herein by reference.

Item 12. Exhibits.

Exhibit Number	Description
(a)(1)(i)	Offer to Purchase, dated December 4, 2006.
(a)(1)(ii)	Letter of Transmittal for Series A Common Stock (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
(a)(1)(iii)	Letter of Transmittal for Series C Common Stock (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
(a)(1)(iv)	Notice of Guaranteed Delivery for Series A Common Stock.
(a)(1)(v)	Notice of Guaranteed Delivery for Series C Common Stock.
(a)(1)(vi)	Letter from Information Agent to Brokers.
(a)(1)(vii)	Letter from Brokers to Clients.
(a)(1)(viii)	Form of Letter to Liberty Global 401(k) Savings & Stock Ownership Plan Participants (Series A).
(a)(1)(ix)	Form of Letter to Liberty Global 401(k) Savings & Stock Ownership Plan Participants (Series C).
(a)(1)(x)	Form of Letter to Liberty Media 401(k) Savings Plan Participants.
(a)(1)(xi)	Guide for Participants in the Liberty Global 401(k) Savings Plan—Puerto Rico (Series A).
(a)(1)(xii)	Guide for Participants in the Liberty Global 401(k) Savings Plan—Puerto Rico (Series C).
(a)(5)(i)	Press Release dated November 28, 2006 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on November 29, 2006).
(a)(5)(ii)	Form of Summary Advertisement.
(b)(1)	Not Applicable.
(d)(1)	Liberty Global, Inc. 2005 Incentive Plan (As Amended and Restated Effective October 31, 2006) (the "Incentive Plan") (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on November 6, 2006).
(d)(2)	Form of the Non-Qualified Stock Option Agreement under the Incentive Plan (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on August 19, 2005 (the "Incentive Plan 8-K")).
(d)(3)	Form of Stock Appreciation Rights Agreement under the Incentive Plan (incorporated by reference to Exhibit 99.2 to the Incentive Plan 8-K).
(d)(4)	Form of Restricted Shares Agreement under the Incentive Plan (incorporated by reference to Exhibit 99.3 to the Incentive Plan 8-K).
(d)(5)	Non-Qualified Stock Option Agreement, dated as of June 7, 2004, between John C. Malone and the Company (as successor to Liberty Media International, Inc. ("LMI") under the Incentive Plan (the "Malone Award Agreement") (incorporated by reference to Exhibit 7(A) to

- (d)(6) Mr. Malone's Schedule 13D/A (Amendment No. 1) with respect to LMI's common stock, filed on July 14, 2004).
Form of Amendment to the Malone Award Agreement (incorporated by reference to Exhibit 99.3 to the Company's Current Report on Form 8-K, filed on December 27, 2005 (the "409A 8-K")).
- (d)(7) Liberty Global, Inc. 2005 Nonemployee Director Incentive Plan (as Amended and Restated Effective November 1, 2006) (the "Director Plan") (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K, filed on November 6, 2006).
- (d)(8) Form of Non-Qualified Stock Option Agreement under the Director Plan (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K, filed on June 16, 2005).
- (d)(9) Liberty Global, Inc. Compensation Policy for Nonemployee Directors (as Amended and Restated Effective June 7, 2006) (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on June 12, 2006).
- (d)(10) Liberty Media International, Inc. Transitional Stock Adjustment Plan (the "Transitional Plan") (incorporated by reference to Exhibit 4.5 to LMI's Registration Statement on Form S-8, filed on June 23, 2004 (File No. 333-116790)).
- (d)(11) Form of Non-Qualified Stock Option Exercise Price Amendment under the Transitional Plan (incorporated by reference to Exhibit 99.1 to the 409A 8-K).
- (d)(12) Form of Non-Qualified Stock Option Amendment under the Transitional Plan (incorporated by reference to Exhibit 99.2 to the 409A 8-K).
- (d)(13) UnitedGlobalCom, Inc. ("UGC") Equity Incentive Plan (amended and restated effective October 17, 2003) (incorporated by reference to Exhibit 10.9 to UGC's Annual Report on Form 10-K, filed on March 15, 2004 (the "UGC 2003 10-K")).
- (d)(14) UnitedGlobalCom, Inc. 1993 Stock Option Plan (amended and restated effective January 22, 2004) (incorporated by reference to Exhibit 10.6 to the UGC 2003 10-K).
- (d)(15) Form of Amendment to Stock Appreciation Rights Agreement under the UnitedGlobalCom, Inc. 2003 Equity Incentive Plan (Amended and Restated October 17, 2003) (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on December 6, 2005).
- (d)(16) Stock Option Plan for Non-Employee Directors of UGC, effective June 1, 1993, amended and restated as of January 22, 2004 (incorporated by reference to Exhibit 10.7 to the UGC 2003 10-K).
- (d)(17) Stock Option Plan for Non-Employee Directors of UGC, effective March 20, 1998, amended and restated as of January 22, 2004 (incorporated by reference to Exhibit 10.8 to the UGC 2003 10-K).
- (d)(18) UIH Latin America, Inc. Stock Option Plan, effective June 6, 1999 (as amended December 6, 2000) (incorporated by reference to Exhibit 10.89 to UGC's Amendment No. 10 to its Registration Statement on Form S-1 filed on December 11, 2003 (File No. 333-82776)).
- (d)(19) Indenture dated as of April 6, 2004, by and between UnitedGlobalCom, Inc. and The Bank of New York (incorporated by reference to Exhibit 4.1 to UGC's Current Report on Form 8-K, filed on April 7, 2004).
- (d)(20) First Supplemental Indenture, dated as of May 24, 2005, between UnitedGlobalCom, Inc. and The Bank of New York (incorporated by reference to Exhibit 10.1 to UGC's Current Report on Form 8-K, filed on May 31, 2005).
- (d)(21) Second Supplemental Indenture, dated as of June 15, 2005, among UnitedGlobalCom, Inc., the Company and The Bank of New York (incorporated by reference to Exhibit 10.1 to UGC's Current Report on Form 8-K, filed on June 16, 2005).
- (d)(22) Third Supplemental Indenture, dated as of August 26, 2005, by and among UnitedGlobalCom, Inc., the Company and The Bank of New York (incorporated by reference to Exhibit 10.1 to UGC's Current Report on Form 8-K, filed on August 29, 2005).
- (d)(23) Amended and Restated Stockholders' Agreement, dated as of May 21, 2004, among the Company, Liberty Media International Holdings, LLC, Robert R. Bennett, Miranda Curtis, Graham Hollis, Yasushige Nishimura, Liberty Jupiter, Inc., and, solely for purposes of Section 9 thereof, Liberty Media Corporation (incorporated by reference to Exhibit 10.23 to Amendment No. 1 to LMI's Registration Statement on Form 10, filed on May 25, 2004 (File No. 000-50671)).
- (d)(24) Form of Restricted Shares Agreement under the Director Plan (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K/A (Amendment No. 1), filed on August 11, 2006).
- (g) Not Applicable.
- (h) Not Applicable.

Item 13. Information Required By Schedule 13e-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LIBERTY GLOBAL, INC.

By: /s/ ELIZABETH M. MARKOWSKI

Name: Elizabeth M. Markowski
Title: Senior Vice President, General Counsel and Secretary

Date: December 4, 2006

EXHIBIT INDEX

Exhibit Number	Description
(a)(1)(i)	Offer to Purchase, dated December 4, 2006.
(a)(1)(ii)	Letter of Transmittal for Series A Common Stock (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
(a)(1)(iii)	Letter of Transmittal for Series C Common Stock (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
(a)(1)(iv)	Notice of Guaranteed Delivery for Series A Common Stock.
(a)(1)(v)	Notice of Guaranteed Delivery for Series C Common Stock.
(a)(1)(vi)	Letter from Information Agent to Brokers.
(a)(1)(vii)	Letter from Brokers to Clients.

- (a)(1)(viii) Form of Letter to Liberty Global 401(k) Savings & Stock Ownership Plan Participants (Series A).
- (a)(1)(ix) Form of Letter to Liberty Global 401(k) Savings & Stock Ownership Plan Participants (Series C).
- (a)(1)(x) Form of Letter to Liberty Media 401(k) Savings Plan Participants.
- (a)(1)(xi) Guide for Participants in the Liberty Global 401(k) Savings Plan—Puerto Rico (Series A).
- (a)(1)(xii) Guide for Participants in the Liberty Global 401(k) Savings Plan—Puerto Rico (Series C).
- (a)(5)(i) Press Release dated November 28, 2006 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on November 29, 2006).
- (a)(5)(ii) Form of Summary Advertisement.
- (b)(1) Not Applicable.
- (d)(1) Liberty Global, Inc. 2005 Incentive Plan (As Amended and Restated Effective October 31, 2006) (the "Incentive Plan") (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on November 6, 2006).
- (d)(2) Form of the Non-Qualified Stock Option Agreement under the Incentive Plan (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on August 19, 2005 (the "Incentive Plan 8-K")).
- (d)(3) Form of Stock Appreciation Rights Agreement under the Incentive Plan (incorporated by reference to Exhibit 99.2 to the Incentive Plan 8-K).
- (d)(4) Form of Restricted Shares Agreement under the Incentive Plan (incorporated by reference to Exhibit 99.3 to the Incentive Plan 8-K).
- (d)(5) Non-Qualified Stock Option Agreement, dated as of June 7, 2004, between John C. Malone and the Company (as successor to Liberty Media International, Inc. ("LMI") under the Incentive Plan (the "Malone Award Agreement") (incorporated by reference to Exhibit 7(A) to Mr. Malone's Schedule 13D/A (Amendment No. 1), filed on July 14, 2004).
- (d)(6) Form of Amendment to the Malone Award Agreement (incorporated by reference to Exhibit 99.3 to the Company's Current Report on Form 8-K, filed on December 27, 2005 (the "409A 8-K")).
- (d)(7) Liberty Global, Inc. 2005 Nonemployee Director Incentive Plan (as Amended and Restated Effective November 1, 2006) (the "Director Plan") (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K, filed on November 6, 2006).
- (d)(8) Form of Non-Qualified Stock Option Agreement under the Director Plan (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K, filed on June 16, 2005).
- (d)(9) Liberty Global, Inc. Compensation Policy for Nonemployee Directors (as Amended and Restated Effective June 7, 2006) (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on June 12, 2006).
- (d)(10) Liberty Media International, Inc. Transitional Stock Adjustment Plan (the "Transitional Plan") (incorporated by reference to Exhibit 4.5 to LMI's Registration Statement on Form S-8, filed on June 23, 2004 (File No. 333-116790)).
- (d)(11) Form of Non-Qualified Stock Option Exercise Price Amendment under the Transitional Plan (incorporated by reference to Exhibit 99.1 to the 409A 8-K).
- (d)(12) Form of Non-Qualified Stock Option Amendment under the Transitional Plan (incorporated by reference to Exhibit 99.2 to the 409A 8-K).
- (d)(13) UnitedGlobalCom, Inc. ("UGC") Equity Incentive Plan (amended and restated effective October 17, 2003) (incorporated by reference to Exhibit 10.9 to UGC's Annual Report on Form 10-K, filed on March 15, 2004 (the "UGC 2003 10-K")).
- (d)(14) UnitedGlobalCom, Inc. 1993 Stock Option Plan (amended and restated effective January 22, 2004) (incorporated by reference to Exhibit 10.6 to the UGC 2003 10-K).
- (d)(15) Form of Amendment to Stock Appreciation Rights Agreement under the UnitedGlobalCom, Inc. 2003 Equity Incentive Plan (Amended and Restated October 17, 2003) (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on December 6, 2005).
- (d)(16) Stock Option Plan for Non-Employee Directors of UGC, effective June 1, 1993, amended and restated as of January 22, 2004 (incorporated by reference to Exhibit 10.7 to the UGC 2003 10-K).
- (d)(17) Stock Option Plan for Non-Employee Directors of UGC, effective March 20, 1998, amended and restated as of January 22, 2004 (incorporated by reference to Exhibit 10.8 to the UGC 2003 10-K).
- (d)(18) UIH Latin America, Inc. Stock Option Plan, effective June 6, 1999 (as amended December 6, 2000) (incorporated by reference to Exhibit 10.89 to UGC's Amendment No. 10 to its Registration Statement on Form S-1 filed on December 11, 2003 (File No. 333-82776)).
- (d)(19) Indenture dated as of April 6, 2004, by and between UnitedGlobalCom, Inc. and The Bank of New York (incorporated by reference to Exhibit 4.1 to UGC's Current Report on Form 8-K, filed on April 7, 2004).
- (d)(20) First Supplemental Indenture, dated as of May 24, 2005, between UnitedGlobalCom, Inc. and The Bank of New York (incorporated by reference to Exhibit 10.1 to UGC's Current Report on Form 8-K, filed on May 31, 2005).
- (d)(21) Second Supplemental Indenture, dated as of June 15, 2005, among UnitedGlobalCom, Inc., the Company and The Bank of New York (incorporated by reference to Exhibit 10.1 to UGC's Current Report on Form 8-K, filed on June 16, 2005).
- (d)(22) Third Supplemental Indenture, dated as of August 26, 2005, by and among UnitedGlobalCom, Inc., the Company and The Bank of New York (incorporated by reference to Exhibit 10.1 to UGC's Current Report on Form 8-K, filed on August 29, 2005).
- (d)(23) Amended and Restated Stockholders' Agreement, dated as of May 21, 2004, among the Company, Liberty Media International Holdings, LLC, Robert R. Bennett, Miranda Curtis, Graham Hollis, Yasushige Nishimura, Liberty Jupiter, Inc., and, solely for purposes of Section 9 thereof, Liberty Media Corporation (incorporated by reference to Exhibit 10.23 to Amendment No. 1 to LMI's Registration Statement on Form 10, filed on May 25, 2004 (File No. 000-50671)).
- (d)(24) Form of Restricted Shares Agreement under the Director Plan (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K/A (Amendment No. 1), filed on August 11, 2006).
- (g) Not Applicable.
- (h) Not Applicable.

QuickLinks

[SIGNATURE](#)
[EXHIBIT INDEX](#)

LIBERTY GLOBAL, INC.
OFFER TO PURCHASE FOR CASH
UP TO 5,084,746 SHARES OF ITS SERIES A COMMON STOCK,
PAR VALUE \$0.01 PER SHARE,
AT A PURCHASE PRICE NOT GREATER THAN \$29.50 NOR LESS
THAN \$26.08 PER SHARE
AND
OFFER TO PURCHASE FOR CASH
UP TO 5,246,590 SHARES OF ITS SERIES C COMMON STOCK,
PAR VALUE \$0.01 PER SHARE,
AT A PURCHASE PRICE NOT GREATER THAN \$28.59 NOR LESS
THAN \$25.27 PER SHARE
THE OFFERS, PRORATION PERIODS AND WITHDRAWAL RIGHTS
EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON JANUARY 4, 2007,
UNLESS THE TENDER OFFERS ARE EXTENDED.

Liberty Global, Inc., a Delaware corporation, is offering to purchase, for cash, up to 5,084,746 shares of its Series A common stock, par value \$0.01 per share, and up to 5,246,590 shares of its Series C common stock, par value \$0.01 per share, from its stockholders. We refer to shares of our Series A common stock as the Series A shares and our offer to purchase Series A shares as the Series A tender offer, and we refer to shares of our Series C common stock as the Series C shares and our offer to purchase Series C shares as the Series C tender offer. We sometimes refer to the Series A tender offer and the Series C tender offer collectively as the tender offers and individually as a tender offer. Each tender offer will be conducted upon the terms and subject to the conditions set forth in this offer to purchase and the related letters of transmittal (as they may be amended and supplemented from time to time).

On the terms and subject to the conditions of the Series A tender offer, we will determine the single per share price, not greater than \$29.50 nor less than \$26.08 per Series A share, net to the seller in cash, less any applicable withholding taxes and without interest, that we will pay for Series A shares properly tendered and not properly withdrawn in the Series A tender offer, taking into account the total number of Series A shares so tendered and the prices specified by the tendering stockholders. We will select the lowest purchase price within the indicated range that will allow us to purchase 5,084,746 Series A shares pursuant to the Series A tender offer, or such fewer number of Series A shares as are properly tendered and not properly withdrawn. We refer to the purchase price we select within the range indicated for our Series A shares as the Series A purchase price.

On the terms and subject to the conditions of the Series C tender offer, we will determine the single per share price, not greater than \$28.59 nor less than \$25.27 per Series C share, net to the seller in cash, less any applicable withholding taxes and without interest, that we will pay for Series C shares properly tendered and not properly withdrawn in the Series C tender offer, taking into account the total number of Series C shares so tendered and the prices specified by the tendering stockholders. We will select the lowest purchase price within the indicated range that will allow us to purchase 5,246,590 Series C shares pursuant to the Series C tender offer, or such fewer number of Series C shares as are properly tendered and not properly withdrawn. We refer to the purchase price we select within the range indicated for our Series C shares as the Series C purchase price and each of the Series A purchase price and the Series C purchase price, as the context may require, as the purchase price.

NEITHER TENDER OFFER IS CONDITIONED ON ANY MINIMUM NUMBER OF SHARES BEING TENDERED. EACH TENDER OFFER IS, HOWEVER, SUBJECT TO CERTAIN CONDITIONS. SEE SECTION 7.

All Series A shares that we acquire in the Series A tender offer will be acquired at the Series A purchase price and all Series C shares that we acquire in the Series C tender offer will be acquired at the Series C purchase price, in each case regardless of whether the shareholder tendered at a lower

price. We will purchase only shares properly tendered at prices at or below the applicable purchase price we determine and not properly withdrawn prior to the expiration date of the applicable tender offer. However because of the "odd lot" priority, proration and conditional tender provisions described in this offer to purchase, we may not purchase all of the Series A shares or Series C shares tendered even if stockholders tendered at or below the Series A purchase price or the Series C purchase price, respectively, if more than the number of shares that we seek are properly tendered. We reserve the right, in our sole discretion, to purchase more than 5,084,746 Series A shares pursuant to the Series A tender offer and/or 5,246,590 Series C shares pursuant to the Series C tender offer, in each case subject to applicable law. We will not purchase Series A shares tendered at prices greater than the Series A purchase price or Series C shares tendered at prices greater than the Series C purchase price. Shares tendered but not purchased in either tender offer will be returned to the tendering stockholders at our expense promptly after the expiration of such tender offer.

The Series A shares and Series C shares trade on the Nasdaq Global Select Market under the symbols "LBTYA" and "LBTYK," respectively. On November 28, 2006, the last full trading day before the initial public announcement of the tender offers, the closing sale price on the Nasdaq Global Select Market for the Series A shares was \$26.61 and the closing sale price for the Series C shares was \$25.79. **Stockholders are urged to obtain current market quotations for the shares.** See Section 8.

OUR BOARD OF DIRECTORS HAS APPROVED THE TENDER OFFERS. HOWEVER, NEITHER WE NOR OUR BOARD OF DIRECTORS, THE DEPOSITARY OR THE INFORMATION AGENT MAKES ANY RECOMMENDATION TO YOU AS TO WHETHER YOU SHOULD TENDER OR REFRAIN FROM TENDERING YOUR SERIES A SHARES OR SERIES C SHARES. YOU MUST MAKE YOUR OWN DECISION AS TO WHETHER TO TENDER YOUR SERIES A SHARES OR SERIES C SHARES AND, IF SO, HOW MANY SHARES OF SUCH SERIES TO TENDER AND THE PRICE AT WHICH YOU WILL TENDER THEM. IN DOING SO, YOU SHOULD READ CAREFULLY THE INFORMATION IN THIS OFFER TO PURCHASE AND IN THE RELATED LETTERS OF TRANSMITTAL, INCLUDING OUR REASONS FOR MAKING THE TENDER OFFERS.

December 4, 2006

IMPORTANT

If you wish to tender all or any part of your Series A shares pursuant to the Series A tender offer and/or Series C shares pursuant to the Series C tender offer, then prior to the expiration date of such tender offer, which is 5:00 p.m., New York City time, on January 4, 2007 or such later time to which we may extend either tender offer or both tender offers, you must either:

(1) (a) complete and sign the applicable letter of transmittal (blue for Series A shares and green for Series C shares), or a facsimile of it, according to the instructions in the applicable letter of transmittal and mail or deliver it, together with any required signature guarantee and any other required documents, to Computershare Shareholder Services, Inc., the depositary for both tender offers, and mail or deliver the certificates for your tendered shares to the depositary together with any other documents required by the applicable letter of transmittal or (b) tender your shares according to the procedure for book-entry transfer described in Section 3; or

(2) request a broker, dealer, commercial bank, trust company or other nominee to effect the transaction for you.

If your shares are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, you should contact that person promptly if you desire to tender your shares in the Series A tender offer or the Series C tender offer. If you desire to tender your shares but prior to the expiration date:

(1) the certificates for the shares you wish to tender cannot be delivered to the depositary; or

(2) you cannot comply with the procedure for book-entry transfer; or

(3) your other required documents cannot be delivered to the depositary;

you may tender your shares according to the guaranteed delivery procedure described in Section 3.

TO TENDER SHARES PROPERLY, YOU MUST PROPERLY COMPLETE AND DULY EXECUTE THE APPLICABLE LETTER OF TRANSMITTAL.

Questions and requests for assistance may be directed to D.F. King & Co., Inc., the information agent for both tender offers, at its address and telephone number set forth on the back cover page of this offer to purchase. Requests for additional copies of this offer to purchase, the related letters of transmittal or the notice of guaranteed delivery may also be directed to the information agent.

We are not making the tender offers to, and will not accept any tendered shares from, stockholders in any jurisdiction where it would be illegal to do so. However, we may, at our discretion, take any actions necessary for us to make the tender offers to stockholders in any such jurisdiction.

WE HAVE NOT AUTHORIZED ANY PERSON TO MAKE ANY RECOMMENDATION ON OUR BEHALF AS TO WHETHER YOU SHOULD TENDER OR REFRAIN FROM TENDERING YOUR SERIES A SHARES OR SERIES C SHARES IN THE TENDER OFFERS. WE HAVE NOT AUTHORIZED ANY PERSON TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION IN CONNECTION WITH THE TENDER OFFERS OTHER THAN THOSE CONTAINED IN THIS DOCUMENT OR IN THE RELATED LETTERS OF TRANSMITTAL. IF GIVEN OR MADE, ANY RECOMMENDATION OR ANY SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY US, THE DEPOSITARY OR THE INFORMATION AGENT.

Section

[SUMMARY TERM SHEET](#)

[FORWARD-LOOKING STATEMENTS](#)

[THE TENDER OFFERS](#)

1. [NUMBER OF SHARES; PRORATION](#)
2. [BACKGROUND AND PURPOSE OF THE TENDER OFFERS](#)
3. [PROCEDURES FOR TENDERING SHARES](#)
4. [WITHDRAWAL RIGHTS](#)
5. [PURCHASE OF SHARES AND PAYMENT OF PURCHASE PRICE](#)
6. [CONDITIONAL TENDER OF SHARES](#)
7. [CERTAIN CONDITIONS OF THE TENDER OFFERS](#)
8. [PRICE RANGE OF SHARES](#)
9. [SOURCE AND AMOUNT OF FUNDS](#)
10. [CERTAIN INFORMATION ABOUT US](#)
11. [INTERESTS OF DIRECTORS AND EXECUTIVE OFFICERS; TRANSACTIONS AND ARRANGEMENTS CONCERNING THE SHARES](#)
12. [CERTAIN LEGAL MATTERS; REGULATORY AND FOREIGN APPROVALS](#)
13. [CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES](#)
14. [EXTENSION OF TENDER OFFERS; TERMINATION; AMENDMENTS](#)
15. [FEES AND EXPENSES](#)
16. [MISCELLANEOUS](#)

SUMMARY TERM SHEET

This summary term sheet highlights material information which can be found elsewhere in this offer to purchase, but you should understand that it does not describe all of the details of the tender offers to the same extent as we do later in this offer to purchase. We urge you to read this entire offer to purchase, and the related letters of transmittal, because they contain the full details of the tender offers. For your convenience, we have included below references to the sections of this offer to purchase where you will find a more complete discussion.

Who is offering to purchase my shares?

Liberty Global, Inc.

What will the purchase prices for the shares be?

We are conducting the tender offers through a procedure commonly called a modified "Dutch Auction." This procedure allows you to select the price per share (in increments of \$0.10) within a price range specified by us at which you are willing to sell your Series A shares and/or Series C shares. We will determine the purchase price that we will pay per Series A share promptly after the Series A tender offer expires. The Series A purchase price will be the lowest price at which, based on the number of Series A shares tendered and the prices specified by the tendering stockholders, we can purchase 5,084,746 Series A shares (or such fewer number of Series A shares as are properly tendered and not properly withdrawn prior to the expiration date for the Series A tender offer). Similarly, we will determine the purchase price that we will pay per Series C share promptly after the Series C tender offer expires. The Series C purchase price will be the lowest price at which, based on the number of Series C shares tendered and the prices specified by the tendering stockholders, we can purchase 5,246,590 Series C shares (or such fewer number of Series C shares as are properly tendered and not properly withdrawn prior to the expiration date for the Series C tender offer).

For the Series A shares, the purchase price will not be greater than \$29.50 nor less than \$26.08 per share. The lower end of the price range for the Series A tender offer is below the closing sale price for the Series A shares on November 28, 2006, the last full trading day before the initial public announcement of the Series A tender offer, when the closing sale price on the Nasdaq Global Select Market for a Series A share was \$26.61. For the Series C shares, the purchase price will not be greater than \$28.59 nor less than \$25.27 per share. The lower end of the price range for the Series C tender offer is below the closing sale price for the Series C shares on August 9, 2006, the last full trading day before the initial public announcement of the Series C tender offer, when the closing sale price on the Nasdaq Global Select Market for a Series C share was \$25.79. In each case, we will pay the same per share purchase price in cash, less any applicable withholding taxes and without interest, for all the shares of that series we purchase in a tender offer, even if some of the shares are tendered at a price below the purchase price for that series. See Section 1. Under no circumstances will we pay interest on the Series A purchase price or Series C purchase price, even if there is a delay in making payment.

If you wish to maximize the chance that your shares will be purchased in the tender offers, you should check the box in the section of the letter of transmittal captioned "Series A Shares Tendered at Price Determined Pursuant to the Series A Tender Offer" and/or "Series C Shares Tendered at Price Determined Pursuant to the Series C Tender Offer" (as applicable). If you agree to accept the purchase price determined in the tender offers, your Series A shares and/or Series C shares will be deemed to be tendered at the minimum price of \$26.08 per Series A share or \$25.27 per Series C share. You should understand that this election could have the effect of decreasing the Series A purchase price and/or Series C purchase price determined by us, which may result in your shares being purchased at the minimum respective prices per share. See Section 3.

How many shares will Liberty Global purchase in the tender offers?

We will purchase up to 5,084,746 Series A shares pursuant to the Series A tender offer and up to 5,246,590 Series C shares pursuant to the Series C tender offer, or such lesser number of shares of either or both series as may be properly tendered and not properly withdrawn, on the terms and subject to the conditions of the applicable tender offer. The 5,084,746 Series A shares and the 5,246,590 Series C shares represent 2.6% and 2.7% of our outstanding Series A shares and Series C shares, respectively, as of November 10, 2006. If more than 5,084,746 Series A shares and 5,246,590 Series C shares are properly tendered, the Series A shares and Series C shares tendered at or below the Series A purchase price or the Series C purchase price, respectively, will be purchased on a pro rata basis, except for "odd lots" (lots held by beneficial owners of less than 100 shares of such series), which will be purchased on a priority basis, and except for each conditional tender whose condition was not met, which we will not purchase (except as described in Section 6).

We expressly reserve the right to purchase a number of additional Series A shares equal to up to 2% of the outstanding Series A shares and/or a number of additional Series C shares equal to up to 2% of the outstanding Series C shares without extending the offer. We also reserve the right to purchase more shares of either series, subject to applicable legal requirements. Neither tender offer is conditioned on any minimum number of shares being tendered, but each tender offer is subject to certain other conditions. See Section 7.

What happens if more than 5,084,746 Series A shares or more than 5,246,590 Series C shares are properly tendered at or below the respective purchase price?

Series A Tender Offer. If more than 5,084,746 Series A shares (or such greater number of shares as we may elect to accept for payment, subject to applicable law) are properly tendered at or below the Series A purchase price and not properly withdrawn prior to the expiration date for the Series A tender offer, we will purchase shares:

first, from all holders of "odd lots" of less than 100 Series A shares who properly tender all of their Series A shares at or below the Series A purchase price and do not properly withdraw them before the expiration date for the Series A tender offer;

second, from all other stockholders who properly tender Series A shares at or below the Series A purchase price and do not properly withdraw them before the applicable expiration date, on a pro rata basis (except for stockholders who tendered Series A shares conditionally if the condition was not satisfied); and

third, only if necessary to permit us to purchase 5,084,746 Series A shares (or such greater number of Series A shares as we may elect to accept for payment, subject to applicable law), from stockholders who have conditionally tendered Series A shares at or below the Series A purchase price and do not properly withdraw them (if the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, stockholders whose Series A shares are conditionally tendered must have tendered all of their Series A shares.

Because of the "odd lot" priority, proration and conditional tender provisions described above, we may not purchase all of the Series A shares that you tender even if you tender them at or below the Series A purchase price. See Section 1.

Series C Tender Offer. If more than 5,246,590 Series C shares (or such greater number of shares as we may elect to accept for payment, subject to applicable law) are properly tendered at or below the

Series C purchase price and not properly withdrawn prior to the expiration date for the Series C tender offer, we will purchase shares:

first, from all holders of "odd lots" of less than 100 Series C shares who properly tender all of their Series C shares at or below the Series C purchase price and do not properly withdraw them before the expiration date for the Series C tender offer;

second, from all other stockholders who properly tender Series C shares at or below the Series C purchase price and do not properly withdraw them before the applicable expiration date, on a pro rata basis (except for stockholders who tendered Series C shares conditionally if the condition was not satisfied); and

third, only if necessary to permit us to purchase 5,246,590 Series C shares (or such greater number of Series C shares as we may elect to accept for payment, subject to applicable law), from stockholders who have conditionally tendered Series C shares at or below the Series C purchase price and do not properly withdraw them (if the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, stockholders whose Series C shares are conditionally tendered must have tendered all of their Series C shares.

Because of the "odd lot" priority, proration and conditional tender provisions described above, we may not purchase all of the Series C shares that you tender even if you tender them at or below the Series C purchase price. See Section 1.

If I own fewer than 100 shares of either or both series of common stock subject to the tender offers and I tender all of my shares, will I be subject to proration?

If you beneficially own fewer than 100 shares of Series A common stock, in the aggregate, you properly tender all of these shares at or below the Series A purchase price and do not properly withdraw them prior to the expiration date for the Series A tender offer and you complete the section entitled "Odd Lots" in the applicable letter of transmittal and, if applicable, in the notice of guaranteed delivery, we will purchase all of your shares of Series A common stock without subjecting them to the proration procedure. Similarly, if you beneficially own fewer than 100 shares of Series C common stock, in the aggregate, you properly tender all of these shares at or below the Series C purchase price and do not properly withdraw them prior to the expiration date for the Series C tender offer and you complete the section entitled "Odd Lots" in the applicable letter of transmittal and, if applicable, in the notice of guaranteed delivery, we will purchase all of your shares of Series C common stock without subjecting them to the proration procedure. See Section 1.

What is the market price of my shares as of a recent date?

As of November 28, 2006, the last full trading day before the initial public announcement of the tender offers, the closing sale prices on the Nasdaq Global Select Market of the Series A shares was \$26.61 per share and of the Series C shares was \$25.79 per share. You are urged to obtain current market quotations for your shares before deciding whether and at what price to tender your shares. See Section 8.

Why is Liberty Global making the tender offers?

Our management and board of directors have evaluated our operations, strategy and expectations and have determined that repurchasing a portion of our Series A shares and Series C shares is a prudent use of our financial resources. In this regard, we completed cash self-tender offers earlier this year in June and September. In June 2006, we purchased 10,000,000 Series A shares at a purchase price of \$25.00 per share and 10,288,066 Series C shares at a purchase price of \$24.30 per share (the "2006 Fixed Price Tender Offers"). In September 2006, we purchased 20,000,000 Series A shares at

a purchase price of \$25.00 per share and 20,534,000 Series C shares at a purchase price of \$24.35 per share (the "2006 Dutch Auction Tender Offers"). We continue to believe that our current stock price levels do not reflect the current performance or long-term growth prospects of our business, particularly in relation to the prices and multiples at which European cable properties are being purchased. Accordingly, an investment in our own stock at the range of offered prices continues to represent an attractive use of our available cash. We believe that shrinking our equity base, in conjunction with continued investment in our business and strategic acquisitions and divestitures, is the best way to create long-term value for our stockholders.

The tender offers provide stockholders (particularly those who, because of the size of their shareholdings, might not be able to sell their Series A shares and/or Series C shares without potential disruption to the applicable share price) with an opportunity to obtain liquidity with respect to all or a portion of their Series A shares and/or Series C shares, without potential disruption to the applicable share price and the usual transaction costs associated with market sales. Furthermore, "odd lot" holders who hold shares registered in their names and tender their shares directly to the depository and whose shares are purchased pursuant to the tender offers will avoid any applicable odd lot discounts that might be payable on sales of their shares. See Section 2. For a description of our 2006 Fixed Price Tender Offers and 2006 Dutch Auction Tender Offers, see Section 11.

How will Liberty Global pay for the shares?

We will purchase shares in the tender offers, and pay related fees and expenses, with our available cash resources. Financing is not a condition of the tender offers. See Section 9.

How long do I have to tender my shares?

You may tender your shares until the applicable tender offer expires. Each tender offer will expire on January 4, 2007, at 5:00 p.m., New York City time, unless we extend it. See Section 1. If a broker, dealer, commercial bank, trust company or other nominee holds your shares, it is possible the nominee has established an earlier deadline for you to act to instruct the nominee to accept the tender offers on your behalf. We may choose to extend either or both tender offers for any reason, subject to applicable laws. We cannot assure you that we will extend the tender offers or indicate the length of any extension we may provide. See Section 14.

How will I be notified if Liberty Global extends or amends a tender offer?

If we decide to extend either or both tender offers, we will issue a press release announcing the extension and the new expiration date by 9:00 a.m., New York City time, on the first business day after the previously scheduled expiration date. We will announce any amendment to the tender offers by making a public announcement of the amendment. See Section 14.

Are there any conditions to the tender offers?

Yes. Each tender offer is subject to conditions, such as the absence of court or governmental action prohibiting the tender offer and the absence of changes in general market conditions that, in our judgment, are or may be materially adverse to us. See Section 7.

Following the tender offers, will Liberty Global continue as a public company?

Yes, the completion of the tender offers in accordance with the conditions in this offer to purchase will not cause Liberty Global to be delisted from the Nasdaq Global Select Market or to stop being subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

How do I tender my shares?

If you wish to tender all or a portion of your shares, then before 5:00 p.m., New York City time, on January 4, 2007, unless the applicable tender offer is extended:

- you must deliver your share certificate(s) and a properly completed and duly executed applicable letter of transmittal to the depository at the address appearing on the back cover page of this offer to purchase; or
- the depository must receive a confirmation of receipt of your shares by book-entry transfer and a properly completed and duly executed applicable letter of transmittal or an "agents message"; or
- you must request a broker, dealer, commercial bank, trust company or other nominee to effect the transaction for you; or
- you must comply with the guaranteed delivery procedure outlined in Section 3.
- You may contact the information agent or your broker for assistance. The contact information for the information agent is set forth on the back cover page of this offer to purchase. See Section 3.

How do participants in particular 401(k) plans participate in the tender offers?

Participants in the Liberty Global 401(k) Savings & Stock Ownership Plan (the "401(k) Plan"), the Liberty Media 401(k) Savings Plan (the "LMC 401(k) Plan") or the Liberty Global 401(k) Savings Plan—Puerto Rico (the "Puerto Rico Plan") may not use the letters of transmittal to direct the tender of their Series A shares and/or Series C Shares in the applicable plan, but instead must follow the separate instructions related to those shares in the applicable letter or guidelines sent to participants in each of those plans along with this offer to purchase. Those participants who wish to withdraw any such shares tendered pursuant to either tender offer must effect such withdrawal in accordance with the terms of the applicable tender offer and the separate instructions described above. If you are a participant in the 401(k) Plan and wish to have the trustee tender some or all Series A shares and/or Series C shares held in such plan for your account, you must complete, execute, and return the separate direction form included in the applicable "Letter to Liberty Global 401(k) Savings & Stock Ownership Plan Participants" within the time period set forth in that letter. If you are a participant in the LMC 401(k) Plan and wish to have the trustee tender some or all Series A shares held in such plan for your account, you must complete, execute, and return the separate direction form included in the "Letter to Liberty Media 401(k) Savings Plan Participants" within the time period set forth in that letter. If you are a participant in the Puerto Rico Plan and wish to have the trustee tender some or all Series A shares and/or Series C shares held in such plan for your account, you must complete, execute, and return the separate tender offer instruction form included in the applicable "Guide for Plan Participants on Tendering Liberty Global Shares" within the time period set forth in that guide.

Once I have tendered shares in a tender offer, can I withdraw my tender?

You may withdraw any shares you have tendered pursuant to either tender offer at any time before the expiration of the tender offers, which will occur at 5:00 p.m., New York City time, on January 4, 2007, or the new expiration date if we extend the applicable tender offer. If we have not accepted for payment the shares you have tendered to us, you may also withdraw your shares after 5:00 p.m., New York City time, on January 31, 2007. See Section 4.

How do I withdraw shares I previously tendered?

You must deliver, on a timely basis, a written or facsimile notice of your withdrawal to the depository at the address appearing on the back cover page of this document. Your notice of

withdrawal must specify your name, the series and number of shares to be withdrawn and the name of the registered holder of these shares. Some additional requirements apply if shares have been tendered under the procedure for book-entry transfer set forth in Section 3, or if the share certificates to be withdrawn have been delivered to the depositary. See Section 4.

Has Liberty Global or its board of directors adopted a position on the tender offers?

Our board of directors has approved the tender offers. However, neither we nor our board of directors, the depositary or information agent makes any recommendation to you as to whether you should tender or refrain from tendering your shares. You must make your own decision as to whether to tender your shares and, if so, how many shares to tender and the price at which you will tender them. See Section 11.

Voting Power of our Chairman.

If the tender offers are fully subscribed, our Chairman, John C. Malone, who beneficially owned shares of our common stock (including shares purchasable upon exercise of options) representing approximately 30.2% of our aggregate voting power as of November 10, 2006, would beneficially own shares of our common stock representing approximately 30.7% of our aggregate voting power. See Section 2.

When will Liberty Global pay for the shares I tender?

We will pay the applicable purchase price to you in cash, less any applicable withholding taxes and without interest, for the shares we purchase promptly after the expiration of the applicable tender offer and the acceptance of the shares for payment. See Section 5.

Will I have to pay brokerage commissions if I tender my shares?

If you are a registered stockholder and you tender your shares directly to the depositary, you will not incur any brokerage commissions. If you hold shares through a broker or bank, you will need to consult your broker or bank to determine whether transaction costs apply. See Section 3.

I am a U.S. stockholder. What are the U.S. federal income tax consequences if I tender my shares?

Generally, you will be subject to U.S. federal income taxation when you receive cash from us in exchange for the shares you tender. Your receipt of cash for your tendered shares will generally be treated as either (1) consideration received in a sale or exchange or (2) a dividend. See Section 13.

EACH STOCKHOLDER IS URGED TO CONSULT ITS OWN TAX ADVISOR TO DETERMINE THE FEDERAL, STATE, LOCAL, FOREIGN AND OTHER TAX CONSEQUENCES TO IT OF THE OFFER TO PURCHASE.

I am a foreign stockholder. What are the U.S. federal income tax consequences if I tender my shares?

The receipt of cash for your tendered shares will be treated as either (1) consideration received in a sale or exchange or (2) a dividend. If the receipt of cash by you is treated as consideration received in a sale or exchange, and you are a foreign stockholder who is not engaged in a trade or business in the United States, you will generally not be subject to U.S. federal income taxation on the receipt of such cash subject to certain exceptions. However, if the receipt of cash is treated as a dividend distribution you may be subject to withholding tax on such distribution at a rate of 30% (or a lower rate pursuant to an applicable income tax treaty). The treatment of the receipt of cash depends upon facts which may be unique as to each stockholder. See Section 13. Therefore, as to all foreign stockholders, U.S. tax will be withheld at 30% (or a lower rate pursuant to an applicable income tax

treaty) unless the receipt of cash is effectively connected with such foreign stockholder's conduct of a trade or business within the United States. If the receipt of cash for your tendered shares is treated as consideration received in a sale or exchange, then you may apply for a refund of such withheld amount.

EACH STOCKHOLDER IS URGED TO CONSULT ITS OWN TAX ADVISOR TO DETERMINE THE FEDERAL, STATE, LOCAL, FOREIGN AND OTHER TAX CONSEQUENCES TO IT OF THE OFFER TO PURCHASE.

Who can I talk to if I have questions?

The information agent can help answer your questions. The information agent is D.F. King & Co., Inc. Contact information for the information agent is set forth on the back cover of this offer to purchase.

FORWARD-LOOKING STATEMENTS

Certain statements in this offer to purchase or in the documents incorporated by reference herein, to the extent they are not recitations of historical fact, constitute forward looking statements within the meaning of the Federal securities laws. Forward looking statements, by definition, involve risks, uncertainties and assumptions. Where, in any forward looking statement, we express an expectation or belief as to future results or events, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the expectation or belief will result or be achieved or accomplished. In addition to the risk factors described in our most recent annual report on Form 10-K, the following include some but not all of the factors that could cause actual results or events to differ materially from anticipated results or events:

- economic and business conditions and industry trends in the countries in which we operate;
- currency exchange risks;
- consumer disposable income and spending levels, including the availability and amount of individual consumer debt;
- changes in television viewing preferences and habits by our subscribers and potential subscribers;
- consumer acceptance of existing service offerings, including our newer digital video, voice and Internet access services;
- consumer acceptance of new technology, programming alternatives and broadband services that we may offer such as our digital migration project in The Netherlands;
- our ability to manage rapid technological changes and grow our digital video, voice and Internet access services;
- the regulatory and competitive environment in the broadband communications and programming industries in the countries in which we, and the entities in which we have interests, operate;
- competitor responses to our products and services, and the products and services of the entities in which we have interests;
- continued consolidation of the foreign broadband distribution industry;
- uncertainties inherent in the development and integration of new business lines and business strategies;
- spending on foreign television advertising;
- capital spending for the acquisition and/or development of telecommunications networks and services;
- our ability to successfully integrate and recognize anticipated efficiencies from the businesses we acquire;
- problems we may discover post-closing with the operations, internal controls and financial statements of businesses we acquire;
- future financial performance, including availability, terms and deployment of capital;
- the ability of suppliers and vendors to deliver products, equipment, software and services;
- the outcome of any pending or threatened litigation;
- availability of qualified personnel;

- changes in, or failure or inability to comply with, government regulations in the countries in which we operate and adverse outcomes from regulatory proceedings, including regulatory initiatives in The Netherlands and Switzerland;
- our ability to obtain regulatory approval and satisfy other conditions necessary to close announced transactions, including our proposed acquisition of Karneval's parent, United Holdco;
- government intervention that opens our broadband distribution networks to competitors;
- our ability to successfully negotiate rate increases with local authorities;
- changes in the nature of key strategic relationships with partners and joint venturers;
- uncertainties associated with our ability to satisfy conditions imposed by competition and other regulatory authorities in connection with acquisitions; and
- events that are outside of our control, such as political unrest in international markets, terrorist attacks, natural disasters, pandemics and other similar events.

You should be aware that the video, voice and Internet access services industries are changing rapidly, and, therefore, our forward-looking statements are subject to a greater degree of risk than similar statements regarding many other industries.

We caution you not to place undue reliance on the forward-looking statements contained or incorporated by reference in this offer to purchase. These forward-looking statements speak only as of the date on which the statements were made. We are not obligated to update or revise any forward-looking statement, whether as a result of new information, future results or any other reason, except as may be required by the federal securities laws. Notwithstanding the foregoing, at any time prior to the expiration date for the tender offers, we are obligated to update this offer to purchase to reflect material changes in the information contained herein. Notwithstanding anything in this Offer to Purchase, the Letters of Transmittal or any document incorporated by reference into this Offer to Purchase, the safe harbor protections of the Private Securities Litigation Reform Act of 1995 do not apply to statements made in connection with the tender offers.

THE TENDER OFFERS

1. NUMBER OF SHARES; PRORATION

General. Upon the terms and subject to the conditions of the tender offers, we will purchase 5,084,746 Series A shares and 5,246,590 Series C shares, or such lesser number of shares of either or both series as are properly tendered and not properly withdrawn in accordance with Section 4, before the scheduled expiration dates of the tender offers, at a purchase price (determined separately for each series in the manner set forth below) not greater than \$29.50 nor less than \$26.08 per Series A share, and not greater than \$28.59 nor less than \$25.27 per Series C share, in each case net to the seller in cash, less any applicable withholding taxes and without interest.

The term "expiration date," when used with reference to either tender offer, means 5:00 p.m., New York City time, on January 4, 2007, unless and until we, in our sole discretion, shall have extended the period of time during which such tender offer will remain open. Should either tender offer be extended, the term "expiration date" shall refer to the latest time and date at which such tender offer, as so extended by us, shall expire. See Section 14 for a description of our right to extend, delay, terminate or amend either or both tender offers. The proration period and withdrawal rights for each tender offer expire on the expiration date for that tender offer.

In accordance with the rules of the Securities and Exchange Commission (the "SEC"), we may, and we expressly reserve the right to, purchase under the Series A tender offer an additional amount of Series A shares not to exceed 2% of the outstanding Series A shares and/or under the Series C tender offer an additional amount of Series C shares not to exceed 2% of the outstanding Series C shares, without amending or extending either tender offer. See Section 14. In the event of an over-subscription of either tender offer as described below, shares tendered at prices at or below the purchase price for that tender offer (determined as provided herein) will be subject to proration, except for "Odd Lots" (as defined below).

If we

- increase the price to be paid for the Series A shares or Series C shares above \$29.50 or \$28.59 per share, respectively, or decrease the price to be paid for the Series A shares or Series C shares below \$26.08 or \$25.27 per share, respectively,
- increase the number of shares we seek in either tender offer by a number in excess of 2% of the outstanding shares of the series to which it relates, or
- decrease the number of Series A shares or Series C shares we seek and

in any such case the tender offer affected by such increase or decrease is scheduled to expire at any time earlier than the expiration of a period ending on the tenth business day (as defined below) from, and including, the date that notice of any such increase or decrease is first published, sent or given in the manner specified in Section 14, we will extend the affected tender offer until the expiration of such period of ten business days. For the purposes of the tender offers, a "business day" means any day other than Saturday, Sunday or a United States federal holiday and consists of the time period from 12:01 a.m. through 12:00 Midnight, New York City time.

NEITHER TENDER OFFER IS CONDITIONED ON ANY MINIMUM NUMBER OF SHARES BEING TENDERED. EACH TENDER OFFER IS, HOWEVER, SUBJECT TO CERTAIN CONDITIONS. SEE SECTION 7.

In accordance with Instruction 6 of the blue letter of transmittal for Series A shares, stockholders desiring to tender Series A shares must specify the price or prices, not greater than \$29.50 nor less than \$26.08 per share, at which they are willing to sell their Series A shares to us in the Series A tender offer. The lowest price that may be specified for Series A shares is \$26.08. The prices that may

be specified for Series A shares increase in increments of \$0.10 up to \$29.48 and the highest price that may be specified is \$29.50 and a stockholder who desires to tender Series A shares at more than one price must complete a separate letter of transmittal for each price. See Section 3. Alternatively, stockholders desiring to tender Series A shares can choose not to specify a price and, instead, specify that they will sell their shares at the purchase price (determined as provided herein) we pay for Series A shares properly tendered and not properly withdrawn pursuant to the Series A tender offer, in which case the stockholder will be deemed to have tendered such Series A shares at the minimum price of \$26.08 per Series A share. Choosing the second option will maximize the chance that we will purchase a tendering stockholder's Series A shares, may lower the Series A purchase price paid for all purchased Series A shares in the Series A tender offer and could result in the tendering stockholder receiving a price per Series A share as low as \$26.08.

In accordance with Instruction 6 of the green letter of transmittal for Series C shares, stockholders desiring to tender Series C shares must specify the price or prices, not greater than \$28.59 nor less than \$25.27 per share, at which they are willing to sell their Series C shares to us in the Series C tender offer. The lowest price that may be specified for Series C shares is \$25.27. The prices that may be specified for Series C shares increase in increments of \$0.10 up to \$28.57 and the highest price that may be specified is \$28.59. A stockholder who desires to tender Series C shares at more than one price must complete a separate letter of transmittal for each price. See Section 3. Alternatively, stockholders desiring to tender Series C shares can choose not to specify a price and, instead, specify that they will sell their shares at the purchase price (determined as provided herein) we pay for Series C shares properly tendered and not properly withdrawn pursuant to the Series C tender offer, in which case the stockholder will be deemed to have tendered such Series C shares at the minimum price of \$25.27 per Series C share. Choosing the second option will maximize the chance that we will purchase a tendering stockholder's shares, may lower the Series C purchase price paid for all purchased Series C shares in the Series C tender offer and could result in the tendering stockholder receiving a price per Series C share as low as \$25.27.

TO TENDER SHARES PROPERLY, STOCKHOLDERS MUST SPECIFY THE PRICE THEY ARE WILLING TO ACCEPT FOR EACH SERIES OF SHARES THEY TENDER OR, ALTERNATIVELY, SPECIFY THAT THEY WILL SELL THEIR TENDERED SHARES AT THE PURCHASE PRICE FOR SUCH SHARES DETERMINED AS PROVIDED HEREIN. IF YOU SPECIFY MORE THAN ONE PRICE FOR YOUR SERIES A SHARES OR MORE THAN ONE PRICE FOR YOUR SERIES C SHARES IN A SINGLE LETTER OF TRANSMITTAL YOU WILL NOT HAVE VALIDLY TENDERED YOUR SHARES. SEE SECTION 3.

Promptly after the expiration date for each tender offer, we will determine the purchase price within the applicable price range that we will pay for Series A shares and the purchase price within the applicable price range that we will pay for Series C shares properly tendered and not properly withdrawn, taking into account in each case the number of shares tendered and the prices specified by tendering stockholders. The Series A purchase price will be the lowest price at which, based on the number of Series A shares tendered and the prices specified by the tendering stockholders, we can purchase 5,084,746 Series A shares, and the Series C purchase price will be the lowest price at which, based on the number of Series C shares tendered and the prices specified by the tendering stockholders, we can purchase 5,246,590 Series C shares (or, in each case, such fewer number of shares as are properly tendered and not properly withdrawn prior to the applicable expiration date). In each case, the purchase price will be the net amount payable to the seller in cash, less any applicable withholding taxes and without interest. Shares properly tendered under the Series A tender offer at prices at or below the Series A purchase price and not properly withdrawn will be purchased at the Series A purchase price, upon the terms and subject to the conditions of the Series A tender offer, including the odd lot priority, proration and conditional tender provisions. Shares properly tendered under the Series C tender offer at prices at or below the Series C purchase price and not properly

withdrawn will be purchased at the Series C purchase price, upon the terms and subject to the conditions of the Series C tender offer, including the odd lot priority, proration and conditional tender provisions.

We will not purchase Series A shares tendered at prices greater than the Series A purchase price, and we will not purchase Series C shares tendered at prices greater than the Series C purchase price, nor will we purchase shares that we do not accept in either tender offer because of "odd lot" priority, proration and conditional tender provisions. We will return to the tendering stockholders shares that we do not purchase in the tender offers at our expense promptly after the applicable expiration date.

Stockholders also can specify the order in which we will purchase shares tendered in the tender offers in the event that, as a result of the proration provisions or otherwise, we purchase some but not all of the tendered shares pursuant to the tender offers. In the event a stockholder does not designate the order and fewer than all shares are purchased due to proration or otherwise, the depositary will select the order of shares purchased.

If the number of Series A shares properly tendered and not properly withdrawn prior to the expiration date of the Series A tender offer is less than or equal to 5,084,746 shares, or such greater number of shares as we may elect to purchase pursuant to the Series A tender offer, subject to applicable law, we will, upon the terms and subject to the conditions of the Series A tender offer, purchase all Series A shares so tendered at the Series A purchase price. If the number of Series C shares properly tendered and not properly withdrawn prior to the expiration date of the Series C tender offer is less than or equal to 5,246,590 shares, or such greater number of shares as we may elect to purchase pursuant to the Series C tender offer, subject to applicable law, we will, upon the terms and subject to the conditions of the Series C tender offer, purchase all Series C shares so tendered at the Series C purchase price.

Priority of Purchases.

Series A Tender Offer. Upon the terms and subject to the conditions of the Series A tender offer, if more than 5,084,746 Series A shares, or such greater number of Series A shares as we may elect to accept for payment, subject to applicable law, have been properly tendered at prices at or below the Series A purchase price and not properly withdrawn prior to the expiration date for the Series A tender offer, we will purchase properly tendered and not properly withdrawn Series A shares on the basis set forth below:

- *First*, upon the terms and subject to the conditions of the Series A tender offer, we will purchase all Series A shares tendered by any Odd Lot Holder (as defined below) of Series A shares who:
 - tenders all Series A shares beneficially owned by such Odd Lot Holder at a price at or below the Series A purchase price (tenders of less than all of the Series A shares owned by such odd lot holder will not qualify for this preference); and
 - completes the section entitled "Odd Lots" in the applicable letter of transmittal and, if applicable, in the appropriate notice of guaranteed delivery.
- *Second*, subject to the conditional tender provisions described in Section 6, we will purchase all other Series A shares properly tendered at prices at or below the Series A purchase price and not properly withdrawn on a pro rata basis with appropriate adjustments to avoid purchases of fractional shares, as described below.
- *Third*, if necessary to permit us to purchase 5,084,746 Series A shares (or such greater number of Series A shares as we may elect to accept for payment), Series A shares conditionally tendered and not properly withdrawn (for which the condition requiring us to purchase a specified number of Series A shares was not initially satisfied) at or below the purchase price

determined in the Series A tender offer, will, to the extent feasible, be selected for purchase by random lot. To be eligible for purchase by random lot, stockholders whose Series A shares are conditionally tendered must have tendered all of their Series A shares.

As a result of the foregoing priorities applicable to the purchase of Series A shares tendered, it is possible that all of the Series A shares that a stockholder tenders in the Series A tender offer may not be purchased even if they are tendered at prices at or below the Series A purchase price. In addition, if a tender is conditioned upon the purchase of a specified number of Series A shares, it is possible that none of those Series A shares will be purchased even though those Series A shares were tendered at prices at or below the Series A purchase price.

Series C Tender Offer. Upon the terms and subject to the conditions of the Series C tender offer, if more than 5,246,590 Series C shares, or such greater number of Series C shares as we may elect to accept for payment, subject to applicable law, have been properly tendered at prices at or below the Series C purchase price and not properly withdrawn prior to the expiration date for the Series C tender offer, we will purchase properly tendered and not properly withdrawn Series C shares on the basis set forth below:

- *First*, upon the terms and subject to the conditions of the Series C tender offer, we will purchase all Series C shares tendered by any Odd Lot Holder (as defined below) of Series C shares who:
 - tenders all Series C shares beneficially owned by such Odd Lot Holder at a price at or below the Series C purchase price (tenders of less than all of the Series C shares owned by such odd lot holder will not qualify for this preference); and
 - completes the section entitled "Odd Lots" in the applicable letter of transmittal and, if applicable, in the appropriate notice of guaranteed delivery.
- *Second*, subject to the conditional tender provisions described in Section 6, we will purchase all other Series C shares properly tendered at prices at or below the Series C purchase price and not properly withdrawn on a pro rata basis with appropriate adjustments to avoid purchases of fractional shares, as described below.
- *Third*, if necessary to permit us to purchase 5,246,590 Series C shares (or such greater number of Series C shares as we may elect to accept for payment), Series C shares conditionally tendered and not properly withdrawn (for which the condition requiring us to purchase a specified number of Series C shares was not initially satisfied) at or below the purchase price determined in the Series C tender offer, will, to the extent feasible, be selected for purchase by random lot. To be eligible for purchase by random lot, stockholders whose Series C shares are conditionally tendered must have tendered all of their Series C shares.

As a result of the foregoing priorities applicable to the purchase of Series C shares tendered, it is possible that all of the Series C shares that a stockholder tenders in the Series C tender offer may not be purchased even if they are tendered at prices at or below the Series C purchase price. In addition, if a tender is conditioned upon the purchase of a specified number of Series C shares, it is possible that none of those Series C shares will be purchased even though those Series C shares were tendered at prices at or below the Series C purchase price.

Odd Lots. The term "odd lots" means, with respect to the Series A shares and the Series C shares, all shares of such series properly tendered prior to the applicable expiration date at prices at or below the applicable purchase price and not properly withdrawn by any person (an "Odd Lot Holder") who beneficially owned fewer than 100 Series A shares or Series C shares, as the case may be, and so certified in the appropriate place in the applicable letter of transmittal and, if applicable, in the appropriate notice of guaranteed delivery. "Odd lots" are determined on a series by series basis. Accordingly, if you own less than 100 Series A shares and 100 or more Series C shares you would be

an Odd Lot Holder for purposes of the Series A tender offer, but you would not be an Odd Lot Holder for purposes of the Series C tender offer.

To qualify for the odd lot preference with respect to either tender offer, an Odd Lot Holder must tender all Series A shares or all Series C shares, as applicable, owned by the Odd Lot Holder in accordance with the procedures described in Section 3. Odd Lots will be accepted for payment before any proration of the purchase of other tendered shares. This preference is not available to partial tenders or to beneficial or record holders of an aggregate of 100 or more Series A shares, in the case of the Series A tender offer, or 100 or more Series C shares, in the case of the Series C tender offer, even if these holders have separate accounts or certificates representing fewer than 100 Series A shares or Series C shares. By tendering in the tender offers, an Odd Lot Holder who holds shares in its name and tenders its shares directly to the depositary would not only avoid the payment of brokerage commissions, but also would avoid any applicable odd lot discounts in a sale of the holder's shares. Any Odd Lot Holder wishing to tender all of its Series A shares or Series C shares, as applicable, pursuant to the tender offers should complete the section entitled "Odd Lots" in the applicable letter of transmittal and, if applicable, in the appropriate notice of guaranteed delivery.

Proration. Upon the terms and subject to the conditions of each tender offer (including the odd lot preference discussed above and the conditional tender provisions discussed in Section 6), if more than 5,084,746 Series A shares or 5,246,590 Series C shares, or such greater number of shares of either series as we may elect to purchase, subject to applicable law, have been properly tendered at prices at or below the Series A purchase price or the Series C purchase price, as the case may be, and not properly withdrawn before the applicable expiration date, we will purchase such properly tendered and not properly withdrawn Series A or Series C shares, as the case may be, on a pro rata basis, with appropriate adjustments to avoid purchases of fractional shares.

If proration of tendered Series A shares or Series C shares is required, we will determine the proration factor for those shares promptly after the expiration date of the applicable tender offer. The proration factor with regard to each tender offer that is over-subscribed will be determined by dividing the maximum number of Series A shares or Series C shares, as applicable, sought by us to be purchased in such tender offer (minus the number of shares of such series to be purchased from Odd Lot Holders) by the total number of shares of the applicable series that are properly tendered pursuant to that tender offer, and not properly withdrawn, at or below the Series A purchase price or the Series C purchase price, as the case may be (minus the number of shares of such series to be purchased from Odd Lot Holders). We will then determine the number of shares we will purchase from each stockholder (other than Odd Lot Holders) from whom we purchase shares in the over-subscribed tender offer by multiplying the number of shares properly tendered by that stockholder in that tender offer at prices at or below the Series A purchase price or the Series C purchase price, as the case may be, and not properly withdrawn, by the proration factor for that tender offer. Because of the difficulty in determining the number of shares properly tendered, including shares tendered by guaranteed delivery procedures, and not properly withdrawn, and because of the odd lot priority described above and the conditional tender procedure described in Section 6, we do not expect to be able to announce the final proration factor or commence payment for any shares purchased under a tender offer until approximately five to seven business days after the expiration date for that tender offer. The final results of any proration will be announced by press release promptly after the determination thereof.

As described in Section 13, the number of shares that we will purchase from a stockholder under either tender offer may affect the United States federal income tax consequences to that stockholder and, therefore, may be relevant to a stockholder's decision whether or not to tender shares and whether to condition any tender upon our purchase of a stated number of shares held by such stockholder.

This offer to purchase and the related letters of transmittal will be mailed to record holders of Series A shares and Series C shares and will be furnished to brokers, dealers, commercial banks and trust companies whose names, or the names of whose nominees, appear on Liberty Global's stockholder list or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of Series A shares and Series C shares.

2. BACKGROUND AND PURPOSE OF THE TENDER OFFERS

Purpose of the Tender Offers. In June 2006, we purchased, pursuant to the terms of the 2006 Fixed Price Tender Offers we commenced on May 18, 2006, 10,000,000 Series A shares at a purchase price of \$25.00 per share and 10,288,066 Series C shares at a purchase price of \$24.30 per share. In September 2006, we purchased, pursuant to the terms of the 2006 Dutch Auction Tender Offers we commenced on August 11, 2006, 20,000,000 Series A shares at a purchase price of \$25.00 per share and 20,534,000 Series C shares at a purchase price of \$24.35 per share. Each of those tender offers was made because we felt our stock was undervalued, and that purchasing our shares was an attractive and prudent investment for Liberty Global. We are making the Series A tender offer and the Series C tender offer because we continue to believe that our stock prices do not accurately reflect our current business or the long-term prospects of our company, particularly in relation to the prices and multiples at which European cable properties are being purchased. We believe that shrinking our equity base, in conjunction with continued investment in our business and strategic acquisitions and divestitures, is the best way to create long-term value for our stockholders.

We believe that the modified "Dutch Auction" tender offers provide stockholders (particularly those who, because of the size of their shareholdings, might not be able to sell their Series A shares and/or Series C shares without potential disruption to the applicable share price) with an opportunity to obtain liquidity with respect to all or a portion of their Series A shares and/or Series C shares, without potential disruption to the applicable share price and the usual transaction costs associated with market sales.

Furthermore, "odd lot" holders who hold shares registered in their names and tender their shares directly to the depositary and whose shares are purchased pursuant to the tender offers will avoid any applicable odd lot discounts that might be payable on sales of their shares. In considering the current tender offers, our management and board of directors evaluated our operations, strategy and expectations and determined that repurchasing our shares at this time continues to constitute a prudent use of our financial resources.

Certain Effects of the Tender Offers. The tender offers may present some potential risks and disadvantages to our continuing stockholders, including:

- The Series A tender offer will increase the relative voting power of holders of outstanding shares of our Series B common stock relative to the voting power of holders of our Series A shares. Our Series C shares do not vote, except as required by Delaware law. Our shares of Series B common stock provide holders with ten votes per share with respect to the election of directors and matters generally subject to a stockholders vote, whereas our Series A shares provide holders with one vote per share. The shares of Series B common stock are also convertible on a one-for-one basis into Series A shares. The extent of the increase in the relative voting power of the shares of Series B common stock will depend on the amount of Series A shares we purchase in the Series A tender offer. Were the Series A tender offer to be fully subscribed by holders of our Series A shares, the voting power of holders of our outstanding shares of Series B common stock would increase from 27.0% (as of November 10, 2006) to 27.6%.
- The Series A tender offer will increase the voting power of our Chairman, John C. Malone, who has advised us that he does not intend to tender any of his shares into the tender offers. The

extent of the increase will depend on the amount of Series A shares that we purchase in the Series A tender offer. If the Series A tender offer is fully subscribed by holders of our Series A shares, Mr. Malone, who beneficially owned shares of our common stock (including shares purchasable upon exercise of options) representing approximately 30.2% of our aggregate voting power as of November 10, 2006 (consisting of his beneficial ownership of less than 1% of our Series A shares, approximately 91.6% of our shares of Series B common stock and approximately 4.9% of our Series C shares) would beneficially own shares of our common stock representing approximately 30.7% of our aggregate voting power. By virtue of Mr. Malone's voting power in our company as well as his position as our Chairman, Mr. Malone has significant influence over the outcome of any corporate transaction or other matters submitted to our stockholders for approval, including the election of directors, mergers, consolidations and the sale of all or substantially all of our assets. Mr. Malone's rights to vote or dispose of his equity interests in our company are not subject to any restrictions in favor of us other than as may be required by applicable law and except, in the case of options and restricted stock, for customary transfer restrictions pursuant to incentive award agreements. If the Series A tender offer is fully subscribed by holders of our Series A shares, the aggregate voting power of our directors and executive officers (other than Mr. Malone), who beneficially owned shares of common stock (including shares purchasable upon exercise of options) representing approximately 1.5% of our aggregate voting power as of November 10, 2006, would remain substantially the same.

Our directors and executive officers have each advised us that they do not intend to tender any of their shares in the tender offers. If the directors and executive officers do not tender any of their shares in the tender offers and we complete the tender offers, the proportional holdings of our directors and executive officers in our company will increase. However, our directors and executive officers may, in compliance with applicable law, sell their shares in open market transactions at prices that may or may not be more favorable than the applicable purchase price to be paid to our stockholders in the tender offers. See Section 11.

The tender offers will reduce our "public float" (the number of shares owned by non-affiliate stockholders and available for trading in the securities markets), and is likely to reduce the number of our stockholders.

Stockholders who do not tender their shares pursuant to the tender offers and stockholders who otherwise retain an equity interest in Liberty Global as a result of a partial tender of shares or proration will continue to be owners of Liberty Global. As a result, if we complete the tender offers, those stockholders will realize a proportionate increase in their relative equity interest in Liberty Global and will bear the attendant risks associated with owning our equity securities, including risks resulting from our purchase of shares. Stockholders may be able to sell non-tendered shares in the future on the open market, or otherwise, at a net price significantly higher or lower than the purchase price in the tender offers. We can give no assurance as to the price at which a stockholder may be able to sell its shares in the future.

We may in the future purchase additional Series A shares and/or Series C shares on the open market, in private transactions, through tender offers or otherwise. Any additional purchases may be on the same terms or on terms that are more or less favorable to stockholders than the terms of the tender offers. However, SEC Rule 13e-4(f)(6) prohibits Liberty Global and its affiliates from purchasing any Series A shares or Series C shares, other than pursuant to the tender offers, until at least ten business days after the expiration or earlier termination of the tender offers.

Shares acquired pursuant to the tender offers will be restored to the status of authorized but unissued shares and will be available for us to issue in the future without further stockholder action (except as required by applicable law or the rules of the Nasdaq Global Select Market). Liberty Global

could use shares without stockholder approval to acquire other businesses, to raise additional capital, to distribute as stock dividends, and/or for other purposes.

OUR BOARD OF DIRECTORS HAS APPROVED THE TENDER OFFERS. HOWEVER, NEITHER WE NOR OUR BOARD OF DIRECTORS, THE DEPOSITARY OR THE INFORMATION AGENT MAKES ANY RECOMMENDATION TO YOU AS TO WHETHER YOU SHOULD TENDER OR REFRAIN FROM TENDERING YOUR SERIES A SHARES OR YOUR SERIES C SHARES. YOU MUST MAKE YOUR OWN DECISION AS TO WHETHER TO TENDER YOUR SHARES AND, IF SO, HOW MANY SHARES TO TENDER AND THE PRICE AT WHICH YOU WILL TENDER THEM.

3. PROCEDURES FOR TENDERING SHARES

Proper Tender of Shares. For shares to be tendered properly under the tender offers, (1) the certificates for such shares (or confirmation of receipt of such shares under the procedure for book-entry transfer set forth below), together with a properly completed and duly executed applicable letter of transmittal (or a manually signed facsimile thereof), including any required signature guarantees, or an "agent's message" (as defined below), and any other documents required by such letter of transmittal, must be received before 12:00 Midnight, New York City time, on the applicable expiration date by the depositary at its address set forth on the back cover page of this offer to purchase or (2) the tendering stockholder must comply with the guaranteed delivery procedure set forth below.

Stockholders who hold shares through brokers or banks are urged to consult the brokers or banks to determine whether transaction costs are applicable if stockholders tender shares through the brokers or banks and not directly to the depositary.

In accordance with Instruction 6 of the blue letter of transmittal for Series A shares, each stockholder desiring to tender Series A shares pursuant to the Series A tender offer must either (1) check the box in the section of the letter of transmittal captioned "Series A Shares Tendered at Price Determined in the Series A Tender Offer," in which case you will be deemed to have tendered your Series A shares at the minimum price of \$26.08 per share (**YOU SHOULD UNDERSTAND THAT THIS ELECTION MAY LOWER THE SERIES A PURCHASE PRICE PAID FOR ALL PURCHASED SERIES A SHARES IN THE SERIES A TENDER OFFER AND COULD RESULT IN THE TENDERED SERIES A SHARES BEING PURCHASED AT THE MINIMUM PRICE OF \$26.08 PER SERIES A SHARE**) or (ii) check one, and only one, of the boxes corresponding to the price at which Series A shares are being tendered in the section of the letter of transmittal captioned "Series A Shares Tendered at Price Determined by Stockholder." A tender of Series A shares will be proper if one, and only one, of these boxes is checked on the letter of transmittal.

In accordance with Instruction 6 of the green letter of transmittal for Series C shares, each stockholder desiring to tender Series C shares pursuant to the Series C tender offer must either (1) check the box in the section of the letter of transmittal captioned "Series C Shares Tendered at Price Determined in the Series C Tender Offer," in which case you will be deemed to have tendered your Series C shares at the minimum price of \$25.27 per share (**YOU SHOULD UNDERSTAND THAT THIS ELECTION MAY LOWER THE SERIES C PURCHASE PRICE PAID FOR ALL PURCHASED SERIES C SHARES IN THE SERIES C TENDER OFFER AND COULD RESULT IN THE TENDERED SERIES C SHARES BEING PURCHASED AT THE MINIMUM PRICE OF \$25.27 PER SERIES C SHARE**) or (ii) check one, and only one, of the boxes corresponding to the price at which Series C shares are being tendered in the section of the letter of transmittal captioned "Series C Shares Tendered at Price Determined by Stockholder." A tender of Series C shares will be proper if one, and only one, of these boxes is checked on the letter of transmittal.

If tendering stockholders wish to maximize the chance that we will purchase their shares, they should check the box in the section of the letter of transmittal captioned "Series A Shares Tendered at Price Determined Pursuant to the Series A Tender Offer" and/or "Series C Shares Tendered at Price Determined Pursuant to the Series C Tender Offer" (as applicable). Note that this election could result in Liberty Global purchasing the tendered shares at the minimum price of \$26.08 per Series A share and the minimum price of \$25.27 per Series C share. The lower end of the price range for each tender offer is below the closing sale price for the Series A shares and Series C shares, respectively, on November 28, 2006, the last full trading day before the initial public announcement of the tender offers, when the closing sale price on the Nasdaq Global Select Market for a Series A share and a Series C share was \$26.61 and \$25.79, respectively.

Stockholders also can specify the order in which we will purchase shares tendered in the tender offers in the event that, as a result of the proration provisions or otherwise, we purchase some but not all of the tendered shares pursuant to the tender offers. In the event a stockholder does not designate the order and fewer than all shares are purchased due to proration or otherwise, the depositary will select the order of shares purchased.

Odd Lot Holders must tender all of their Series A shares or Series C shares, as applicable, and also complete the section titled "Odd Lots" in the applicable letter of transmittal and, if applicable, in the appropriate notice of guaranteed delivery, to qualify for the preferential treatment available to Odd Lot Holders as set forth above.

A stockholder who desires to tender shares of the same series at more than one price must complete a separate letter of transmittal for such tender offer for each price, provided that a stockholder may not tender the same shares (unless properly withdrawn previously in accordance with Section 4) at more than one price. In the event a stockholder has submitted multiple letters of transmittal in order to tender shares of the same series at more than one price, a separate notice of withdrawal must be submitted in accordance with the terms of the tender offers with respect to each separate letter of transmittal in order for such withdrawals to be effective.

TO TENDER SHARES PROPERLY, STOCKHOLDERS MUST CHECK ONE AND ONLY ONE PRICE BOX IN THE APPROPRIATE SECTION OF EACH LETTER OF TRANSMITTAL. IF YOU CHECK MORE THAN ONE BOX OR IF YOU FAIL TO CHECK ANY BOX AT ALL YOU WILL NOT HAVE VALIDLY TENDERED YOUR SHARES.

Signature Guarantees and Method of Delivery. No signature guarantee is required: (1) if the applicable letter of transmittal is signed by the registered holder of the shares (which term, for purposes of this Section 3, shall include any participant in The Depository Trust Company, referred to as the "book-entry transfer facility", whose name appears on a security position listing as the owner of the shares) tendered therewith and such holder has not completed either the box captioned "Special Delivery Instructions" or the box captioned "Special Payment Instructions" on the applicable letter of transmittal; or (2) if shares are tendered for the account of a bank, broker, dealer, credit union, savings association or other entity which is a member in good standing of the Securities Transfer Agents Medallion Program or a bank, broker, dealer, credit union, savings association or other entity which is an "eligible guarantor institution", as such term is defined in Rule 17Ad-15 under the Exchange Act. If a certificate for shares is registered in the name of a person other than the person executing a proper letter of transmittal, or if payment is to be made to a person other than the registered holder, then the certificate must be endorsed or accompanied by an appropriate stock power, in either case signed exactly as the name of the registered holder appears on the certificate, with the signature guaranteed by an eligible guarantor institution.

Payment for shares tendered and accepted for payment under the tender offers will be made only after timely receipt by the depositary of certificates for such shares or a timely confirmation of the book-entry transfer of such shares into the depositary's account at the book-entry transfer facility as

described above, a properly completed and duly executed applicable letter of transmittal or a manually signed facsimile thereof, or an agent's message in the case of a book-entry transfer, and any other documents required by the applicable letter of transmittal. THE METHOD OF DELIVERY OF ALL DOCUMENTS, INCLUDING CERTIFICATES FOR SHARES, THE PROPER LETTER OF TRANSMITTAL AND ANY OTHER REQUIRED DOCUMENTS, IS AT THE ELECTION AND RISK OF THE TENDERING STOCKHOLDER. IF DELIVERY IS BY MAIL, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED, IS RECOMMENDED.

Book-Entry Delivery. The depository will establish an account with respect to the shares for purposes of the tender offers at the book-entry transfer facility within two business days after the date of this offer to purchase, and any financial institution that is a participant in the book-entry transfer facility's system may make book-entry delivery of Series A shares and Series C shares by causing the book-entry transfer facility to transfer those shares into the depository's account in accordance with the book-entry transfer facility's procedures for transfer. Although delivery of shares may be effected through a book-entry transfer into the depository's account at the book-entry transfer facility, either (1) a properly completed and duly executed applicable letter of transmittal or a manually signed facsimile thereof with any required signature guarantees, or an agent's message, and any other required documents must, in any case, be transmitted to and received by the depository at its address set forth on the back cover page of this offer to purchase before the expiration date or (2) the guaranteed delivery procedure described below must be followed. DELIVERY OF THE PROPER LETTER OF TRANSMITTAL AND ANY OTHER REQUIRED DOCUMENTS TO THE BOOK-ENTRY TRANSFER FACILITY DOES NOT CONSTITUTE DELIVERY TO THE DEPOSITARY.

The term "agent's message" means a message transmitted by the book-entry transfer facility to, and received by, the depository, which states that the book-entry transfer facility has received an express acknowledgment from the participant in the book-entry transfer facility tendering the shares that such participant has received and agrees to be bound by the terms of the applicable letter of transmittal and that we may enforce such agreement against such participant.

U.S. Federal Backup Withholding Tax. Under the U.S. federal income tax backup withholding rules, unless an exemption applies under the applicable law and regulations, 28% of the gross proceeds payable to a stockholder or other payee pursuant to the tender offers must be withheld and remitted to the IRS, unless the stockholder or other payee provides its taxpayer identification number (employer identification number or social security number) to the depository (as payer) as well as certain other information and certifies under penalties of perjury that the number is correct, the stockholder is a U.S. person and the stockholder is not subject to backup withholding. Therefore, each tendering stockholder that is a United States Holder (as defined in Section 13) should complete and sign the Substitute Form W-9 included as part of each letter of transmittal so as to provide the information and certification necessary to avoid backup withholding unless the stockholder otherwise establishes to the satisfaction of the depository that the stockholder is not subject to backup withholding. If a United States Holder does not provide the depository with the correct taxpayer identification number, the United States Holder may be subject to penalties imposed by the IRS. If backup withholding results in an overpayment of taxes, a refund may be obtained from the IRS in accordance with its refund procedures. Certain "exempt recipients" (including, among others, all corporations and certain Non-United States Holders (as defined in Section 13)) are not subject to backup withholding. In order for a Non-United States Holder to qualify as an exempt recipient, that stockholder must submit an IRS Form W-8BEN or W-8ECI (or in the case of certain foreign partnerships and other foreign intermediaries, Form W-8IMY), signed under penalties of perjury, attesting to that stockholder's exempt status. This statement can be obtained from the depository. See Instruction 12 of the related letters of transmittal.

TO PREVENT U.S. FEDERAL INCOME TAX BACKUP WITHHOLDING EQUAL TO 28% OF THE GROSS PAYMENT MADE TO STOCKHOLDERS FOR SHARES PURCHASED PURSUANT TO A TENDER OFFER, EACH STOCKHOLDER THAT IS A UNITED STATES HOLDER AND DOES NOT OTHERWISE ESTABLISH AN EXEMPTION FROM THE BACKUP WITHHOLDING MUST PROVIDE THE DEPOSITARY WITH THE STOCKHOLDER'S CORRECT TAXPAYER IDENTIFICATION NUMBER AND PROVIDE OTHER INFORMATION BY COMPLETING THE SUBSTITUTE FORM W-9 INCLUDED AS PART OF EACH LETTER OF TRANSMITTAL.

For a discussion of United States federal income tax consequences to tendering stockholders, see Section 13.

Withholding for Non-United States Holders. Even if a Non-United States Holder has provided the required certification to avoid backup withholding, the depositary will withhold U.S. federal income taxes equal to 30% of the gross payments payable to a Non-United States Holder or his agent unless the depositary determines that a reduced rate of withholding is available under a tax treaty or that an exemption from withholding is applicable because the gross proceeds are effectively connected with the conduct of a trade or business within the United States (and, if a treaty applies, the gross proceeds are generally attributable to a United States permanent establishment maintained by such Non-United States Holder). To obtain a reduced rate of withholding under a tax treaty, a Non-United States Holder must deliver to the depositary a properly completed and executed IRS Form W-8BEN before the payment is made. To obtain an exemption from withholding on the grounds that the gross proceeds paid pursuant to the tender offers are effectively connected with the conduct of a trade or business within the United States, a Non-United States Holder must deliver to the depositary a properly completed and executed IRS Form W-8ECI. In the case of certain Non-United States Holders that are foreign partnerships (or other foreign intermediaries), Form W-8IMY should be filed. A Non-United States Holder that qualifies for an exemption from withholding by delivering IRS Form W-8ECI will generally be required to file a U.S. federal income tax return and generally will be subject to U.S. federal income tax on income derived from the sale of shares pursuant to the tender offers in the manner and to the extent described in Section 13 as if it were a United States Holder, and in the case of a foreign corporation, such income may be subject to the branch profit tax at a rate of 30% (or a lower rate specified in an applicable income tax treaty). The depositary will determine a stockholder's status as a Non-United States Holder and eligibility for a reduced rate of, or exemption from, withholding by reference to any outstanding, valid certificates or statements concerning eligibility for a reduced rate of, or exemption from, withholding (e.g., IRS Form W-8BEN, IRS Form W-8ECI or IRS Form W-8IMY) unless facts and circumstances indicate that reliance is not warranted.

A Non-United States Holder may be eligible to obtain a refund of all or a portion of any tax withheld if the Non-United States Holder meets the "complete termination," "substantially disproportionate" or "not essentially equivalent to a dividend" tests described in Section 13 that would characterize the exchange as a sale (as opposed to a dividend) with respect to which the Non-United States Holder is not subject to tax or is otherwise able to establish that no tax or a reduced amount of tax is due.

NON-UNITED STATES HOLDERS ARE URGED TO CONSULT THEIR TAX ADVISORS REGARDING THE APPLICATION OF U.S. FEDERAL INCOME TAX WITHHOLDING, INCLUDING ELIGIBILITY FOR A WITHHOLDING TAX REDUCTION OR EXEMPTION, AND THE REFUND PROCEDURE.

Guaranteed Delivery. If a stockholder desires to tender Series A shares and/or Series C shares under a tender offer and the stockholder's share certificates are not immediately available or cannot be delivered to the depositary before the applicable expiration date, or the procedure for book-entry transfer cannot be completed on a timely basis, or if time will not permit all required documents to

reach the depository before the applicable expiration date, the shares may nevertheless be tendered, provided that all of the following conditions are satisfied:

(a) the tender is made by or through an eligible guarantor institution;

(b) the depository receives by hand, mail, overnight courier, telegram or facsimile transmission, before the applicable expiration date, a properly completed and duly executed notice of guaranteed delivery in the form Liberty Global has provided with this document, including (where required) a signature guarantee by an eligible guarantor institution in the form set forth in such notice of guaranteed delivery; and

(c) the certificates for all tendered shares, in proper form for transfer, or confirmation of book-entry transfer of such shares into the depository's account at the book-entry transfer facility, together with a properly completed and duly executed applicable letter of transmittal, or a manually signed facsimile thereof, and any required signature guarantees, or an agent's message, and any other documents required by the applicable letter of transmittal, are received by the depository within three Nasdaq Global Select Market trading days after the date of receipt by the depository of the notice of guaranteed delivery.

Return of Unpurchased Shares. If any tendered shares are not purchased under a tender offer or are properly withdrawn before the applicable expiration date, or if less than all shares evidenced by a stockholder's certificates are tendered, certificates for unpurchased shares will be returned promptly after the expiration or termination of such tender offer or the proper withdrawal of the shares, as applicable, or, in the case of shares tendered by book-entry transfer at the book-entry transfer facility, the shares will be credited to the appropriate account maintained by the tendering stockholder at the book-entry transfer facility, in each case without expense to the stockholder.

Determination of Validity; Rejection of Shares; Waiver of Defects; No Obligation to give Notice of Defects. All questions as to the number of Series A shares and Series C shares to be accepted, the price that we will pay for the shares that we accept and the validity, form, eligibility (including time of receipt) and acceptance for payment of any tender of shares will be determined by us, in our sole discretion, and our determination will be final and binding on all parties (absent manifest error). We reserve the absolute right to reject any or all tenders of any shares that we determine are not in proper form or the acceptance for payment of or payment for which we determine may be unlawful. We also reserve the absolute right to waive any of the conditions of either or both tender offers or any defect or irregularity in any tender; provided that we will not waive any condition of either tender offer with respect to a tender unless we waive that condition for all tenders made in such tender offer. Our interpretation of the terms of each tender offer will be final and binding on all parties. No tender of shares will be deemed to have been properly made until all defects or irregularities have been cured by the tendering stockholder or waived by us. None of Liberty Global, the depository, the information agent, or any other person will be under any duty to give notification of any defects or irregularities in any tender or incur any liability for failure to give any such notification.

Tendering Stockholder's Representation and Warranty; Liberty Global's Acceptance Constitutes an Agreement. A tender of Series A shares and/or Series C shares under any of the procedures described above will constitute the tendering stockholder's acceptance of the terms and conditions of the applicable tender offer, as well as the tendering stockholder's representation and warranty to us that (1) the stockholder has a net long position in the shares or equivalent securities at least equal to the shares tendered within the meaning of Rule 14e-4 promulgated by the SEC under the Exchange Act and (2) the tender of shares complies with Rule 14e-4. It is a violation of Rule 14e-4 for a person, directly or indirectly, to tender shares for that person's own account unless, at the time of tender and at the end of the proration period or period during which shares are accepted by lot (including any extensions thereof), the person so tendering (1) has a net long position equal to or greater than the amount tendered in (x) the subject securities or (y) securities immediately convertible into, or

exchangeable or exercisable for, the subject securities and (2) will deliver or cause to be delivered the shares in accordance with the terms of such tender offer. Rule 14e-4 provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person. Our acceptance for payment of shares tendered under a tender offer will constitute a binding agreement between the tendering stockholder and us upon the terms and conditions of that tender offer.

Lost or Destroyed Certificates. If the share certificates which a registered stockholder wants to surrender have been lost, destroyed or stolen, the stockholder should follow the instructions set forth in the applicable letter of transmittal. See Instruction 15 of each letter of transmittal.

CERTIFICATES FOR TENDERED SHARES, TOGETHER WITH A PROPERLY COMPLETED AND DULY EXECUTED APPLICABLE LETTER OF TRANSMITTAL OR FACSIMILE THEREOF, OR AN AGENT'S MESSAGE, AND ANY OTHER DOCUMENTS REQUIRED BY THE APPLICABLE LETTER OF TRANSMITTAL, MUST BE DELIVERED TO THE DEPOSITARY AND NOT TO LIBERTY GLOBAL OR THE INFORMATION AGENT. ANY SUCH DOCUMENTS DELIVERED TO LIBERTY GLOBAL OR THE INFORMATION AGENT WILL NOT BE FORWARDED TO THE DEPOSITARY AND THEREFORE WILL NOT BE DEEMED TO BE PROPERLY TENDERED.

4. WITHDRAWAL RIGHTS

Except as otherwise provided in this Section 4, tenders of shares under either tender offer are irrevocable. Shares tendered under either tender offer may be withdrawn at any time before the expiration date of that tender offer and, unless theretofore accepted for payment by us under that tender offer, may also be withdrawn at any time after 5:00 p.m., New York City time, on January 31, 2007.

For a withdrawal to be effective, a written or facsimile transmission notice of withdrawal must be timely received by the depositary at its address set forth on the back cover page of this offer to purchase. Any such notice of withdrawal must specify the name of the tendering stockholder, the series and number of shares to be withdrawn and the name of the registered holder of such shares. If the certificates for shares to be withdrawn have been delivered or otherwise identified to the depositary, then, before the release of such certificates, the serial numbers shown on such certificates must be submitted to the depositary and the signature(s) on the notice of withdrawal must be guaranteed by an eligible guarantor institution, unless such shares have been tendered for the account of an eligible guarantor institution.

If shares have been tendered under the procedure for book-entry transfer set forth in Section 3, any notice of withdrawal also must specify the name and the number of the account at the book-entry transfer facility to be credited with the withdrawn shares and must otherwise comply with such book-entry transfer facility's procedures. All questions as to the form and validity (including the time of receipt) of any notice of withdrawal will be determined by us, in our sole discretion, which determination will be final and binding. None of Liberty Global, the depositary, the information agent or any other person will be under any duty to give notification of any defects or irregularities in any notice of withdrawal or incur any liability for failure to give any such notification.

Withdrawals may not be rescinded and any shares properly withdrawn will thereafter be deemed not properly tendered for purposes of the applicable tender offer unless the withdrawn shares are properly re-tendered before the expiration date by following one of the procedures described in Section 3.

If we extend a tender offer, we are delayed in our purchase of shares or we are unable to purchase shares under a tender offer for any reason, then, without prejudice to our rights under such tender offer, the depositary may, subject to applicable law, retain tendered shares on our behalf, and such

shares may not be withdrawn except to the extent tendering stockholders are entitled to withdrawal rights as described in this Section 4.

5. PURCHASE OF SHARES AND PAYMENT OF PURCHASE PRICE

Upon the terms and subject to the conditions of each tender offer, promptly after the expiration date, Liberty Global:

- will determine the purchase price it will pay for the Series A shares properly tendered and not properly withdrawn before the expiration date of the Series A tender offer, taking into account the number of Series A shares so tendered and the prices specified by tendering stockholders, and will accept for payment and pay for, and thereby purchase, Series A shares properly tendered at prices at or below the Series A purchase price so determined and not properly withdrawn prior to such expiration date; and
- will determine the purchase price it will pay for the Series C shares properly tendered and not properly withdrawn before the expiration date of the Series C tender offer, taking into account the number of Series C shares so tendered and the prices specified by tendering stockholders, and will accept for payment and pay for, and thereby purchase, Series C shares properly tendered at prices at or below the Series C purchase price so determined and not properly withdrawn prior to such expiration date.

For purposes of each tender offer, we will be deemed to have accepted for payment, and therefore purchased, Series A shares or Series C shares, as the case may be, that are properly tendered at prices at or below the purchase price that is determined for such shares and are not properly withdrawn, subject to the "odd lot" priority, proration and conditional tender provisions of each tender offer, only when, as and if we give oral or written notice to the depository of our acceptance of such shares for payment under each tender offer.

Upon the terms and subject to the conditions of each tender offer, promptly after the expiration date therefor, we will accept for payment and pay (i) a single per share purchase price not greater than \$29.50 nor less than \$26.08 per share for 5,084,746 Series A shares and (ii) a single per share purchase price not greater than \$28.59 nor less than \$25.27 per share for 5,246,590 Series C shares, subject, in each case, to increase or decrease as provided in Section 14, if properly tendered and not properly withdrawn, or such fewer number of shares as are properly tendered and not properly withdrawn.

We will pay for shares purchased under each tender offer by depositing the aggregate purchase price for such shares with the depository, which will act as agent for tendering stockholders for the purpose of receiving payment from us and transmitting payment to the tendering stockholders.

In the event of proration in connection with a tender offer, we will determine the proration factor and pay for those tendered shares accepted for payment pursuant to such tender offer promptly after the expiration date therefor; however, we do not expect to be able to announce the final results of any proration and commence payment for shares purchased until approximately five to seven business days after such expiration date. Certificates for all shares tendered and not purchased, including all shares tendered at prices greater than the purchase price and shares not purchased due to proration or conditional tender, will be returned to the tendering stockholder, or, in the case of shares tendered by book-entry transfer, will be credited to the account maintained with the book-entry transfer facility by the participant therein who so delivered the shares, at our expense, promptly after the expiration date or termination of the tender offers without expense to the tendering stockholders. UNDER NO CIRCUMSTANCES WILL INTEREST ON THE PURCHASE PRICE BE PAID BY LIBERTY GLOBAL REGARDLESS OF ANY DELAY IN MAKING SUCH PAYMENT. In addition, if certain events occur prior to the expiration date for a tender offer, we may not be obligated to purchase shares under that tender offer. See Section 7.

We will pay all stock transfer taxes, if any, payable on the transfer to us of shares purchased under either tender offer. If, however, payment of the purchase price is to be made to any person other than the registered holder, or if tendered certificates are registered in the name of any person other than the person signing the applicable letter of transmittal, the amount of all stock transfer taxes, if any (whether imposed on the registered holder or the other person), payable on account of the transfer to the person will be deducted from the purchase price unless satisfactory evidence of the payment of the stock transfer taxes, or exemption therefrom, is submitted.

ANY TENDERING STOCKHOLDER OR OTHER PAYEE WHO FAILS TO COMPLETE FULLY, SIGN AND RETURN TO THE DEPOSITARY THE SUBSTITUTE FORM W-9 INCLUDED WITH EACH LETTER OF TRANSMITTAL (OR OTHERWISE ESTABLISH A VALID EXEMPTION) MAY BE SUBJECT TO FEDERAL INCOME TAX BACKUP WITHHOLDING OF 28% OF THE GROSS PROCEEDS PAID TO THE STOCKHOLDER OR OTHER PAYEE UNDER THE TENDER OFFERS. SEE SECTION 3. ALSO SEE SECTION 13 REGARDING UNITED STATES FEDERAL INCOME TAX CONSEQUENCES FOR FOREIGN STOCKHOLDERS.

6. CONDITIONAL TENDER OF SHARES

Subject to the limited exception for holders of odd lots, in the event of an over-subscription of the Series A tender offer and/or Series C tender offer, shares tendered at or below the applicable purchase price with respect to such shares prior to the applicable expiration date will be subject to proration. See Section 1. In order to avoid (in full or in part) possible proration, a stockholder may tender shares subject to the condition that we must purchase a specified minimum number of the stockholder's shares tendered pursuant to a letter of transmittal if we purchase any shares tendered. Any stockholder desiring to make a conditional tender must so indicate in the box entitled "Conditional Tender" in the letters of transmittal and indicate the minimum number of shares that we must purchase if we purchase any shares. We urge each stockholder to consult with his or her own financial or tax advisors with respect to such election.

After the applicable expiration date, if more than 5,084,746 Series A shares and/or 5,246,590 Series C shares (or, in each case, such greater number of shares as we may elect to purchase, subject to applicable law) are properly tendered and not properly withdrawn, so that we must prorate our acceptance of and payment for either or both series of such tendered shares, we will calculate a preliminary proration percentage with respect to such shares based upon all of such shares properly tendered, conditionally or unconditionally. If the effect of this preliminary proration would be to reduce the number of shares of a particular series that we purchase from any stockholder below the minimum number specified, the shares of such series conditionally tendered will automatically be regarded as withdrawn (except as provided in the next paragraph). All shares tendered by a stockholder subject to a conditional tender that are withdrawn as a result of proration will be returned at our expense to the tendering stockholder.

After giving effect to these withdrawals, we will accept the remaining shares of each series properly tendered, conditionally or unconditionally, on a pro rata basis with respect to each series, if necessary. If conditional tenders that would otherwise be regarded as withdrawn would cause the total number of Series A shares that we purchase to fall below 5,084,746 or the total number of Series C shares that we purchase to fall below 5,246,590 (or, in each case, such greater number of shares as we may elect to purchase, subject to applicable law) then, to the extent feasible, we will select enough of the applicable shares conditionally tendered that would otherwise have been withdrawn to permit us to purchase such number of shares. In selecting among the conditional tenders, we will select by random lot, treating all tenders by a particular taxpayer as a single lot, and will limit our purchase in each case to the designated minimum number of shares to be purchased. To be eligible for purchase by random lot, stockholders whose shares are conditionally tendered must have tendered all of their shares.

7. CERTAIN CONDITIONS OF THE TENDER OFFERS

Notwithstanding any other provision of the tender offers, and in addition to (and not in limitation of) our rights to extend and/or amend either or both tender offers at any time, we will not be required to accept for payment, purchase or pay for any shares tendered, and may terminate a tender offer or may postpone the acceptance for payment of, or the purchase of and the payment for shares tendered, subject to Rule 13e-4(f) under the Exchange Act, if at any time on or after the date of this offer to purchase and at or before the expiration date for such tender offer, any of the following events shall have occurred (or have been reasonably determined by us to have occurred):

(a) there shall have been threatened, instituted or pending any action or proceeding by any governmental, regulatory or administrative agency or authority or tribunal, domestic or foreign, or by any other person, domestic or foreign, before any court or governmental, regulatory, or administrative authority or agency or tribunal, domestic or foreign, that:

(1) challenges or seeks to make illegal, or to delay or otherwise directly or indirectly to restrain or prohibit the making of either tender offer, the acquisition of any shares pursuant to either tender offer, or consummation of either tender offer; or

(2) could reasonably be expected to have a material adverse effect on the business, condition (financial or other), assets, income, operations or prospects of Liberty Global and its subsidiaries, taken as a whole, or materially impair the contemplated benefits of the tender offers to Liberty Global;

(b) there shall have been any action threatened, pending or taken, or any approval withheld, or any statute, rule, regulation, judgment, order or injunction threatened, invoked, proposed, sought, promulgated, enacted, entered, amended, enforced or deemed to apply to either tender offer or to Liberty Global or any of its subsidiaries, by any court or any government or governmental, regulatory, or administrative agency or authority or tribunal, domestic or foreign, which, in Liberty Global's sole judgment, acting reasonably, would or might directly or indirectly result in any of the consequences referred to in clause (1) or (2) of paragraph (a) above;

(c) there shall have occurred:

(1) the declaration of any banking moratorium or suspension of payments in respect of banks by federal or state authorities in the United States or by any national, provincial or supranational authority in the European Union, Switzerland, Japan, Chile, or any other country in which any of Liberty Global's subsidiaries do business (whether or not mandatory);

(2) any general suspension of trading in, or a limitation on prices for, securities on any national securities exchange or market in the United States, any member of the European Union, Switzerland, Japan or Chile for more than three hours;

(3) the commencement of a war, act of terrorism, armed hostilities, or any other national or international crisis directly or indirectly involving the United States, any member of the European Union, Switzerland, Japan, Chile or any other country in which any of Liberty Global's subsidiaries does business;

(4) any limitation by any governmental, regulatory, or administrative agency or authority on the extension of credit by banks or other lending institutions in the United States, any member of the European Union, Japan or Chile;

(5) any change in the general political, market, economic, or financial conditions in the United States, any member of the European Union, Switzerland, Japan, Chile or any other country in which any of Liberty Global's subsidiaries do business that could reasonably be expected to have a material adverse effect on the business, condition (financial or otherwise), income, operations, or prospects of Liberty Global and its subsidiaries, taken as a whole;

(6) any suspension of, or limitation on, the markets for U.S. dollars, sterling, euros, Swiss francs, yen, Chilean pesos or other currency in which any material bank loan of Liberty Global or any of its subsidiaries is denominated, or any material change in the exchange rates of such currencies that could reasonably be expected to have a material adverse effect on the business, condition (financial or otherwise), income, operations, or prospects of Liberty Global and its subsidiaries, taken as a whole;

(7) in the case of any of the above conditions existing at the date of this offer to purchase, in Liberty Global's reasonable judgment, a material acceleration or worsening of it; or

(8) any decrease (i) in the market price of the Series A shares or the Series C shares on the Nasdaq Global Select Market or (ii) in the Nasdaq Composite Index, the New York Stock Exchange Index, the Dow Jones Industrial Average, or the S&P 500 Composite Index, in each case by an amount in excess of 10% during any period between the commencement of the tender offers on December 4, 2006 and the expiration date of either tender offer;

(d) any change or changes shall have occurred or been threatened or anticipated in the business, condition (financial or otherwise), assets, liabilities, income, operations, share ownership, or prospects of Liberty Global or its subsidiaries that could reasonably be expected to have a material adverse effect on Liberty Global and its subsidiaries, taken as a whole;

(e) a tender or exchange offer for any or all of the shares (other than the tender offers made hereby), or any merger, business combination, or other similar transaction with or involving Liberty Global, shall have been publicly proposed, announced or made by any person;

(f) any entity, "group" (as that term is used in Section 13(d)(3) of the Exchange Act) or person (other than entities, groups or persons who have filed with the Commission before November 28, 2006 a Schedule 13G or a Schedule 13D with respect to any of the shares) shall have acquired, or proposed to acquire, beneficial ownership of more than 5% of the outstanding shares of our common stock;

(g) any entity, group, or person who has filed with the SEC on or before the date of this offer to purchase a Schedule 13G or a Schedule 13D with respect to any shares of our common stock shall have acquired, or proposed to acquire, beneficial ownership of additional shares constituting more than 2% of the outstanding shares of our common stock or shall have been granted any option or right to acquire beneficial ownership of more than 2% of the outstanding shares of our common stock;

(h) any entity, person or group shall have filed a Notification and Report Form under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, or made a public announcement reflecting an intent to acquire shares of our common stock; or

(i) any approval, permit, authorization, favorable review or consent of any United States or foreign governmental, regulatory, or administrative agency or authority or any third party consents required to be obtained in connection with either tender offer shall not have been obtained on terms satisfactory to Liberty Global, in its sole judgment, acting reasonably.

The foregoing conditions are for the sole benefit of Liberty Global and may be asserted by Liberty Global regardless of the circumstances giving rise to any such condition, and may be waived by Liberty Global, in whole or in part, as to either tender offer or both tender offers at any time prior to the expiration date, in its sole discretion. Liberty Global's failure at any time to exercise any of the foregoing rights as to either tender offer or both tender offers shall not be deemed a waiver of any such right, and each such right shall be deemed an ongoing right which may be asserted by Liberty Global at any time, in its sole discretion, prior to the expiration date. Any determination or judgment by Liberty Global concerning the events described above will be final and binding on all parties.

8. PRICE RANGE OF SHARES

Price Ranges Of Shares. Liberty Global is the successor corporation to Liberty Media International, Inc., or LMI. On June 15, 2005, we completed certain mergers, which we refer to as the Liberty Global combination, whereby we acquired all of the capital stock of UnitedGlobalCom, Inc., or UGC, that our predecessor LMI did not already own, and LMI and UGC became our wholly owned subsidiaries. On September 6, 2005, we effected a stock split in the form of a one-for-one stock dividend of Series C shares to holders of record of Series A shares and of shares of our Series B common stock. All share prices presented in the table below have been retroactively adjusted to give effect to the stock dividend of Series C shares as though they had been issued and outstanding at the beginning of the periods presented in the table.

On May 16, 2006, Liberty Global announced the commencement of the 2006 Fixed Price Tender Offers to purchase up to 10,000,000 Series A shares for \$25.00 per share and up to 10,288,066 Series C shares for \$24.30 per share. The 2006 Fixed Price Tender Offers expired at 5:00 pm, New York City time, on June 15, 2006 and were oversubscribed. On August 11, 2006, Liberty Global announced the commencement of the 2006 Dutch Auction Tender Offers to purchase up to 20,000,000 Series A shares at a price not greater than \$25.00 nor less than \$22.00 per share and up to 20,534,000 Series C shares at a price not greater than \$24.35 nor less than \$21.43 per share. The 2006 Dutch Auction Tender Offers expired at 12:00 Midnight, New York City time, on September 8, 2006 and were oversubscribed. The purchase price for the Series A shares was \$25.00 per share and the purchase price for the Series C shares was \$24.35 per share. For more information regarding the 2006 Fixed Price Tender Offers and the 2006 Dutch Auction Tender Offers see Section 11.

Our Series A shares and Series C shares trade on the Nasdaq Global Select Market under the symbols "LBTYA" and "LBTYK," respectively. Regular trading in the shares began on June 8, 2004. The following table sets forth the range of high and low sales prices, as adjusted for the Series C stock dividend, of Series A shares and Series C shares for the periods indicated.

	Series A Common Stock		Series C Common Stock	
	High	Low	High	Low
Year Ended December 31, 2004				
Second Quarter (commencing on June 8, 2004)	\$ 19.52	\$ 17.46	\$ 19.06	\$ 17.49
Third Quarter	\$ 19.01	\$ 14.69	\$ 18.81	\$ 15.06
Fourth Quarter	\$ 24.28	\$ 17.08	\$ 23.23	\$ 16.70
Year Ended December 31, 2005				
First Quarter	\$ 24.50	\$ 21.81	\$ 23.56	\$ 21.12
Second Quarter	\$ 24.86	\$ 20.86	\$ 23.62	\$ 20.27
Third Quarter	\$ 27.35	\$ 23.40	\$ 26.38	\$ 22.39
Fourth Quarter	\$ 27.20	\$ 21.66	\$ 26.01	\$ 20.60
Year Ended December 31, 2006				
First Quarter	\$ 22.49	\$ 18.21	\$ 21.11	\$ 17.43
Second Quarter	\$ 23.45	\$ 20.35	\$ 23.06	\$ 19.77
Third Quarter	\$ 25.88	\$ 20.33	\$ 24.69	\$ 19.87
Fourth Quarter (through November 28, 2006)	\$ 27.71	\$ 25.04	\$ 26.82	\$ 22.31

On November 28, 2006, the last full trading day prior to our initial public announcement of the tender offers, the closing sale prices for the Series A shares and the Series C shares on the Nasdaq Global Select Market were \$26.61 and \$25.79, respectively. Stockholders are urged to obtain current market quotations for their shares.

9. SOURCE AND AMOUNT OF FUNDS

Assuming that 5,084,746 Series A shares are purchased in the Series A tender offer at a price between \$26.08 and \$29.50 per share, the aggregate purchase price for the Series A shares purchased in the Series A tender offer will be between \$132,610,176 and \$150,000,007. Assuming that 5,246,590 Series C shares are purchased in the Series C tender offer at a price between \$25.27 and \$28.59 per share, the aggregate purchase price for the Series C shares purchased in the Series C tender offer will be between \$132,581,329 and \$150,000,008.

We anticipate that we will pay for shares tendered in the tender offers and accepted by us, and all expenses attributable to the tender offers, from our cash on hand or other cash resources that are readily available to us. Neither tender offer is conditioned on the receipt of financing.

10. CERTAIN INFORMATION ABOUT US

We are an international broadband communications provider of video, voice and Internet access services, with consolidated broadband operations in 17 countries outside of the continental United States at September 30, 2006, primarily in Europe, Japan and Chile. Through our indirect wholly owned subsidiaries UPC Holding B.V. and Liberty Global Switzerland, Inc., which we refer to together as the UPC Broadband Division, we provided video, voice and Internet access services in 11 European countries at September 30, 2006. Through our indirect controlling ownership interest in Jupiter Telecommunications Co., Ltd., we provide video, voice and Internet access services in Japan. Through our indirect 80%-owned subsidiary VTR GlobalCom, S.A., we provide video, voice and Internet access services in Chile. We also have consolidated direct-to-home satellite operations in Australia, consolidated broadband communications operations in Puerto Rico, Brazil and Peru, non-controlling interests in broadband communications companies in Europe and Japan, consolidated interests in certain programming businesses in Europe and Argentina, and non-controlling interests in certain programming businesses in Europe, Japan, Australia and the Americas. Our consolidated programming interests in Europe are primarily held through our indirect wholly owned subsidiary chellomedia B.V., which also provides telecommunications and interactive digital services and owns or manages investments in various businesses in Europe. Certain of chellomedia's subsidiaries and affiliates provide programming and other services to our UPC Broadband Division.

We are the successor to LMI, which was formed on March 16, 2004 in contemplation of the spin off of certain international cable television and programming subsidiaries and assets of Liberty Media Corporation, or LMC, including a majority interest in UGC, an international broadband communications provider. On June 7, 2004, LMC distributed to its stockholders, on a pro rata basis, all of the outstanding shares of LMI's common stock, and LMI became an independent, publicly traded company on that date. Liberty Global was formed on January 13, 2005, for the purpose of effecting the acquisition by merger of all of the capital stock of LMI, and all of the capital stock of UGC that LMI did not already own. That acquisition was completed on June 15, 2005.

Our principal executive offices are located at 12300 Liberty Boulevard, Englewood, Colorado 80112, and our telephone number at that address is (303) 220-6600.

Where you can find more information about us. Liberty Global has filed with the SEC a Tender Offer Statement on Schedule TO, which includes additional information about the tender offers. This offer to purchase does not contain all the information included in the Schedule TO. We are subject to the information and reporting requirements of the Exchange Act and, in accordance with the Exchange Act, file periodic reports and other information with the SEC. You may read and copy any document that we file with the SEC at the Public Reference Room of the SEC at 100 F Street, NE, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at (800) SEC-0330. You may also inspect such filings on the Internet website maintained by the SEC at www.sec.gov.

Incorporation by reference. The rules of the SEC allow us to "incorporate by reference" information into this offer to purchase, which means that we can disclose important information about us to you by referring you to other documents that we file with the SEC. The information incorporated by reference is an important part of this offer to purchase, and is deemed to be part hereof except to the extent any such information is modified or superseded by information in this offer to purchase or in any other document expressly incorporated herein (whether specified below or in any amendment to the Schedule TO) that has a later date. We incorporate by reference the documents listed below:

- our Annual Report on Form 10-K/A for the fiscal year ended December 31, 2005, filed on June 30, 2006;
- our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2006, filed on May 10, 2006, the quarter ended June 30, 2006, filed on August 9, 2006 and the quarter ended September 30, 2006, filed on November 8, 2006;
- our Proxy Statement on Form 14A, filed on April 28, 2006; and
- our Current Reports on Form 8-K and 8-K/A (other than the portions of those documents not deemed filed) filed on March 14, 2006 (Items 1.01 and 9.01), May 8, 2006 (Item 1.01), May 16, 2006 (Item 8.01), June 12, 2006 (Items 1.01 and 9.01), June 23, 2006 (Items 2.01 and 9.01), July 7, 2006 (Items 2.03 and 9.01), July 24, 2006 (Items 2.01 and 9.01), August 10, 2006 (Item 8.01), August 11, 2006 (Items 1.01 and 9.01), October 27, 2006 (Items 2.03 and 9.01), November 6, 2006 (Items 1.01 and 9.01), November 7, 2006 (Item 5.02) and November 29, 2006 (Item 8.01).

You can obtain any of the documents incorporated by reference in this offer to purchase from the SEC's website at the Internet address provided above. You may also obtain any of the foregoing documents from us without charge, excluding any exhibits to those documents, by requesting them in writing at 12300 Liberty Boulevard, Englewood, CO 80112, attention: Investor Relations, or by calling Investor Relations at (303) 220-6600. Please be sure to include your complete name and address in your request.

11. INTERESTS OF DIRECTORS AND EXECUTIVE OFFICERS; TRANSACTIONS AND ARRANGEMENTS CONCERNING THE SHARES

As of November 10, 2006, we had outstanding 196,675,276 Series A shares, 7,291,345 shares of Series B common stock and 197,005,135 Series C shares. The 5,084,746 Series A shares that we are offering to purchase in the Series A tender offer represent approximately 2.6% of the outstanding Series A shares on that date, and the 5,246,590 Series C shares that we are offering to purchase in the Series C tender offer represent approximately 2.7% of the outstanding Series C shares on that date. In the aggregate, the shares we are offering to purchase in the tender offers represent approximately 2.6% of our total outstanding shares of common stock. As of November 10, 2006, 12,916,794 Series A shares, 3,066,716 shares of Series B common stock and 15,759,620 Series C shares were subject to outstanding awards of stock options and stock appreciation rights.

Share Ownership by Directors and Executive Officers. Our directors and executive officers have advised us that they do not intend to tender any shares beneficially owned by them in the tender offers. Because the directors and executive officers will not be tendering any of their shares in the tender offers, if we complete the tender offers, the proportional holdings of our directors and executive officers in our company will increase. However, our directors and executive officers may, in compliance with applicable law, sell their shares in open market transactions at prices that may or may not be more favorable than the applicable purchase price to be paid to our stockholders in the tender offers. The following table sets forth information with respect to the beneficial ownership by each of our directors and each of the executive officers named below and by all of our directors and executive

officers as a group of (1) Series A shares, (2) shares of our Series B common stock and (3) Series C shares. The security ownership information is given as of November 10, 2006, and, in the case of percentage ownership information, is based upon (1) 196,675,276 Series A shares, (2) 7,291,345 shares of our Series B common stock and (3) 197,005,135 Series C shares, in each case outstanding on that date. Our Series A shares entitle holders to one vote per share, our shares of Series B common stock entitle holders to ten votes per share and our Series C shares do not entitle holders to a vote, except as required under Delaware law.

Shares of common stock issuable on or within 60 days after November 10, 2006, upon exercise of options, conversion of convertible securities, exchange of exchangeable securities or upon vesting of restricted stock awards, are deemed to be outstanding and to be beneficially owned by the person holding the options, convertible or exchangeable securities or restricted stock for the purpose of computing the percentage ownership of that person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. For purposes of the following presentation, beneficial ownership of shares of our Series B common stock, though convertible on a one-for-one basis into Series A shares, is reported as beneficial ownership of our Series B common stock only, and not as beneficial ownership of our Series A shares.

So far as is known to us, the persons indicated below have sole voting power with respect to the shares indicated as owned by them, except as otherwise stated in the notes to the table. The number of shares indicated as owned by our executive officers and directors include interests in shares held by the 401(k) Plan as of September 30, 2006. The shares held by the trustee of the 401(k) Plan for the benefit of these persons are voted as directed by such persons.

Name and Principal Occupation with Our Company	Title of Class	Amount and Nature of Beneficial Ownership	Percent of Series	Voting Power
		(In thousands)		
John C. Malone Chairman of the Board	Series A	1,262(1)(2)(3)(4)	*	30.2%
	Series B	8,677(1)(4)(5)(6)	91.6%	
	Series C	9,849(1)(2)(4)(5)(6)	4.9%	
John P. Cole, Jr. Director	Series A	92(7)	*	*
	Series B	—	—	
	Series C	92(7)	*	
John W. Dick Director	Series A	24(8)	*	*
	Series B	—	—	
	Series C	23(8)	*	
Michael T. Fries Director and Chief Executive Officer	Series A	731(9)	*	*
	Series B	—	—	
	Series C	534(9)	*	
Paul A. Gould Director	Series A	155(10)	*	*
	Series B	43	*	
	Series C	217(10)	*	
David E. Rapley Director	Series A	11(11)	*	*
	Series B	—	—	
	Series C	10(11)	*	
Larry E. Romrell Director	Series A	23(11)	*	*
	Series B	—	—	
	Series C	23(11)	*	

Gene W. Schneider Director	Series A	1,624(12)(13)(14)(15)	*	*
	Series B	—	—	
	Series C	1,624(12)(13)(14)(15)	*	
J.C. Sparkman Director	Series A	22(16)	*	*
	Series B	—	—	
	Series C	22(16)	*	
J. David Wargo Director	Series A	91(17)(18)	*	*
	Series B	—	—	
	Series C	111(17)(18)	*	
Charles H.R. Bracken Senior Vice President and Co-CFO	Series A	26(19)	*	*
	Series B	—	—	
	Series C	26(19)	*	
Miranda Curtis President, Liberty Global Japan division	Series A	147(20)	*	*
	Series B	—	—	
	Series C	147(20)	*	
Elizabeth M. Markowski Senior Vice President, General Counsel and Secretary	Series A	113(21)(22)	*	*
	Series B	—	—	
	Series C	114(21)(22)	*	
W. Gene Musselman President and COO, UPC Broadband division	Series A	95(19)(23)	*	*
	Series B	—	—	
	Series C	96(19)(23)	*	
All directors and executive officers as a group (20 persons)	Series A	4,839(15)(17)(24)(25)(26)	2.4%	
	Series B	8,721(24)(25)(26)	92.1%	
	Series C	13,317(15)(17)(24)(25)(26)	6.6%	31.3%

* Less than one percent

- (1) Includes 90,303 shares of Series A common stock, 204,566 shares of Series B common stock and 294,869 shares of Series C common stock held by Mr. Malone's wife, Leslie Malone, as to which shares Mr. Malone has disclaimed beneficial ownership.
- (2) Includes 198 shares of Series A common stock and 198 shares of Series C common stock held by a trust with respect to which Mr. Malone is the sole trustee and, with his wife, Leslie Malone, retains a unitrust interest in the trust.
- (3) Includes 89,673 shares of Series A common stock held by the LMC 401(k) Plan.
- (4) Includes 23,779 shares of Series A common stock, 2,179,489 shares of Series B common stock and 2,203,268 shares of Series C common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, November 10, 2006. Mr. Malone has the right to convert options to purchase 610,927 shares of Series B common stock into options to purchase an equivalent number of shares of Series A common stock. See "Option Agreement with our Chairman" for a description of our rights to repurchase unvested shares issued upon exercise of certain options.

- (5) Includes 588,335 shares of Series B common stock and 1,288,946 shares of Series C common stock held by a trust with respect to which Mr. Malone is the sole trustee and holder of a unitrust interest in the trust.
- (6) Includes 35,562 restricted shares of Series B common stock and 35,042 restricted shares of Series C common stock, none of which will vest within 60 days of November 10, 2006.
- (7) Includes 1,994 restricted shares of Series A common stock and 1,995 restricted shares of Series C common stock, none of which will vest within 60 days of November 10, 2006; and 50,745 shares of Series A common stock and 50,745 shares of Series C common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, November 10, 2006.
- (8) Includes 23,538 shares of Series A common stock and 23,538 shares of Series C common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, November 10, 2006.
- (9) Includes 628,119 shares of Series A common stock and 428,119 shares of Series C common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, November 10, 2006; 57,023 restricted shares of Series A common stock and 57,023 restricted shares of Series C common stock, none of which will vest within 60 days of November 10, 2006; and 1,977 shares of Series A common stock and 2,945 shares of Series C common stock held by the 401(k) Plan.
- (10) Includes 20,669 shares of Series A common stock and 20,669 shares of Series C common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, November 10, 2006.
- (11) Includes 1,994 restricted shares of Series A common stock and 1,995 restricted shares of Series C common stock, none of which will vest within 60 days of November 10, 2006; and 7,699 shares of Series A common stock and 7,699 shares of Series C common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, November 10, 2006.
- (12) Includes 991,139 shares of Series A common stock and 991,139 shares of Series C common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, November 10, 2006; and 2,887 shares of Series A common stock and 3,280 shares of Series C common stock held by the 401(k) Plan.
- (13) Includes 1,308 shares of Series A common stock and 1,308 shares of Series C common stock held by a trust of which Mr. Schneider is a beneficiary and a trustee and 1,591 shares of Series A common stock and 1,591 shares of Series C common stock held by his spouse, Louise Schneider. Mr. Schneider disclaims beneficial ownership of the shares held by his spouse.
- (14) Includes 199,289 shares of Series A common stock and 199,289 shares of Series C common stock held by G. Schneider Holdings, LLP of which Mr. Schneider is the general partner, and an aggregate of 1,555 shares of Series A common stock and 1,555 shares of Series C common stock held by separate trusts for the benefit of his children and two of his grandchildren, of which Mr. Schneider is the sole trustee.
- (15) Includes 28,912 shares of Series A common stock and 28,912 shares of Series C common stock held by the GWS Family LLC of which Mr. Schneider is one of three managers with shared voting and dispositive control but no economic interest in the GWS Family LLC or such shares. Mr. Schneider disclaims beneficial ownership of the shares held by the GWS Family LLC.
- (16) Includes 1,994 restricted shares of Series A common stock and 1,995 restricted shares of Series C common stock, none of which will vest within 60 days of November 10, 2006; and 6,335 shares of

Series A common stock and 6,335 shares of Series C common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, November 10, 2006.

- (17) Includes 12,387 shares of Series A common stock and 12,387 shares of Series C common stock held in various accounts managed by Mr. Wargo, as to which shares Mr. Wargo has disclaimed beneficial ownership.
- (18) Includes 6,527 shares of Series A common stock and 6,527 shares of Series C common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, November 10, 2006.
- (19) Includes 24,457 restricted shares of Series A common stock and 24,457 restricted shares of Series C common stock, none of which will vest within 60 days of November 10, 2006.
- (20) Includes 10,390 restricted shares of Series A common stock and 10,390 restricted shares of Series C common stock, none of which will vest within 60 days of November 10, 2006; and 135,890 shares of Series A common stock and 135,890 shares of Series C common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, November 10, 2006.
- (21) Includes 136 shares of Series A common stock and 136 shares of Series C common stock held by Ms. Markowski's husband, Thomas Markowski, as to which shares Ms. Markowski has disclaimed beneficial ownership; and 388 shares of Series A common stock and 1,247 shares of Series C common stock held by the 401(k) Plan.
- (22) Includes 16,040 restricted shares of Series A common stock and 16,040 restricted shares of Series C common stock, none of which will vest within 60 days of November 10, 2006; and 90,617 shares of Series A common stock and 90,617 shares of Series C common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, November 10, 2006.
- (23) Includes 66,355 shares of Series A common stock and 66,355 shares of Series C common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, November 10, 2006; and 1,873 shares of Series A common stock and 2,766 shares of Series C common stock held by the 401(k) Plan.
- (24) Includes 535,680 shares of Series A common stock, 792,901 shares of Series B common stock and 1,787,892 shares of Series C common stock held by relatives of certain directors and executive officers or held pursuant to certain trust arrangements or partnerships, as to which shares beneficial ownership of 92,228 shares of Series A common stock, 204,566 shares of Series B common stock and 296,794 shares of Series C common stock has been disclaimed.
- (25) Includes 2,379,909 shares of Series A common stock, 2,179,489 shares of Series B common stock and 4,359,398 shares of Series C common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, November 10, 2006. Of the Series B options, options to purchase 610,927 shares of Series B common stock may be converted into options to purchase an equivalent number of shares of Series A common stock at the election of the holder. See "Option Agreement with our Chairman" and "UGC Severance Policy" for a description of our rights to repurchase unvested shares issued upon exercise of certain options.
- (26) Includes 221,008 restricted shares of Series A common stock, 35,562 restricted shares of Series B common stock and 256,054 restricted shares of Series C common stock, none of which will vest on or within 60 days of November 10, 2006; and includes 100,840 shares of Series A common stock and 18,765 shares of Series C common stock held by the 401(k) Plan and the LMC 401(k) Plan.

We understand that Messrs. Malone, Cole, Fries, Schneider and Wargo are each party to one or more open margin accounts or lines of credit for which a portion of their shares of Liberty Global common stock (together with other securities) serve as collateral.

Our executive officer, Ms. Curtis, also beneficially owns shares of Liberty Jupiter, Inc., one of our privately held subsidiaries. Ms. Curtis and three other individuals hold shares of Class A common stock of Liberty Jupiter, representing an 18.75% aggregate common equity interest (of which Ms. Curtis' common equity interest is 8%) and less than 1% aggregate voting interest in Liberty Jupiter. At September 30, 2006, Liberty Jupiter owned an approximate 4.3% indirect interest in Jupiter Telecommunication Co. Ltd., one of our consolidated subsidiaries. We indirectly own the balance of Liberty Jupiter's common stock and all of the preferred stock. As of September 30, 2006, the preferred stock had an aggregate liquidation preference of \$134,540,408. Pursuant to a stockholders' agreement among our predecessor LMI, Liberty Jupiter and certain of Liberty Jupiter's stockholders, LMI has the right to cause all or any part of the Liberty Jupiter Class A common stock to be exchanged for Series A shares. Each holder of Liberty Jupiter Class A common stock has the right to cause all of the shares of Liberty Jupiter Class A common stock held by such holder to be exchanged for Series A shares. The number of Series A shares issuable upon exercise of the exchange rights is that number of shares having an aggregate market price that is equal to the fair market value of the Liberty Jupiter Class A common stock so exchanged.

Prior to May 2006, each of Mr. Schneider, Mr. Fries and two of our other executive officers held phantom options based on shares of United Latin America, Inc., one of our wholly owned subsidiaries that owned our operations in Brazil, Chile and Peru, as well as our 50% interest in MGM Networks Latin America, LLC. In connection with an internal corporate restructuring, all such phantom options were terminated. Prior to such termination such options were fully vested and upon exercise may have been paid, at our sole election, in cash, shares of our common stock, or, if publicly traded, shares of United Latin America. We currently intend to reconstitute the phantom plan and renew the cancelled options with substantially the same terms, including exercise prices and expiration dates. The options held by these executive officers and directors, which were to expire on various dates in 2009 and 2010, were: Mr. Fries—200,000 shares with an exercise price of \$19.23; Mr. Schneider—100,000 shares with an exercise price of \$19.23; Mr. Mauricio Ramos—23,438 shares with an exercise price of \$8.86 and 25,000 shares with an exercise price of \$19.23; and Mr. Fredrick Westerman—10,417 shares with an exercise price of \$8.81 and 35,000 shares with an exercise price of \$19.23. On an individual basis these options represented less than a 1% equity interest, and in the aggregate these options represented a 1.9% equity interest, in United Latin America. We own all of the outstanding common stock and hold 100% of the outstanding debt of United Latin America.

We may also issue shares of common stock in satisfaction of certain put/call arrangements entered into in connection with investments and acquisition transactions described in the documents incorporated by reference herein.

Stock Repurchase Programs; 2006 Fixed Price Tender Offers; 2006 Dutch Auction Tender Offers; Transactions in Last 60 Days. On June 20, 2005, we announced the authorization of a stock repurchase program under which we may acquire from time to time up to \$200 million in Series A shares and Series C shares. Under this program, we effected purchases through the first quarter of 2006 that resulted in our acquisition of \$200 million in Series A and Series C shares.

On March 8, 2006, our board of directors approved a new stock repurchase program under which we may acquire from time to time an additional \$250 million of Series A shares and Series C shares. Before it was suspended in connection with the May 18, 2006 launch of the 2006 Fixed Price Tender Offers, we had effected purchases under this stock repurchase program that resulted in our acquisition of \$132.4 million of Series A shares and Series C shares.

On May 18, 2006 we commenced the 2006 Fixed Price Tender Offers, in which we offered to purchase up to 10,000,000 Series A shares at a purchase price per share of \$25.00 per share and up to 10,288,066 Series C shares at a purchase price per share of \$24.30. In those tender offers, which expired on June 16, 2006, 108,878,331 Series A shares and 130,225,158 Series C shares were properly tendered and not withdrawn, and we accepted for purchase, on a pro rata basis, 10,000,000 Series A shares and 10,288,066 Series C shares for an aggregate purchase price of approximately \$500 million.

On August 11, 2006, we commenced the 2006 Dutch Auction Tender Offers, in which we offered to purchase up to 20,000,000 Series A shares at a purchase price not greater than \$25.00 per share nor less than \$22.00 per share and 20,534,000 Series C shares at a purchase price not greater than \$24.35 per share nor less than \$21.43 per share. In those tender offers, which expired on September 8, 2006, 24,547,240 Series A shares and 39,167,425 Series C shares were properly tendered and not withdrawn, and we accepted for purchase, on a pro rata basis, 20,000,000 Series A shares at a price of \$25.00 per share and 20,534,000 Series C shares at a price of \$24.35 per share for an aggregate purchase price of approximately \$1.0 billion.

With the exception of shares withheld in satisfaction of tax withholding requirements as described below, Liberty Global has not repurchased any Series A shares or Series C shares during the past 60 days.

Transactions in Last 60 Days by Directors and Executive Officers. In addition to transactions in our common stock effected under the 401(k) Plan pursuant to contribution elections made more than 60 days prior to the initial public announcement of the tender offers, our executive officers and directors listed below have effected the following transactions involving our common stock during the 60 days prior to our initial public announcement of the tender offers on November 28, 2006:

- Amy M. Blair, our Senior Vice President, Global Human Resources, effected the following transactions involving our common stock:
 - On October 1, 2006, Ms. Blair was deemed to have exercised previously granted SARs with respect to 2,220 Series A shares and 2,220 Series C shares, which had a capped value of \$10.90 per share and \$10.31 per share, respectively, resulting in an aggregate "in the money" value of \$17,516. We retained a portion of that value in satisfaction of tax withholding requirements relating to such exercise, shares which would provide value greater than such amount were forfeited and not issued, and the remaining value was paid to Ms. Blair in the form of 233 Series A shares valued at \$25.74 per share (the closing price of the Series A shares on September 29, 2006, the last trading date before October 1, 2006) and 233 Series C shares valued at \$25.06 per shares (the closing price of the Series C shares on September 29, 2006, the last trading date before October 1, 2006).
 - On October 5, 2006, Ms. Blair sold in open market transactions 338 Series A shares for \$26.23 per share and 341 Series C shares for \$25.48 per share.
 - On October 9, 2006, Ms. Blair sold in open market transactions 241 Series A shares for \$26.27 per share and 233 Series C shares for \$25.55 per share.
 - On November 2, 2006, Ms. Blair had 341 Series A shares valued at \$26.13 per share and 341 Series C shares valued at \$25.32 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
- Charles H.R. Bracken, our Senior Vice President and Co-Chief Financial Officer, effected the following transactions involving our common stock:
 - On October 2, 2006, Mr. Bracken exercised previously granted SARs with respect to 44,393 Series A shares and 44,393 Series C shares, which had a capped value of \$10.90 per share and \$10.31 per share, respectively, resulting in an aggregate "in the money" value of

\$350,261. We retained a portion of that value in satisfaction of tax withholding requirements relating to such exercise, shares which would provide value greater than such amount were forfeited and not issued, and the remaining value was paid to Mr. Bracken in the form of 4,126 Series A shares valued at \$25.77 per share (the closing price of the Series A shares on such day) and 4,014 Series C shares valued at \$24.99 per shares (the closing price of the Series C shares on such day).

- Also on that day, Mr. Bracken exercised previously granted SARs with respect to 44,393 Series A shares and 44,393 Series C shares with an aggregate "in the money" value of \$1,311,813. We retained a portion of that value in satisfaction of tax withholding requirements relating to such exercise and paid the remainder to Mr. Bracken in the form of 15,113 Series A shares valued at \$25.77 per share (the closing price of the Series A shares on such day) and 15,386 Series C shares valued at \$24.99 per share (the closing price of the Series C shares on such day).
- On October 3, 2006, Mr. Bracken sold in open market transactions 4,239 Series A shares for \$25.82 per share, 15,000 Series A shares for \$25.84 per share and 19,400 Series C shares for \$25.09 per share.
- On October 4, 2006, Mr. Bracken sold in open market transactions 1,638 Series A shares for \$25.60 per share 1,636 Series C shares for \$24.89 per share.
- On October 6, 2006, Mr. Bracken sold in an open market transaction two Series A shares for \$25.26 per share.
- On November 2, 2006, Mr. Bracken had 1,154 Series A shares valued at \$26.13 per share and 1,154 Series C shares valued at \$25.32 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
- On November 3, 2006, Mr. Bracken had 164 Series A shares valued at \$25.99 per share and 164 Series C shares valued at \$25.06 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
- Miranda Curtis, President of our Global Japan Division, on November 2, 2006 had 609 Series A shares valued at \$26.13 per share and 609 Series C shares valued at \$25.32 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
- Bernard G. Dvorak, our Senior Vice President and Co-Chief Financial Officer, on November 2, 2006, had 584 Series A shares valued at \$26.13 per share and 584 Series C shares valued at \$25.32 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
- Michael T. Fries, our President and Chief Executive Officer, effected the following transactions involving our common stock:
 - On October 1, 2006, Mr. Fries was deemed to have exercised previously granted SARs with respect to 55,491 Series A shares and 55,491 Series C shares, which had a capped value of \$10.90 per share and \$10.31 per share, respectively, resulting in an aggregate "in the money" value of \$437,824. We retained a portion of that value in satisfaction of tax withholding requirements relating to such exercise, shares which would provide value greater than such amount were forfeited and not issued, and the remaining value was paid to Mr. Fries in the form of 5,157 Series A shares valued at \$25.74 per share (the closing price of the Series A shares on September 29, 2006, the last trading date before October 1, 2006) and 4,996 Series C shares valued at \$25.06 per shares (the closing price of the Series C shares on September 29, 2006, the last trading date before October 1, 2006).

- On October 2, 2006, Mr. Fries exercised previously granted SARs with respect to 55,491 Series A shares and 55,491 Series C shares with an aggregate "in the money" value of \$1,639,759. We retained a portion of that value in satisfaction of tax withholding requirements relating to such exercise and paid the remainder to Mr. Fries in the form of 18,866 Series A shares valued at \$25.77 per share (the closing price of the Series A shares on such day) and 19,206 Series C shares valued at \$24.99 per shares (the closing price of the Series C shares on such day).
 - On October 14, 2006, Mr. Fries had 1,712 Series A shares valued at \$26.32 per share and 1,712 Series C shares valued at \$25.57 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
 - On November 2, 2006, Mr. Fries had 1,156 Series A shares valued at \$26.13 per share and 1,156 Series C shares valued at \$25.32 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
 - On November 3, 2006, Mr. Fries had 280 Series A shares valued at \$25.99 per share and 280 Series C shares valued at \$25.06 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
- Paul A. Gould, a Director, on September 29, 2006, received 436 Series A shares in payment of director fees of \$11,250 at an imputed purchase price of \$25.74 per share (the closing price of Series A shares on such day).
 - Elizabeth M. Markowski, our Senior Vice President, Secretary and General Counsel, effected the following transactions involving our common stock:
 - On October 14, 2006, Ms. Markowski had 171 Series A shares valued at \$26.32 per share and 171 Series C shares valued at \$25.57 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
 - On November 2, 2006, Ms. Markowski had 771 Series A shares valued at \$26.13 per share and 771 Series C shares valued at \$25.32 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
 - W. Gene Musselman, President and Chief Operating Officer of our UPC Broadband Division, effected the following transactions involving our common stock:
 - On October 1, 2006, Mr. Musselman was deemed to have exercised previously granted SARs with respect to 44,393 Series A shares and 44,393 Series C shares, which had a capped value of \$10.90 per share and \$10.31 per share, respectively, resulting in an aggregate "in the money" value of \$350,261. We retained a portion of that value in satisfaction of tax withholding requirements relating to such exercise, shares which would provide value greater than such amount were forfeited and not issued, and the remaining value was paid to Mr. Musselman in the form of 4,485 Series A shares valued at \$25.74 per share (the closing price of the Series A shares on September 29, 2006, the last trading date before October 1, 2006) and 4,346 Series C shares valued at \$25.06 per shares (the closing price of the Series C shares on September 29, 2006, the last trading date before October 1, 2006).
 - On October 2, 2006, Mr. Musselman exercised previously granted SARs with respect to 44,393 Series A shares and 44,393 Series C shares, with an aggregate "in the money" value of \$1,311,813. We retained a portion of that value in satisfaction of tax withholding requirements relating to such exercise and paid the remainder to Mr. Musselman in the form of 16,408 Series A shares valued at \$25.77 per share (the closing price of the Series A

shares on such day) and 16,704 Series C shares valued at \$24.99 per share (the closing price of the Series C shares on such day).

- On October 5, 2006, Mr. Musselman sold in open market transactions 14,132 Series A shares for \$26.05 per share, 6,761 Series A shares for \$26.09 per share, 14,035 Series C shares for \$25.30 per share, 4,075 Series C shares for \$25.33 per share and 2,940 Series C shares for \$25.3701 per share.
 - On November 2, 2006, Mr. Musselman had 1,012 Series A shares valued at \$26.13 per share and 1,012 Series C shares valued at \$25.32 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
 - On November 3, 2006, Mr. Musselman had 144 Series A shares valued at \$25.99 per share and 144 Series C shares valued at \$25.06 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
- Shane O'Neill, our Senior Vice President and Chief Strategy Officer, effected the following transactions involving our common stock:
- On November 2, 2006, Mr. O'Neill had 1,154 Series A shares valued at \$26.13 per share and 1,154 Series C shares valued at \$25.32 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
 - On November 3, 2006, Mr. O'Neill had 164 Series A shares valued at \$25.99 per share and 164 Series C shares valued at \$25.06 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
- Mauricio Ramos, President of our Global Latin America Division, on November 2, 2006, had 341 Series A shares valued at \$26.13 per share and 341 Series C shares valued at \$25.32 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
- Larry E. Romrell, a Director, on September 29, 2006, received 194 Series A shares in payment of director fees of \$5,000 at an imputed purchase price of \$25.74 per share (the closing price of Series A shares on such day).
- Anthony G. Werner, our Senior Vice President and Chief Technology Officer, effected the following transactions involving our common stock:
- On October 14, 2006, Mr. Werner had 52 Series A shares valued at \$26.32 per share and 52 Series C shares valued at \$25.57 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
 - On November 2, 2006, Mr. Werner had 584 Series A shares valued at \$26.13 per share and 584 Series C shares valued at \$25.32 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
- Frederick G. Westerman III, our Senior Vice President, Investor Relations and Corporate Communications, effected the following transactions involving our common stock:
- On October 2, 2006, Mr. Westerman exercised previously granted SARs with respect to 8,620 Series A shares and 8,620 Series C shares with an aggregate "in the money" value of \$227,137. We retained a portion of that value in satisfaction of tax withholding requirements relating to such exercise and paid the remainder to Mr. Westerman in the form of 3,049 Series A shares valued at \$25.77 per share (the closing price of the Series A shares on such day) and 3,119 Series C shares valued at \$24.99 per shares (the closing price of the Series C shares on such day).

- On October 4, 2006, Mr. Westerman exercised previously granted stock options with respect to 30,000 Series A shares and 30,000 Series C shares.
- On October 4, 2006, Mr. Westerman sold in open market transactions 30,000 Series A shares for \$25.68 per share, 19,700 Series C shares for \$24.90 per share, 10,000 Series C shares for \$24.82, 100 Series C shares of \$24.94 per share and 200 Series C shares for \$25.01 per share.
- On October 14, 2006, Mr. Westerman had 103 Series A shares valued at \$26.32 per share and 103 Series C shares valued at \$25.57 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
- On November 2, 2006, Mr. Westerman had 514 Series A shares valued at \$26.13 per share and 514 Series C shares valued at \$25.32 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.
- On November 3, 2006, Mr. Westerman had 103 Series A shares valued at \$25.99 per share and 103 Series C shares valued at \$25.06 per share withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock.

During the 60 days prior to our initial public announcement of the tender offers, in addition to the transactions listed above under this heading "*Transactions in Last 60 Days by Directors and Executive Officers*" or as otherwise disclosed in this Section 11, we issued an aggregate of 315,409 Series A shares and 344,526 Series C shares to persons, who are not executive officers or directors of Liberty Global, in respect of options exercised by such persons and SARs exercised by such persons and settled in stock. Also during that 60 day period, in addition to the share acquisitions described above under the heading "*Stock Repurchase Programs; 2006 Fixed Price Tender Offers; 2006 Dutch Auction Tender Offers; Transactions in Last 60 Days*" or as otherwise disclosed in this Section 11, we withheld in satisfaction of tax withholding requirements upon the vesting of restricted stock of certain employees who are not executive officers or directors, an aggregate of 16,651 Series A shares and 16,651 Series C shares, in each case valued at the closing price for the applicable series on the vesting date.

401(k) Plans. We maintain for the benefit of our employees (including our executive officers) the 401(k) Plan and for the officers and employees of our Puerto Rico subsidiary the Puerto Rico Plan. Each plan allows participating employees (including our executive officers) to make contributions of their eligible compensation up to statutory limits. Under the 401(k) Plan we make matching contributions (100% of employee contributions up to 10% of their compensation, subject to statutory limits) at the end of each calendar quarter in the form of Series C shares, which are valued at the closing sale price of such Series C shares on the last day of the applicable calendar quarter. Under the Puerto Rico Plan, we make matching cash contributions (100% of employee contributions up to 10% of their compensation, subject to statutory limits) every pay period and the trustee under such plan uses such contributions to purchase Series C shares on the open market on behalf of the plan participants. Prior to the fourth quarter of 2006, the trustee under such plan used such contributions to purchase Series A shares on the open market on behalf of the plan participants.

Except as set forth in "*Stock Repurchase Programs; 2006 Fixed Price Tender Offers; 2006 Dutch Auction Tender Offers; Transactions in Last 60 Days*", "*Transactions in Last 60 Days by Directors and Executive Officers*" above or otherwise disclosed in this Section 11, based upon our records and upon information provided to us, neither we nor our subsidiaries, nor, to our knowledge, any of our executive officers or directors, or any affiliate of the foregoing, has effected any transactions involving our common stock during the 60 days prior to our initial public announcement of the tender offers.

Plans or Proposals. Except as disclosed in this offer to purchase (or in the documents incorporated by reference herein), neither Liberty Global nor, to its knowledge, any of its directors, executive officers or affiliates have any current plans or proposals which relate to or would result in:

- (a) any extraordinary transaction, such as a merger, reorganization or liquidation, involving Liberty Global or any of its subsidiaries;
- (b) any purchase, sale or transfer of a material amount of Liberty Global's assets or the assets of any of its subsidiaries;
- (c) any material change in Liberty Global's present dividend rate or policy, or indebtedness or capitalization;
- (d) any change in Liberty Global's present board of directors or management, including, but not limited to, any plans or proposals to change the number or the term of directors or to fill any existing vacancies on the board or to change any material terms of the employment contract of any executive officer;
- (e) any other material change in Liberty Global's corporate structure or business;
- (f) Liberty Global's equity securities being delisted from the Nasdaq Global Select Market or ceasing to be authorized to be quoted in an automated quotations system operated by a national securities association;
- (g) Liberty Global's equity securities becoming eligible for termination of registration under Section 12(g)(4) of the Exchange Act;
- (h) the suspension of Liberty Global's obligation to file reports under Section 15(d) of the Exchange Act;
- (i) the acquisition by any person of additional Liberty Global securities, or the disposition of Liberty Global's securities; or
- (j) any changes in Liberty Global's charter, bylaws or other governing instruments or other actions that could impede the acquisition of control of Liberty Global.

While Liberty Global has no definitive plans or proposals regarding any of the foregoing as of the date of this offer to purchase except as set forth above or in the documents incorporated by reference herein, our management continually assesses and reassesses possible acquisitions, divestitures and other extraordinary corporate transactions as well as indebtedness, capitalization and other matters. We may pursue any such matter at any time after the date of this offer to purchase, subject to our obligation to update this offer to purchase to reflect material changes in the information contained herein. We may recommence purchases under our stock repurchase program after the termination of the tender offers, when legally permissible.

Equity Compensation Plan Information

Incentive Plan. Our incentive plan, as amended and restated, is administered by the compensation committee of our board of directors. The compensation committee may grant non-qualified stock options, stock appreciation rights (or SARs), restricted shares, stock units, cash awards, performance awards or any combination of the foregoing under the incentive plan (collectively, awards). The maximum number of shares of our common stock with respect to which awards may be issued under the incentive plan is 50 million, subject to anti-dilution and other adjustment provisions of the incentive plan, of which no more than 25 million shares may consist of Series B common stock. With limited exceptions, no person may be granted in any calendar year awards covering more than 4 million shares of our common stock, of which no more than 2 million shares may consist of Series B common stock. In addition, no person may receive payment for cash awards during any calendar year in excess of

\$10 million. Shares of our common stock issuable pursuant to awards made under the incentive plan are made available from either authorized but unissued shares or shares that have been issued but reacquired by our company. Options and SARs under our incentive plan issued prior to the Liberty Global combination generally vest at the rate of 20% per year on each anniversary of the grant date and expire ten years after the grant date. Options and SARs under our incentive plan issued after the Liberty Global combination generally vest 12.5% on the six month anniversary of the grant date and then vest at a rate of 6.25% each quarter thereafter, and expire seven years after the grant date. Our incentive plan had 35,069,861 shares available for grant as of September 30, 2006. These shares may be awarded in any series of stock, except that no more than 23,372,168 shares may be awarded in Series B common stock.

Non-Employee Director Incentive Plan. Our non-employee director incentive plan is administered by our full board of directors. Our board may grant non-qualified stock options, stock appreciation rights, restricted shares, stock units or any combination of the foregoing under the non-employee director incentive plan (collectively, awards). Only non-employee members of our board of directors are eligible to receive awards under our non-employee director incentive plan. The maximum number of shares of our common stock with respect to which awards may be issued under the non-employee director incentive plan is 10 million, subject to anti-dilution and other adjustment provisions of the non-employee director incentive plan, of which no more than 5 million shares may consist of Series B common stock. The non-employee director incentive plan had 9,697,610 shares available for grant as of September 30, 2006. These shares may be awarded in any series of stock, except that no more than 5 million shares may be awarded in Series B common stock. It is currently the policy of our board that following each annual meeting of our stockholders, each of our non-employee directors is granted, at such director's election, either (a) options to acquire 10,000 Series A shares and 10,000 Series C shares or (b) options to acquire 5,000 Series A shares and 5,000 Series C shares, a number of restricted Series A shares with an aggregate fair market value equal to the option value of the 5,000 Series A options and a number of restricted Series C shares with an aggregate fair market value equal to the option value of the 5,000 Series C options. Option value for this purpose is determined as of the date of the applicable annual stockholders' meeting in accordance with Statement of Financial Accounting Standard (SFAS) No. 123 R (revised 2004) or such other accounting standard as may then be applicable.

The LMI Transitional Plan. As a result of the spin off and related adjustments to LMC's stock incentive awards, options to acquire shares of our Series A, B and C common stock were issued to LMI's directors and employees, certain of LMC's employees and all of LMC's directors pursuant to the LMI transitional plan. Such options have remaining terms and vesting provisions equivalent to those of the respective LMC stock incentive awards that were adjusted. No new grants will be made under the LMI transitional plan. As a protective measure in order to avoid the potential application of additional taxes under Section 409A of the Internal Revenue Code, we entered into modification agreements with certain persons who hold options under the LMI transitional plan to purchase shares of our common stock to increase the exercise prices of such options. The stock options affected by these modification agreements were those not vested and exercisable as of December 31, 2004. The affected persons include a number of our executive officers and directors.

UGC Equity Incentive Plan, UGC Director Plans and UGC Employee Plan. Options, restricted stock and SARs were granted to employees of UGC prior to the Liberty Global combination under these plans. Awards outstanding under each of these plans were converted into awards with respect to our common stock in the Liberty Global combination. No additional awards will be made under these plans.

Option Agreement with our Chairman. In 2004, we entered into an option agreement with John C. Malone, our Chairman, pursuant to which we granted to Mr. Malone, under our incentive

plan, options to acquire 1,568,562 shares of Series B common stock at an exercise price per share of \$19.26 and 1,568,562 Series C shares at an exercise price per share of \$17.49. The exercise price per share of Mr. Malone's option for shares of Series B common stock was increased to \$20.10, and the exercise price per share of the corresponding option for Series C shares was increased to \$18.26, to avoid the potential application of additional taxes under Section 409A of the Internal Revenue Code. In connection with this repricing we paid Mr. Malone consideration equal to the aggregate amount of the increase in the exercise price per share of Series B common stock and Series C common stock underlying these affected options. The total consideration payable to Mr. Malone was approximately \$2.5 million. The consideration was paid through the grant under the incentive plan of 59,270 restricted shares of Series B common stock with an aggregate fair market value equal to the aggregate amount of the increase in the exercise price per share of the affected Series B option, and 58,403 restricted shares of Series C common stock with an aggregate fair market value equal to the aggregate amount of the increase in the exercise price per share of his corresponding Series C option. The restriction period for these restricted shares expired with respect to 40% of the restricted shares on June 7, 2006 and expires with respect to an additional 20% of the restricted shares on each June 7 thereafter, which corresponds to the vesting dates of the affected options. The options represent the primary form of compensation to be paid to Mr. Malone by us for his services. These options are fully exercisable; however, Mr. Malone's rights with respect to the options and any shares issued upon exercise vest at the rate of 20% per year on each anniversary of our spin off from LMC (which was June 7, 2004), provided that Mr. Malone continues to have a qualifying relationship (whether as a director, officer, employee or consultant) with us. If Mr. Malone ceases to have such a qualifying relationship (subject to certain exceptions for his death or disability or termination without cause), his unvested options will be terminated and/or we will have the right to require Mr. Malone to sell to us, at the exercise price of the options, any shares of our common stock previously acquired by Mr. Malone upon exercise of options which have not vested as of the date on which Mr. Malone ceases to have a qualifying relationship with us.

UGC Convertible Notes. On April 6, 2004, UGC completed the offering and sale of €500.0 million (\$604.6 million based on the April 6, 2004 exchange rate) 1³/₄% euro-denominated convertible senior notes due April 15, 2024. These notes are convertible into an aggregate of 11,044,375 Series A shares and 11,044,375 Series C shares, at a conversion rate of 22.09 Series A shares and 22.09 Series C shares per €1,000 principal amount of such notes (or, in other words, at a combined conversion price of €45.2719 for one Series A share and one Series C share, which was equivalent to a conversion price of \$55.68 for one Series A share and one Series C share on the date of issue). Holders of these notes may surrender their notes for conversion prior to maturity in the following circumstances: (1) the price of a Series A share reaches a specified threshold, (2) the combined price of a Series A share and a Series C share reaches a specified threshold, (3) UGC has called such notes for redemption (which UGC may do at its option, in whole or in part, at any time on or after April 20, 2011, at a redemption price in euros equal to 100% of the principal amount, plus accrued and unpaid interest), (4) the trading price for such notes falls below either of two specified thresholds or (5) we make certain distributions to holders of Series A shares or specified corporate transactions occur. Based on the applicable purchase price in the tender offers, the anti-dilution provisions of these convertible notes may be triggered as a result of the tender offers, which may require us to adjust the conversion price for the convertible notes.

12. CERTAIN LEGAL MATTERS; REGULATORY AND FOREIGN APPROVALS

We are not aware of any license or regulatory permit material to our business that might be adversely affected by our acquisition of shares as contemplated by the tender offers. We are not aware of any approval or other action by any government or governmental, administrative or regulatory authority or agency, domestic or foreign, that would be required for our acquisition or ownership of shares as contemplated by the tender offers. Should any such action or approval be required, we

presently contemplate that we would seek that action or approval. There can be no assurance that any such approval or other action, if needed, would be obtained or would be obtained without substantial cost or conditions or that the failure to obtain the action or approval might not result in adverse consequences to our business and financial condition. Our obligations under each tender offer to accept for payment and pay for shares is subject to certain conditions, including that any approval, permit, authorization, favorable review or consent of any United States or foreign governmental, regulatory, or administrative agency or authority required to be obtained in connection with such tender offer shall have been obtained on terms satisfactory to us, in our sole judgment, acting reasonably. See Section 7.

13. CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES

The following discussion is a summary of certain U.S. federal income tax consequences to our stockholders of an exchange of shares for cash pursuant to the tender offers. This discussion is general in nature and does not discuss all aspects of U.S. federal income taxation that may be relevant to a particular stockholder in light of the stockholder's particular circumstances, or to certain types of stockholders subject to special treatment under U.S. federal income tax laws (such as insurance companies, tax-exempt organizations, regulated investment companies, real estate investment trusts, United States Holders, as defined below, whose "functional currency" is not the United States dollar, partnerships or other entities treated as partnerships for U.S. federal income tax purposes, persons holding shares as part of a hedging, integrated, conversion or constructive sale transaction or a straddle, financial institutions, brokers, dealers in securities or currencies and traders that elect to mark-to-market their securities). In addition, the discussion does not consider the effect of any alternative minimum taxes or foreign, state, local or other tax laws, or any U.S. tax considerations (e.g., estate or gift tax) other than U.S. federal income tax considerations, that may be applicable to particular stockholders. Further, this summary assumes that stockholders hold their shares as "capital assets" (generally, property held for investment) within the meaning of section 1221 of the Internal Revenue Code of 1986, as amended (the "Code") and generally assumes that they did not receive their shares through the exercise of employee stock options or otherwise as compensation.

If a partnership or other entity treated as a partnership for U.S. federal income tax purposes holds shares, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. A partnership holding shares and partners in such partnership should consult their tax advisors about the U.S. federal income tax consequences of an exchange of shares for cash pursuant to the tender offers.

This summary is based on the Code and applicable U.S. Treasury regulations, rulings, administrative pronouncements and judicial decisions thereunder as of the date hereof, all of which are subject to change or differing interpretations at any time with possible retroactive effect.

We have not sought, nor will we seek, any ruling from the IRS with respect to the matters discussed below. There can be no assurances that the IRS will not take a different position concerning tax consequences of the sale of shares to us pursuant to the tender offers or that any such position would not be sustained.

As used herein, a "United States Holder" means a beneficial owner of shares that is for U.S. federal income tax purposes (1) a citizen or resident of the United States, (2) a corporation or other entity taxed as a corporation created or organized in or under the laws of the United States or any political subdivision thereof, (3) an estate the income of which is subject to United States federal income taxation regardless of its source or (4) a trust if (x) the administration of the trust is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust, or (y) it has a valid election in effect under applicable U.S. Treasury regulations to be treated as a United States person.

As used herein, a "Non-United States Holder" means a beneficial owner of shares that is not (i) a United States Holder and (ii) a partnership or other entity classified as a partnership for U.S. federal income tax purposes.

EACH STOCKHOLDER IS ADVISED TO CONSULT ITS OWN TAX ADVISOR TO DETERMINE THE FEDERAL, STATE, LOCAL, FOREIGN AND OTHER TAX CONSEQUENCES TO IT OF THE TENDER OFFERS.

Consequences to United States Holders. An exchange of shares for cash pursuant to the tender offers will be a taxable transaction to a United States Holder for U.S. federal income tax purposes. If the receipt of cash by a United States Holder in exchange for the tender of shares pursuant to a tender offer is treated as a sale or exchange (as described below) of such shares for U.S. federal income tax purposes, the United States Holder will recognize capital gain or loss equal to the difference between (1) the amount of cash received by the United States Holder for such shares and (2) the United States Holder's "adjusted tax basis" for such shares at the time of the sale. Generally, a United States Holder's adjusted tax basis for the shares will be equal to the cost of the shares to the United States Holder. This gain or loss will be characterized as long-term capital gain or loss if the United States Holder's holding period for the shares that were sold exceeds one year as of the date we are treated as purchasing the shares in the tender offers for U.S. federal income tax purposes. In the case of a United States Holder that is an individual, trust or estate, the maximum rate of U.S. federal income tax applicable to net capital gain on shares held for more than one year is generally 15%. A United States Holder's ability to deduct capital losses may be limited. A United States Holder must calculate gain or loss separately for each block of shares (generally, shares acquired at the same cost in a single transaction) we purchase from the United States Holder under the tender offers.

A United States Holder's exchange of shares for cash pursuant to the tender offers will be treated as a sale or exchange of the shares for U.S. federal income tax purposes pursuant to Section 302 of the Code if the sale:

- results in a "complete termination" of the stockholder's stock interest in us under Section 302(b)(3) of the Code;
- is a "substantially disproportionate" redemption with respect to the stockholder under Section 302(b)(2) of the Code; or
- is "not essentially equivalent to a dividend" with respect to the stockholder under Section 302(b)(1) of the Code.

In determining whether any of these tests have been met, a United States Holder must take into account not only the stock that the stockholder actually owns, but also the stock that it constructively owns within the meaning of Section 318 of the Code (as modified by Section 302(c) of the Code). Under the constructive ownership rules of Section 318 of the Code, a stockholder will be considered to own those shares of stock owned, directly or indirectly, by certain members of the stockholder's family and certain entities (such as corporations, partnerships, trusts and estates) in which the stockholder has an equity interest, as well as shares of stock the stockholder has an option to purchase.

One of the following tests must be satisfied with respect to the United States Holder in order for the exchange of shares for cash to be treated as a sale or exchange by that stockholder for U.S. federal income tax purposes. Due to the factual nature of these tests, stockholders should consult their tax advisers to determine whether the purchase of their shares in the tender offers qualifies for sale or exchange treatment in their particular circumstances.

Satisfaction of the "complete termination" and "substantially disproportionate" exceptions is dependent upon compliance with the objective tests set forth in Section 302(b)(3) and Section 302(b)(2) of the Code, respectively. A distribution to a stockholder will result in a "complete

termination" of the stockholder's equity interest in us if either (1) all of the shares of stock of Liberty Global actually and constructively owned by the stockholder are exchanged for cash pursuant to the tender offers or (2) all of the shares of stock of Liberty Global actually owned by the stockholder are exchanged for cash pursuant to the tender offers and the stockholder is eligible to waive, and effectively waives, the attribution of shares of stock of Liberty Global constructively owned by the stockholder in accordance with the procedures described in Section 302(c)(2) of the Code. United States Holders wishing to satisfy the "complete termination" test through waiver of attribution in accordance with the procedures described in Section 302(c)(2) of the Code should consult their tax advisors concerning the mechanics and desirability of such a waiver. A distribution to a stockholder will be "substantially disproportionate" if both (i) the percentage of the outstanding voting shares of stock of Liberty Global actually and constructively owned by the stockholder immediately following the exchange of shares for cash pursuant to the tender offers is less than 80% of the percentage of the outstanding voting shares of stock of Liberty Global actually and constructively owned by the stockholder immediately before the exchange (treating as outstanding all shares purchased in the tender offers from the particular stockholder and all other stockholders) and (ii) the percentage of the outstanding common shares of stock of Liberty Global actually and constructively owned by the stockholder immediately following the exchange of shares for cash pursuant to the tender offers (determined based upon value) is less than 80% of the percentage of the outstanding common shares of stock of Liberty Global actually and constructively owned by the stockholder (determined based upon value) immediately before the exchange (treating as outstanding all shares purchased in the tender offers from the particular stockholder and all other stockholders). Because the Series C shares are non-voting, an exchange involving only such stock can not qualify under the "substantially disproportionate" test. An exchange of the Series C shares may qualify under such test if there are contemporaneous exchanges or dispositions of voting stock of Liberty Global, and such exchanges or dispositions of voting stock of Liberty Global satisfy the "substantially disproportionate" test.

A distribution to a stockholder is "not essentially equivalent to a dividend" if it results in a "meaningful reduction" in the stockholder's stock interest in us. Whether a stockholder meets this test will depend on the stockholder's particular facts and circumstances. The IRS has indicated that even a small reduction in the percentage interest (by vote and value) of a stockholder whose relative stock interest in a publicly held corporation is minimal and who exercises no control over corporate affairs should constitute a "meaningful reduction." Stockholders should consult their tax advisers as to the application of this test to their particular circumstances.

Contemporaneous dispositions or acquisitions of shares of stock of Liberty Global by a stockholder or related individuals or entities may be deemed to be part of a single integrated transaction and may be taken into account in determining whether any of the three tests under Section 302(b) of the Code has been satisfied. Each stockholder should be aware that because proration may occur in the tender offers, even if all the shares of stock of Liberty Global actually and constructively owned by a stockholder are tendered pursuant to the tender offers, fewer than all of the shares tendered may be purchased by us. Thus, proration may affect whether the surrender by a stockholder pursuant to the tender offers will meet any of the three tests under Section 302 of the Code.

If a United States Holder's receipt of cash attributable to an exchange of shares for cash pursuant to the tender offers does not meet one of the tests of Section 302 of the Code described above, then the full amount of cash received by the United States Holder with respect to our purchase of shares under the tender offers will be treated as a distribution to the United States Holder with respect to the United States Holder's shares and will be treated as ordinary dividend income to the United States Holder to the extent of such stockholder's ratable share of our current or accumulated earnings and profits as determined under U.S. federal income tax principles. Provided certain holding period requirements and other conditions are satisfied, non-corporate United States Holders generally will be subject to U.S. federal income tax at a maximum rate of 15% with respect to such dividend income. To

the extent that the amount of the distribution exceeds our current and accumulated earnings and profits, the excess first will be treated as a return of capital that will reduce the United States Holder's adjusted tax basis in the shares exchanged in the tender offers. Any amount remaining after the United States Holder's adjusted tax basis has been reduced to zero will be taxable to the United States Holder as capital gain. Any such gain will be long-term capital gain if the United States Holder has held the shares for more than one year as of the date we are treated as purchasing the shares in the tender offers for U.S. federal income tax consequences. The redeemed stockholder's basis in the redeemed shares (after any reduction as noted above) will be allocated to other shares of stock of Liberty Global held by the redeemed stockholder. A dividend received by a corporate United States Holder may be (1) eligible for a dividends-received deduction (subject to applicable exceptions and limitations) and (2) subject to the "extraordinary dividend" provisions of Section 1059 of the Code. Corporate stockholders should consult their own tax advisors regarding (1) whether a dividends-received deduction will be available to them, and (2) the application of Section 1059 of the Code to the ownership and disposition of their shares.

Consequences to Non-United States Holders. Gain realized by a Non-United States Holder on an exchange of shares for cash pursuant to the tender offers generally will not be subject to U.S. federal income tax if the sale is treated as a sale or exchange for tax purposes pursuant to the tests of Section 302 of the Code described above unless (1) such gain is effectively connected with the conduct by such Non-United States Holder of a trade or business in the United States (and, if a treaty applies, the gain is generally attributable to a United States permanent establishment maintained by such Non-United States Holder), (2) in the case of gain realized by a Non-United States Holder that is an individual, such Non-United States Holder is present in the United States for 183 days or more in the taxable year of the sale or redemption and certain other conditions are met or (3) our shares that are exchanged constitute a United States real property interest and the Non-United States Holder held, actually or constructively, at any time during the five-year period preceding the exchange more than 5% of such class of our shares. Our shares will constitute a United States real property interest with respect to a Non-United States Holder if we are or have been a "United States real property holding corporation" for U.S. federal income tax purposes at any time during the shorter of (i) the period during which the Non-United States Holder held such shares or (ii) the 5-year period ending on the date the Non-United States Holder exchanges such shares pursuant to the offer. We believe that we are not and have not been a United States real property holding corporation at any time during the past five years and do not expect to become one before our shares are exchanged for cash pursuant to the tender offers.

If a Non-United States Holder does not satisfy any of the Section 302 tests explained above, the full amount received by the Non-United States Holder with respect to our purchase of shares under the tender offers will be treated as a distribution to the Non-United States Holder with respect to the Non-United States Holder's shares, rather than as a sale or exchange of such shares. Because satisfaction of the Section 302 tests is dependent on matters of fact, we will presume that all amounts paid to Non-United States Holders in exchange for their shares are distributions. The treatment, for U.S. federal income tax purposes, of such distribution as a dividend, a tax-free return of capital or a capital gain from the sale of shares, and the reallocation of the basis of the redeemed shares, will be determined in the manner described above (see "Certain U.S. Federal Income Tax Consequences—Consequences to United States Holders"). To the extent that amounts received by a Non-United States Holder with respect to our purchase of shares under the tender offers are treated as dividends and not as tax-free returns of capital or capital gains distributions, such dividends will generally be subject to withholding of United States federal income tax at the rate of 30% or such lower rate as may be specified by an applicable income tax treaty, provided we have received proper certification of the application of such income tax treaty. Non-United States Holders should consult their tax advisors regarding their entitlement to benefits under an applicable income tax treaty and the manner of claiming the benefits of such treaty. If any amount is withheld and the Non-United States Holder is not

liable for such amount of tax, such Non-United States Holder may obtain a refund or credit of any excess amounts withheld by filing an appropriate claim for a refund with the IRS. Amounts treated as dividends that are effectively connected with a Non-United States Holder's conduct of a trade or business in the United States or, if provided in an applicable income tax treaty, dividends that are attributable to a permanent establishment in the United States, are not subject to the U.S. federal withholding tax, but generally are instead taxed in the manner applicable to United States Holders, as described above. In that case, we will not have to withhold U.S. federal withholding tax if the Non-United States Holder complies with applicable certification and disclosure requirements. In addition, dividends received by a foreign corporation that are effectively connected with the conduct of a trade or business in the United States may be subject to a branch profits tax at a 30% rate, or a lower rate specified in an applicable income tax treaty. See Section 3 "Procedures For Tendering Shares" with respect to the application of U.S. federal income tax withholding to payments made to Non-United States Holders.

United States Federal Income Tax Backup Withholding. See Section 3 "Procedures For Tendering Shares" with respect to the U.S. federal income tax backup withholding requirements.

THE TAX DISCUSSION SET FORTH ABOVE IS INCLUDED FOR GENERAL INFORMATION ONLY. YOU ARE URGED TO CONSULT WITH YOUR TAX ADVISOR TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO YOU OF THE TENDER OFFERS, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL AND FOREIGN TAX LAWS.

14. EXTENSION OF TENDER OFFERS; TERMINATION; AMENDMENTS

We expressly reserve the right, in our sole discretion, at any time and from time to time, and regardless of whether or not any of the events set forth in Section 7 shall have occurred or shall be determined by us to have occurred, to extend the period of time during which either or both tender offers are open and thereby delay acceptance for payment of, and payment for, shares by giving oral or written notice of such extension to the depository and making a public announcement of such extension. We also expressly reserve the right, in our sole discretion, to terminate either or both tender offers and not accept for payment or pay for shares not theretofore accepted for payment or paid for or, subject to applicable law, to postpone payment for shares upon the occurrence of any of the conditions specified in Section 7 hereof by giving oral or written notice of such termination or postponement to the depository and making a public announcement of such termination or postponement. Our reservation of the right to delay payment for shares which we have accepted for payment is limited by Rule 13e-4(f)(5) promulgated under the Exchange Act, which requires that we pay the consideration offered or return the shares tendered promptly after termination or withdrawal of a tender offer.

Subject to compliance with applicable law, we further reserve the right, in our sole discretion, and regardless of whether any of the events set forth in Section 7 shall have occurred or shall be deemed by us to have occurred, to amend either or both tender offers in any respect, including, without limitation, by decreasing or increasing the consideration offered in such tender offer to holders of shares or by decreasing or increasing the number of shares being sought in such tender offer. Amendments to the tender offers may be made at any time and from time to time effected by public announcement, such announcement, in the case of an extension, to be issued no later than 9:00 a.m., New York City time, on the next business day after the last previously scheduled or announced expiration date. Any public announcement made under the tender offers will be disseminated promptly to stockholders in a manner reasonably designed to inform stockholders of such change. Without limiting the manner in which we may choose to make a public announcement, except as required by applicable law, we shall have no obligation to publish, advertise or otherwise communicate any such public announcement other than by making a release through a national newswire service.

If we change the terms of either tender offer or the information concerning such tender offer, we will extend that tender offer to the extent required by Rules 13e-4(d)(2), 13e-4(e)(3) and 13e-4(f)(1) promulgated under the Exchange Act. These rules and certain related releases and interpretations of the SEC provide that the minimum period during which a tender offer must remain open following material changes in the terms of the tender offer or information concerning the tender offer (other than a change in price or a change in percentage of securities sought) will depend on the facts and circumstances, including the relative materiality of such terms or information. If Liberty Global (1) increases the price to be paid for the Series A shares or Series C shares above \$29.50 or \$28.59 per share, respectively, decreases the price to be paid for the Series A shares or Series C shares below \$26.08 or \$25.27, respectively, increases the number of shares we seek in the Series A tender offer by a number in excess of 2% of the outstanding Series A shares, increases the number of shares we seek in the Series C tender offer by a number in excess of 2% of the outstanding Series C shares, or decreases the number of Series A shares or Series C shares we seek, and (2) the affected tender offer is scheduled to expire at any time earlier than the expiration of a period ending on the tenth business day from, and including, the date that such notice of an increase or decrease is first published, sent or given to security holders in the manner specified in this Section 14, the affected tender offer will be extended until the expiration of such period of ten business days.

15. FEES AND EXPENSES

We have retained D.F. King & Co., Inc. to act as information agent and Computershare Shareholder Services, Inc. to act as depositary in connection with the tender offers. The information agent may contact holders of shares by mail, telephone and in person and may request brokers, dealers, commercial banks, trust companies and other nominee stockholders to forward materials relating to the tender offers to beneficial owners. The information agent and the depositary will receive reasonable and customary compensation for their services, will be reimbursed by us for specified out-of-pocket expenses and will be indemnified against certain liabilities in connection with the tender offers, including certain liabilities under the federal securities laws.

No fees or commissions will be payable by us to brokers, dealers, commercial banks or trust companies (other than fees to the information agent as described above) for soliciting tenders of shares under the tender offers. Stockholders holding shares through brokers or banks are urged to consult the brokers or banks to determine whether transaction costs are applicable if stockholders tender shares through such brokers or banks and not directly to the depositary. We, however, upon request, will reimburse brokers, dealers, commercial banks and trust companies for customary mailing and handling expenses incurred by them in forwarding the tender offer and related materials to the beneficial owners of shares held by them as a nominee or in a fiduciary capacity. No broker, dealer, commercial bank or trust company has been authorized to act as the agent of Liberty Global, the information agent or the depositary for purposes of the tender offers. We will pay or cause to be paid all stock transfer taxes, if any, on our purchase of shares except as otherwise provided in this document.

16. MISCELLANEOUS

We are not aware of any jurisdiction where the making of the tender offers is not in compliance with applicable law. If we become aware of any jurisdiction where the making of the tender offers or the acceptance of shares pursuant thereto is not in compliance with applicable law, we will make a good faith effort to comply with the applicable law. If, after such good faith effort, we cannot comply with the applicable law, the tender offers will not be made to (nor will tenders be accepted from or on behalf of) the holders of shares in such jurisdiction.

Pursuant to Rule 13e-4(c)(2) under the Exchange Act, we have filed with the SEC a Tender Offer Statement on Schedule TO which contains additional information with respect to the tender offers. The Schedule TO, including the exhibits and any amendments and supplements thereto, may be examined,

and copies may be obtained, at the same places and in the same manner as is set forth in Section 10 with respect to information concerning Liberty Global.

LIBERTY GLOBAL HAS NOT AUTHORIZED ANY PERSON TO MAKE ANY RECOMMENDATION ON BEHALF OF LIBERTY GLOBAL, THE DEPOSITARY OR THE INFORMATION AGENT AS TO WHETHER YOU SHOULD TENDER OR REFRAIN FROM TENDERING YOUR SHARES IN THE TENDER OFFERS. LIBERTY GLOBAL HAS NOT AUTHORIZED ANY PERSON TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION IN CONNECTION WITH THE TENDER OFFERS OTHER THAN THOSE CONTAINED IN THIS DOCUMENT OR IN THE RELATED LETTERS OF TRANSMITTAL. IF GIVEN OR MADE, ANY RECOMMENDATION OR ANY SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY LIBERTY GLOBAL.

December 4, 2006

LIBERTY GLOBAL, INC.

December 4, 2006

The depositary will accept legible copies of the letters of transmittal. You or your broker, dealer, commercial bank, trust company or other nominee should send the applicable letter of transmittal and certificates for the shares and any other required documents to the depositary at one of its addresses set out below:

The Depositary:

Computershare Shareholder Services, Inc.

By Mail:

Computershare Shareholder Services, Inc.
Attn: Corporate Actions
P.O. Box 859208
Braintree MA 02185-9208

By Overnight Delivery:

Computershare Shareholder Services, Inc.
Attn: Corporate Actions
161 Bay State Drive
Braintree MA 02184

By Facsimile Transmission (For Eligible Institutions Only):

Facsimile Transmission:
781-380-3388

To Confirm Facsimile Transmissions (For Eligible Institutions Only):

Confirm Receipt of Facsimile
By Telephone:
781-843-1833 Ext. 200

Please contact the information agent at the telephone numbers and address below with any questions or requests for assistance or additional copies of the offer to purchase and the letters of transmittal and the notice of guaranteed delivery. You may also contact your broker, dealer, commercial bank or trust company for assistance concerning the tender offers. To confirm delivery of your shares, please contact the depositary.

The Information Agent:

D. F. King & Co., Inc.
48 Wall Street
22nd Floor
New York, New York 10005

Banks and Brokers Call:
212-269-5550

All others call Toll Free:
1-800-207-3158

**LETTER OF TRANSMITTAL FOR SERIES A COMMON STOCK
OF
LIBERTY GLOBAL, INC.**

**Pursuant to the Offer to Purchase
Dated December 4, 2006**

**Offer to Purchase for Cash
up to 5,084,746 Shares of Its Series A Common Stock,
Par Value \$0.01 Per Share,
At a Purchase Price Not Greater Than \$29.50
Nor Less Than \$26.08 Per Share**

Liberty Global, Inc. ("Liberty Global") is offering to purchase up to 5,084,746 shares of its Series A common stock, par value \$0.01 per share ("**Series A Shares**") from its stockholders, upon the terms and subject to the conditions set forth in the offer to purchase, dated December 4, 2006 (the "**Offer to Purchase**"), and this letter of transmittal (the "**Letter of Transmittal**") (which together, as each of which may be amended or supplemented from time to time, constitute the "**Tender Offer**"). Liberty Global is inviting stockholders to tender their Series A Shares at a price per share not greater than \$29.50 nor less than \$26.08 and Liberty Global will select the lowest purchase price that will allow it to purchase 5,084,746 Series A Shares, or such fewer number of Series A Shares as are properly tendered and not properly withdrawn prior to the Expiration Date. The Tender Offer, proration period and withdrawal rights will expire at 5:00 p.m., New York City time, on January 4, 2007, unless extended or earlier terminated by Liberty Global (the "**Expiration Date**").

The Depository for the Offer is:

COMPUTERSHARE SHAREHOLDER SERVICES, INC.

If by Mail:

Computershare Shareholder
Services, Inc.
P.O. Box 859208
Braintree, MA 02185-9208
Attn: Corporate Actions

By facsimile:

(For Eligible Institutions only)
(781) 380-3388
Confirmation:
(781) 843-1833 Ext. 200

By Hand or Overnight Delivery:

Computershare Shareholder
Services, Inc.
161 Bay State Drive
Braintree, MA 02184
Attn: Corporate Actions

Description of Series A Shares Tendered

Name(s) and Address(es) of Registered Stockholder(s)
or Name of DTC Participant and Participant's DTC
Account Number in which Shares are Held (Please fill
in, if blank, exactly as name(s) appear(s) on
Certificates(s))

Certificate Number(s)*

Number of Shares
represented by
Certificate(s)

Number of Shares
Tendered**

* Need not complete if Series A Shares are delivered by book-entry transfer.

** If you desire to tender fewer than all Series A Shares evidenced by any certificate(s) listed above, please indicate in this column the number of Series A Shares you wish to tender. Otherwise, all Series A Shares evidenced by such certificate(s) will be deemed to have been tendered. See Instruction 5.

Indicate below the order (by certificate number) in which Series A Shares are to be purchased in the event of proration. If you do not designate an order, if less than all Series A Shares tendered are purchased due to proration, Series A Shares will be selected for purchase by the Depositary.

1st _____ 2nd _____ 3rd _____ 4th _____ 5th _____

DELIVERY OF THIS LETTER OF TRANSMITTAL BY ANY MEANS OTHER THAN AS PROVIDED HEREIN WILL NOT CONSTITUTE A VALID DELIVERY. YOU MUST DELIVER THIS LETTER OF TRANSMITTAL TO THE DEPOSITARY. DELIVERIES TO LIBERTY GLOBAL OR D.F. KING & CO., INC. (THE INFORMATION AGENT FOR THE TENDER OFFER) WILL NOT BE FORWARDED TO THE DEPOSITARY AND THEREFORE WILL NOT CONSTITUTE VALID DELIVERY TO THE DEPOSITARY. DELIVERY OF THE LETTER OF TRANSMITTAL AND ANY OTHER REQUIRED DOCUMENTS TO THE BOOK-ENTRY TRANSFER FACILITY WILL NOT CONSTITUTE DELIVERY TO THE DEPOSITARY.

YOU SHOULD USE THIS LETTER OF TRANSMITTAL IF YOU ARE CAUSING THE SHARES TO BE DELIVERED BY BOOK-ENTRY TRANSFER TO THE DEPOSITARY'S ACCOUNT AT THE DEPOSITARY TRUST COMPANY (WHICH IS HEREINAFTER REFERRED TO AS THE "BOOK-ENTRY TRANSFER FACILITY") PURSUANT TO THE PROCEDURES SET FORTH IN SECTION 3 OF THE OFFER TO PURCHASE. ONLY FINANCIAL INSTITUTIONS THAT ARE PARTICIPANTS IN THE BOOK-ENTRY TRANSFER FACILITY'S SYSTEM MAY MAKE BOOK-ENTRY DELIVERY OF THE SHARES.

THE INFORMATION AGENT FOR THE TENDER OFFER IS:

D.F. KING & CO., INC.

Banks and Brokers Call: 212-269-5550
All others call Toll Free: 1-800-207-3158

BEFORE COMPLETING THIS LETTER OF TRANSMITTAL, YOU SHOULD READ THIS LETTER OF TRANSMITTAL AND THE ACCOMPANYING INSTRUCTIONS CAREFULLY.

You should use this Letter of Transmittal only if (1) you are also enclosing certificates for the Series A Shares you desire to tender, or (2) you intend to deliver certificates for such Series A Shares under a notice of guaranteed delivery previously sent to the Depository, or (3) you are delivering Series A Shares through a book-entry transfer into the Depository's account at the Depository Trust Company (*i.e.*, the book-entry transfer facility) in accordance with Section 3 of the Offer to Purchase.

If you desire to tender Series A Shares in the Tender Offer, but you cannot deliver the certificates for such shares and all other required documents to the Depository by the Expiration Date, or cannot comply with the procedures for book-entry transfer on a timely basis, then you may tender your Series A Shares according to the guaranteed delivery procedures set forth in Section 3 of the Offer to Purchase. See Instruction 2. Delivery of the Letter of Transmittal and any other required documents to the book-entry transfer facility does not constitute delivery to the Depository.

o CHECK HERE IF YOU ARE DELIVERING TENDERED SERIES A SHARES PURSUANT TO A NOTICE OF GUARANTEED DELIVERY THAT YOU PREVIOUSLY SENT TO THE DEPOSITARY AND COMPLETE THE FOLLOWING:

Name(s) of Tendering Stockholder(s): _____

Date of Execution of Notice of Guaranteed Delivery: _____

Name of Institution that Guaranteed Delivery: _____

o CHECK HERE IF ANY CERTIFICATES EVIDENCING THE SERIES A SHARES YOU ARE TENDERING WITH THIS LETTER OF TRANSMITTAL HAVE BEEN LOST, STOLEN, DESTROYED OR MUTILATED. YOU SHOULD CALL COMPUTERSHARE SHAREHOLDER SERVICES, INC., THE TRANSFER AGENT, AT 1-888-218-4391 (OR, IF CALLING FROM OUTSIDE THE UNITED STATES, 781-575-4579) TO GET INFORMATION ABOUT THE REQUIREMENTS FOR REPLACEMENT. YOU MAY BE REQUIRED TO POST A BOND TO SECURE AGAINST THE RISK THAT CERTIFICATES MAY BE SUBSEQUENTLY RECIRCULATED. PLEASE CALL COMPUTERSHARE SHAREHOLDER SERVICES IMMEDIATELY TO OBTAIN AN AFFIDAVIT OF LOSS, TO RECEIVE FURTHER INSTRUCTIONS ON HOW TO PROCEED, AND TO DETERMINE WHETHER YOU WILL NEED TO POST A BOND, SO THAT THE TIMELY PROCESSING OF THIS LETTER OF TRANSMITTAL WILL NOT BE IMPEDED. SEE INSTRUCTION 15.

o CHECK HERE IF YOU ARE A FINANCIAL INSTITUTION THAT IS A PARTICIPATING INSTITUTION IN THE BOOK-ENTRY TRANSFER FACILITY'S SYSTEM AND YOU ARE DELIVERING THE TENDERED SHARES BY BOOK-ENTRY TRANSFER TO AN ACCOUNT MAINTAINED BY THE DEPOSITARY AT THE BOOK-ENTRY TRANSFER FACILITY, AND COMPLETE THE FOLLOWING:

Name(s) of Tendering Institution: _____

Account Number: _____

Transaction Code Number: _____

**NOTE: SIGNATURES MUST BE PROVIDED BELOW
PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY**

CHECK EXACTLY ONE BOX. IF YOU CHECK MORE THAN ONE BOX, OR IF YOU DO NOT CHECK ANY BOX, YOU WILL HAVE FAILED TO VALIDLY TENDER ANY SERIES A SHARES

**SERIES A SHARES TENDERED AT PRICE DETERMINED PURSUANT TO THE SERIES A TENDER OFFER
(See Instruction 6)**

- The undersigned wants to maximize the chance of having Liberty Global purchase all Series A Shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this **one** box **instead of one of the price boxes below**, the undersigned hereby tenders Series A Shares and is willing to accept the purchase price determined by Liberty Global pursuant to the Tender Offer. If you agree to accept the purchase price determined by Liberty Global, your Series A Shares will be deemed to be tendered at the minimum price of \$26.08 per share. You should understand that this election may lower the purchase price paid for all purchased Series A Shares in the Tender Offer and could result in your Series A Shares being purchased at the minimum price of \$26.08 per share.

—OR—

**SERIES A SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER
(See Instruction 6)**

By checking **one** of the boxes below **instead of the box above**, the undersigned hereby tenders Series A Shares at the price checked. This action could result in none of the Series A Shares being purchased if the purchase price for the Series A Shares is less than the price checked below. **A stockholder who desires to tender Series A Shares at more than one price must complete a separate Letter of Transmittal for each price at which the stockholder tenders such shares.** You cannot tender the same Series A Shares at more than one price, unless you have previously validly withdrawn those shares tendered at a different price in accordance with Section 4 of the Offer to Purchase.

Price (in dollars) per Series A Share at which Series A Shares are being tendered:

- | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="radio"/> \$26.08 | <input type="radio"/> \$26.58 | <input type="radio"/> \$27.08 | <input type="radio"/> \$27.58 | <input type="radio"/> \$28.08 | <input type="radio"/> \$28.58 | <input type="radio"/> \$29.08 |
| <input type="radio"/> \$26.18 | <input type="radio"/> \$26.68 | <input type="radio"/> \$27.18 | <input type="radio"/> \$27.68 | <input type="radio"/> \$28.18 | <input type="radio"/> \$28.68 | <input type="radio"/> \$29.18 |
| <input type="radio"/> \$26.28 | <input type="radio"/> \$26.78 | <input type="radio"/> \$27.28 | <input type="radio"/> \$27.78 | <input type="radio"/> \$28.28 | <input type="radio"/> \$28.78 | <input type="radio"/> \$29.28 |
| <input type="radio"/> \$26.38 | <input type="radio"/> \$26.88 | <input type="radio"/> \$27.38 | <input type="radio"/> \$27.88 | <input type="radio"/> \$28.38 | <input type="radio"/> \$28.88 | <input type="radio"/> \$29.38 |
| <input type="radio"/> \$26.48 | <input type="radio"/> \$26.98 | <input type="radio"/> \$27.48 | <input type="radio"/> \$27.98 | <input type="radio"/> \$28.48 | <input type="radio"/> \$28.98 | <input type="radio"/> \$29.48 |
| | | | | | | <input type="radio"/> \$29.50 |

You will not have validly tendered your Series A Shares unless you check one and only one box in this frame.

ODD LOTS
(See Instruction 11)

To be completed only if the Series A Shares are being tendered by or on behalf of a person owning beneficially or of record an aggregate of fewer than 100 Series A Shares. The undersigned either **(check one box)**:

- o is the beneficial or record owner of an aggregate of fewer than 100 Series A Shares, all of which are being tendered; or
- o is a broker, dealer, commercial bank, trust company or other nominee that (a) is tendering for the beneficial owner(s) thereof, shares with respect to which it is record holder and (b) believes, based upon representations made to it by such beneficial owner(s), that each such person is the beneficial or record owner of an aggregate of fewer than 100 Series A Shares and is tendering all of such shares.

In addition, the undersigned is tendering Series A Shares either **(check one box)**:

- o at the price determined by Liberty Global pursuant to the Tender Offer (persons checking this box need not indicate the price per share above); or
- o at the price per share indicated under "Series A Shares Tendered At Price Determined By Stockholder" in this Letter of Transmittal.

CONDITIONAL TENDER
(See Instruction 7)

A tendering stockholder may condition his or her tender of Series A Shares upon Liberty Global purchasing a specified minimum number of the Series A Shares tendered by the tendering stockholder, all as described in Section 6 of the Offer to Purchase. Unless at least that minimum number of Series A Shares indicated below is purchased by Liberty Global from the tendering stockholder pursuant to the terms of the Tender Offer, none of the Series A Shares tendered by the tendering stockholder will be purchased. It is the tendering stockholder's responsibility to calculate that minimum number of Series A Shares that must be purchased from the tendering stockholder if any are purchased, and each stockholder is urged to consult his or her own tax advisor. Unless this box has been checked and a minimum specified, the tender will be deemed unconditional.

- o The minimum number of Series A Shares that must be purchased from the tendering stockholder, if any are purchased, is: _____ shares.

If, because of proration, the minimum number of Series A Shares designated will not be purchased, Liberty Global may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering stockholder must have tendered all of his or her Series A Shares and, if true, checked the following box:

- o The tendered Series A Shares represent all Series A Shares held by the undersigned.

SPECIAL PAYMENT INSTRUCTIONS
(See Instructions 1 and 10)

To be completed ONLY if Series A Shares not tendered or not accepted for purchase are to be issued in the name of, and/or if the payment check for the aggregate purchase price for the Series A Shares purchased (less the amount of any federal income or backup withholding tax required to be withheld) is to be issued to the order of, someone other than the person or persons whose signature(s) appears within this Letter of Transmittal, and/or if Series A Shares tendered by book-entry transfer that are not accepted for purchase are to be credited to an account maintained at the book-entry transfer facility other than the account designated above.

Check One or Both Boxes as Appropriate:

Issue Series A Share Certificates to:

Issue Payment Check(s) to:

Name(s)

(Please Print)

Address

(Include Zip Code)

*Taxpayer Identification Number,
Social Security Number
or Employer Identification Number
(See Substitute Form W-9 below)*

Credit unpurchased Series A Shares by book-entry to the book-entry transfer facility account set forth below:

DTC Account Number:

Number of Account Party:

SPECIAL DELIVERY INSTRUCTIONS
(See Instructions 1 and 10)

To be completed ONLY if certificate(s) representing Series A Shares not tendered or not purchased and/or if the payment check for the aggregate purchase price for the Series A Shares purchased (less the amount of any federal income or backup withholding tax required to be withheld) is to be mailed to someone other than the undersigned or to the undersigned at an address other than that shown below the undersigned's signature(s).

Check One or Both Boxes as Appropriate:

Mail Series A Share Certificates to:

Mail Payment Check(s) to:

Name(s)

(Please Print)

Address

(Include Zip Code)

*Taxpayer Identification Number,
Social Security Number
or Employer Identification Number
(See Substitute Form W-9 below)*

Ladies and Gentlemen:

Upon the terms and subject to the conditions of the Tender Offer, the undersigned hereby tenders to Liberty Global the Series A Shares indicated above. The tender of the Series A Shares is being made at the price per Series A Share indicated in this Letter of Transmittal, net to the seller in cash, without interest, on the terms and subject to the conditions set forth in this Letter of Transmittal and the Offer to Purchase, receipt of which is hereby acknowledged.

Subject to, and effective upon, acceptance for purchase of the Series A Shares tendered in accordance with the terms and subject to the conditions of the Tender Offer, including, if the Tender Offer is extended or amended, the terms and conditions of the extension or amendment, the undersigned hereby (1) sells, assigns and transfers to, or upon the order of, Liberty Global all rights, title and interests in and to all Series A Shares tendered hereby that are so accepted and paid for; (2) orders the registration of any Series A Shares tendered by book-entry transfer that are purchased under the Tender Offer to or upon the order of Liberty Global; and (3) appoints the Depository as attorney-in-fact of the undersigned with respect to such Series A Shares, with the full knowledge that the Depository also acts as the agent of Liberty Global, with full power of substitution (such power of attorney being an irrevocable power coupled with an interest), to perform the following functions:

- (a) deliver certificates for Series A Shares or transfer ownership of such shares on the account books maintained by the book-entry transfer facility, together in either such case with all accompanying evidences of transfer and authenticity, to or upon the order of Liberty Global, upon receipt by the Depository, as the undersigned's agent, of the purchase price for Series A Shares;
- (b) present certificates for such Series A Shares for cancellation and transfer on Liberty Global's books; and
- (c) receive all benefits and otherwise exercise all rights of beneficial ownership of such Series A Shares, subject to the next paragraph, all in accordance with the terms of the Tender Offer.

The undersigned understands that Liberty Global will, upon the terms and subject to the conditions of the Tender Offer, determine a single per share price, not greater than \$29.50 nor less than \$26.08 per Series A Share (the "**Purchase Price**"), which it will pay for Series A Shares validly tendered and not validly withdrawn pursuant to the Tender Offer, after taking into account the number of Series A Shares so tendered and the prices specified by tendering stockholders. The undersigned understands that Liberty Global will select the lowest purchase price that will allow it to purchase 5,084,746 Series A Shares or, if a lesser number of Series A Shares is validly tendered and not validly withdrawn, all such Series A Shares that are validly tendered and not validly withdrawn. The undersigned further understands that Liberty Global reserves the right to purchase more than 5,084,746 Series A Shares pursuant to the Tender Offer, subject to certain limitations and legal requirements as set forth in the Tender Offer. Liberty Global will purchase all Series A Shares validly tendered at or below the Purchase Price and not validly withdrawn, subject to the conditions of the Tender Offer and the odd lot, proration and conditional tender provisions described in the Offer to Purchase. The undersigned understands that all stockholders whose Series A Shares are purchased by Liberty Global will receive the same purchase price for each Series A Share purchased in the Tender Offer.

The undersigned further understands and acknowledges that the Tender Offer will expire on the Expiration Date for the Tender Offer, unless extended or earlier terminated by Liberty Global.

The undersigned covenants, represents and warrants to Liberty Global that, in connection with its tender of the Series A Shares indicated in the box above:

1. the undersigned has a net long position in the Series A Shares at least equal to the number of Series A Shares being tendered within the meaning of Rule 14e-4 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and is tendering the Series A Shares in compliance with Rule 14e-4 under the Exchange Act;
2. the undersigned has received a copy of this document and the Offer to Purchase and agrees to be bound by all the terms and conditions of the Tender Offer;
3. the undersigned has full power and authority to tender, sell, assign and transfer the Series A Shares;
4. when and to the extent Liberty Global accepts the Series A Shares for purchase, Liberty Global will acquire good and marketable title to them, free and clear of all security interests, charges, liens, restrictions, claims and encumbrances; and

5. the undersigned will, upon Liberty Global's request or the request of the Depository, as applicable, execute and deliver any additional documents necessary or desirable to complete the tender of such Series A Shares.

The undersigned understands that Liberty Global's acceptance of the Series A Shares tendered pursuant to the procedures described in Section 3 of the Offer to Purchase and in the instructions to this Letter of Transmittal will constitute a binding agreement between the undersigned and Liberty Global upon the terms and subject to the conditions of the Tender Offer.

The undersigned recognizes that under the circumstances set forth in the Offer to Purchase, Liberty Global may terminate or amend the Tender Offer, or may postpone the acceptance for payment of, or the payment for, Series A Shares tendered, or may accept for payment fewer than all of the Series A Shares tendered. The undersigned understands that (unless otherwise specified in the box entitled "Special Delivery Instructions" and/or "Special Payment Instructions" above) certificate(s) for any Series A Shares not tendered or not purchased will be returned to the undersigned at the address indicated above or, in the case of Series A Shares tendered through the book-entry transfer facility and not purchased, credited to the account at the book-entry transfer facility designated above.

THE NAMES AND ADDRESSES OF THE REGISTERED STOCKHOLDERS SHOULD BE PRINTED, IF THEY ARE NOT ALREADY PRINTED ABOVE, EXACTLY AS THEY APPEAR ON THE CERTIFICATES REPRESENTING SERIES A SHARES TENDERED HEREBY. THE CERTIFICATE NUMBERS, THE NUMBER OF SERIES A SHARES REPRESENTED BY SUCH CERTIFICATES, AND THE NUMBER OF SERIES A SHARES THAT THE UNDERSIGNED WISHES TO TENDER, SHOULD BE SET FORTH IN THE APPROPRIATE BOXES ABOVE.

Unless otherwise indicated above in the box entitled "Special Payment Instructions," please issue the check for the aggregate purchase price with respect to any Series A Shares purchased (less the amount of any federal income or backup withholding tax required to be withheld), and/or return any Series A Shares not tendered or not purchased, in the name(s) of the undersigned, or by credit to the account at the book-entry transfer facility designated above. Similarly, unless otherwise indicated under "Special Delivery Instructions," please mail the check for the aggregate purchase price for the Series A Shares purchased (less the amount of any federal income or backup withholding tax required to be withheld), and any certificates for Series A Shares not tendered or not purchased (and accompanying documents, as appropriate) to the undersigned at the address shown below the undersigned's signature(s). In the event that both the "Special Payment Instructions" and the "Special Delivery Instructions" are completed, please issue the check for the aggregate purchase price for Series A Shares purchased (less the amount of any federal income or backup withholding tax required to be withheld, and the amount, if any, of any stock transfer taxes not paid by Liberty Global) and/or return any Series A Shares not tendered or not purchased in the name(s) of, and mail said check and any certificates to, the person(s) so indicated.

The undersigned recognizes that Liberty Global has no obligation, under the Special Payment Instructions, to transfer any certificate for Series A Shares from the name of its registered stockholder, or to order the registration or transfer of Series A Shares tendered by book-entry transfer, if Liberty Global purchases none of the Series A Shares represented by such certificate or tendered by such book-entry transfer.

For purposes of the Tender Offer, the undersigned understands that Liberty Global will be deemed to have accepted for purchase validly tendered Series A Shares, or defectively tendered Series A Shares with respect to which Liberty Global has waived such defect, if, as and when Liberty Global gives oral or written notice thereof to the Depository.

All authority conferred or agreed to be conferred by this Letter of Transmittal will survive the death or incapacity of the undersigned, and all obligations of the undersigned hereunder will be binding on the heirs, personal representatives, executors, administrators, successors, assigns, trustees in bankruptcy and legal representatives of the undersigned. Except as stated in the Offer to Purchase, this tender is irrevocable.

PLEASE SIGN HERE—To Be Completed By All Tendering Stockholders

**(Please Complete and Return With the Attached Substitute Form W-9,
or The Appropriate Form W-8)**

This Letter of Transmittal must be signed by registered holder(s) exactly as name(s) appear(s) on Series A Share certificate(s) or on a security position listing or by person(s) authorized to become registered holder(s) by Series A Share certificate(s) and documents transmitted herewith. If the signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer or other person acting in a fiduciary or representative capacity, such person must set forth his or her full title below under "Capacity" and submit evidence satisfactory to Liberty Global of such person's authority to so act. See Instruction 8 below.

Dated: _____ (Signature(s) of Stockholder(s) or Authorized Signatory), 200__.

Name(s): _____

(Please Print)

Capacity: _____

Address: _____

Area Code and Telephone No.: _____ (Including Zip Code)

SIGNATURE GUARANTEE (See Instructions 1 and 8 below)

Certain Signatures Must be Guaranteed by a Medallion Signature Guarantor

(Name of Medallion Signature Guarantor Guaranteeing Signature)

(Address (including zip code) and Telephone Number (including area code) of Firm)

(Authorized Signature)

(Printed Name)

Date: _____ (Title), 200__.

INSTRUCTIONS

Forming Part of the Terms and Conditions of the Tender Offer

1. **Guarantee of Signatures.** Except as otherwise provided in this Instruction, all signatures on this Letter of Transmittal must be guaranteed by a financial institution that is a participant in the Securities Transfer Agents Medallion Program or a bank, broker, dealer, credit union, savings association or other entity which is an "eligible guarantor institution" as such term is defined in Rule 17Ad-15 under the Exchange Act (an "**Eligible Institution**"). Signatures on this Letter of Transmittal need not be guaranteed if either (a) this Letter of Transmittal is signed by the registered holder(s) of the Series A Shares (which term, for purposes of this Letter of Transmittal, shall include any participant in the book-entry transfer facility whose name appears on a security position listing as the owner of such Series A Shares) tendered herewith and such holder(s) have not completed either the box entitled "Special Payment Instructions" or "Special Delivery Instructions" in this Letter of Transmittal; or (b) such Series A Shares are tendered for the account of an Eligible Institution. See Instruction 8. You may also need to have any certificates you deliver endorsed or accompanied by a stock power, and the signatures on these documents may also need to be guaranteed. See Instruction 8.

2. **Delivery of Letter of Transmittal and Certificates; Guaranteed Delivery Procedures.** You should use this Letter of Transmittal only if you are (a) forwarding certificates with this Letter of Transmittal, (b) going to deliver certificates under a notice of guaranteed delivery previously sent to the Depository, or (c) causing Series A Shares to be delivered by book-entry transfer pursuant to the procedures set forth in Section 3 of the Offer to Purchase. In order for you to validly tender Series A Shares, the Depository must receive certificates for all physically tendered Series A Shares, or a confirmation of a book-entry transfer of all Series A Shares delivered electronically into the Depository's account at the book-entry transfer facility, together in each case with a properly completed and duly executed Letter of Transmittal, or an Agent's Message in connection with book-entry transfer, and any other documents required by this Letter of Transmittal, at one of its addresses set forth in this Letter of Transmittal by the Expiration Date.

The term "Agent's Message" means a message transmitted by the book-entry transfer facility to, and received by, the Depository, which states that the book-entry transfer facility has received an express acknowledgment from the participant in the book-entry transfer facility tendering the Series A Shares, that the participant has received and agrees to be bound by the terms of the Letter of Transmittal, and that Liberty Global may enforce this agreement against the participant.

Guaranteed Delivery. If you cannot deliver your Series A Shares and all other required documents to the Depository by the Expiration Date, or the procedure for book-entry transfer cannot be completed on a timely basis, you may tender your Series A Shares, pursuant to the guaranteed delivery procedure described in Section 3 of the Offer to Purchase, by or through any Eligible Institution. To comply with the guaranteed delivery procedure, you must (1) properly complete and duly execute a notice of guaranteed delivery substantially in the form provided to you by Liberty Global, specifying the price at which you are tendering your Series A Shares, including (where required) a Signature Guarantee by an Eligible Institution in the form set forth in the notice of guaranteed delivery; (2) arrange for the Depository to receive the notice of guaranteed delivery by the Expiration Date; and (3) ensure that the Depository receives the certificates for all physically tendered Series A Shares or book-entry confirmation of electronic delivery of Series A Shares, as the case may be, together with a properly completed and duly executed Letter of Transmittal with any required signature guarantees or an Agent's Message, and all other documents required by this Letter of Transmittal, within three Nasdaq trading days after receipt by the Depository of such notice of guaranteed delivery, all as provided in Section 3 of the Offer to Purchase.

The notice of guaranteed delivery may be delivered by hand, facsimile transmission or mail to the Depository and must include, if necessary, a guarantee by an eligible guarantor institution in the form set forth in such notice. For Series A Shares to be tendered validly under the guaranteed delivery procedure, the Depository must receive the notice of guaranteed delivery before the Expiration Date.

THE METHOD OF DELIVERY OF ALL DOCUMENTS, INCLUDING CERTIFICATES FOR SERIES A SHARES, IS AT THE OPTION AND RISK OF THE TENDERING STOCKHOLDER. IF YOU CHOOSE TO DELIVER THE DOCUMENTS BY MAIL, WE RECOMMEND THAT YOU USE REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED. IN ALL CASES, PLEASE ALLOW SUFFICIENT TIME TO ASSURE DELIVERY.

Except as provided herein or in the Offer to Purchase, Liberty Global will not accept any alternative, conditional or contingent tenders, nor will it purchase any fractional Series A Shares. By executing this Letter of

Transmittal, you waive any right to receive any notice of the acceptance for payment of your tendered Series A Shares.

3. **Withdrawal of Tenders.** A tender of Series A Shares may be withdrawn at any time prior to the Expiration Date, but no consideration shall be payable in respect of the Series A Shares so withdrawn.

For a withdrawal of Series A Shares to be effective, the Depository must timely receive either an Agent's Message or a written or faxed notice of withdrawal specifying the name of the tendering stockholder, a description of the Series A Shares to be withdrawn, the amount of Series A Shares to be withdrawn and, if the Series A Shares were tendered pursuant to the book-entry transfer facility the number of the account at DTC to be credited with the withdrawn Series A Shares. Any "notice of withdrawal" must be signed by the holder of such Series A Shares in the same manner as the original signature on the Letter of Transmittal by which such Series A Shares were tendered (including any required signature guarantees), or be accompanied by evidence sufficient to the Depository that the person withdrawing the tender has succeeded to the beneficial ownership of the Series A Shares being withdrawn. If the Series A Shares to be withdrawn have been delivered or otherwise identified to the Depository, an Agent's Message or a signed notice of withdrawal is effective immediately upon receipt by the Depository of the Agent's Message or written or faxed notice of such withdrawal even if re-transfer by DTC book-entry is not immediately effected.

Any permitted withdrawal of tendered Series A Shares may not be rescinded by the stockholder and any Series A Shares properly withdrawn will thereafter be deemed not validly tendered; *provided, however*, that properly withdrawn Series A Shares may be re-tendered, by again following one of the appropriate procedures described in Section 3 of the Offer to Purchase at any time at or prior to the Expiration Date.

Stockholders can withdraw the tender of their Series A Shares only in accordance with the foregoing procedures.

All questions as to the validity, form and eligibility (including time of receipt) of notices of withdrawal will be determined by Liberty Global, in Liberty Global's sole discretion (whose determination shall be final and binding). None of Liberty Global, the Depository, the Information Agent or any other person will be under any duty to give notification of any defects or irregularities in any notice of withdrawal, or incur any liability for failure to give any such notification.

4. **Inadequate Space.** If the space provided in the box captioned "Description of Series A Shares Tendered" is inadequate, then you should list the certificate numbers, the number of Series A Shares represented by the certificate(s) and the number of Series A Shares tendered with respect to each certificate on a separate signed schedule attached to this Letter of Transmittal.

5. **Partial Tenders and Unpurchased Series A Shares.** (Not applicable to stockholders who tender by book-entry transfer.) If you wish to tender (*i.e.*, offer to sell) fewer than all of the Series A Shares evidenced by any certificate(s) that you deliver to the Depository, fill in the number of Series A Shares that you wish to tender in the column entitled "Number of Shares Tendered." In this case, if Liberty Global purchases some but not all of the Series A Shares that you tender, Liberty Global will issue to you a new certificate for the unpurchased Series A Shares. The new certificate will be sent to the registered holder(s) as promptly as practicable after the Expiration Date. Unless you indicate otherwise, all Series A Shares represented by the certificate(s) listed and delivered to the Depository will be deemed to have been tendered. In the case of Series A Shares tendered by book-entry transfer at the book-entry transfer facility, any tendered but unpurchased Series A Shares will be credited to the appropriate account maintained by the tendering stockholder at the book-entry transfer facility. In each case, Series A Shares will be returned or credited without expense to the stockholder.

6. **Indication of Price at Which Series A Shares are Being Tendered.** In order to validly tender your Series A Shares by this Letter of Transmittal, you must either:

- a. check the box under "**Series A Shares Tendered at Price Determined Pursuant to the Series A Tender Offer**" in order to maximize the chance of having Liberty Global purchase all of the Series A Shares that you tender (subject to the possibility of proration); **or**
- b. check one of the boxes indicating the price per Series A Share at which you are tendering such Series A Shares in the section entitled "**Series A Shares Tendered at Price Determined by Stockholder.**"

YOU MUST CHECK ONE, AND ONLY ONE, BOX. If you check more than one box or no boxes, then you will be deemed not to have validly tendered your Series A Shares. IF YOU WISH TO TENDER PORTIONS OF

YOUR DIFFERENT SERIES A SHARES HOLDING AT DIFFERENT PRICES, YOU MUST COMPLETE A SEPARATE LETTER OF TRANSMITTAL FOR EACH PRICE AT WHICH YOU WISH TO TENDER EACH SUCH PORTION OF YOUR SHARE HOLDINGS. You cannot tender the same Series A Shares at more than one price (unless, prior to tendering previously tendered Series A Shares at a new price, you validly withdrew those Series A Shares in accordance with Section 4 of the Offer to Purchase).

By checking the box under "Series A Shares Tendered at Price Determined Pursuant to the Series A Tender Offer" you agree to accept the purchase price for Series A Shares resulting from the tender offer process. If you agree to accept the purchase price determined by Liberty Global, your Series A Shares will be deemed to be tendered at the minimum price of \$26.08 per share. You should understand that this election may lower the purchase price paid for all purchased Series A Shares in the Tender Offer and could result in your Series A Shares being purchased at the minimum price of \$26.08 per share. By checking a box under "Series A Shares Tendered at Price Determined by Stockholder," you acknowledge that doing so could result in none of the Series A Shares you tender being purchased if the purchase price for Series A Shares is less than the price you selected.

7. **Conditional Tender.** As described in Sections 3 and 6 of the Offer to Purchase, stockholders may condition their tenders on all or a minimum number of their tendered Series A Shares being purchased.

To make a conditional tender, a stockholder must indicate this in the box captioned "Conditional Tender" in this Letter of Transmittal or, if applicable, the notice of guaranteed delivery. In the box in this Letter of Transmittal or the notice of guaranteed delivery, a stockholder must calculate and appropriately indicate the minimum number of Series A Shares that must be purchased from the tendering stockholder if any are to be purchased.

As discussed in Sections 3 and 6 of the Offer to Purchase, proration may affect whether Liberty Global accepts conditional tenders and may result in Series A Shares tendered pursuant to a conditional tender at or below the purchase price not being purchased if the minimum number of Series A Shares would not be purchased. If, because of proration, the minimum number of Series A Shares designated will not be purchased, Liberty Global may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, a stockholder must have tendered all his or her Series A Shares and checked the box so indicating. Upon the selection by lot, if any, Liberty Global will limit its purchase in each case to the designated minimum number of Series A Shares.

All tendered Series A Shares will be deemed unconditionally tendered unless the "Conditional Tender" box is completed.

8. **Signatures on Letter of Transmittal; Signature Guarantees.**

- **Exact Signature.** If this Letter of Transmittal is signed by the registered holder(s) of the Series A Shares tendered hereby, the signature(s) must correspond with the name(s) written on the face of the certificate(s) without any change whatsoever.
- **Joint Holders.** If the Series A Shares tendered are registered in the names of two or more persons, each such person must sign this Letter of Transmittal.
- **Signatures of Fiduciaries.** If this Letter of Transmittal is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or any other person acting in a fiduciary or representative capacity, that person should so indicate when signing and must submit to the Depository proper evidence satisfactory to Liberty Global of his or her authority to so act.
- **Endorsements.** If this Letter of Transmittal is signed by the registered holder(s) of the Series A Shares tendered hereby, no endorsements of certificate(s) representing such Series A Shares or separate stock powers are required unless payment of the purchase price for Series A Shares is to be made, or the certificates for Series A Shares not tendered or tendered but not purchased are to be issued, to a person other than the registered holder(s).

SIGNATURE(S) ON ANY SUCH CERTIFICATE(S) OR STOCK POWERS MUST BE GUARANTEED BY AN ELIGIBLE INSTITUTION.

If this Letter of Transmittal is signed by a person other than the registered holder(s) of the Series A Shares tendered hereby, or if payment is to be made to a person other than the registered holder(s), the certificate(s) for the Series A Shares must be endorsed or accompanied by appropriate stock powers, in either case, signed exactly

as the name(s) of the registered holder(s) appear(s) on the certificate(s) for such Series A Shares, and the signature(s) on such certificates or stock power(s) must be guaranteed by an Eligible Institution. See Instruction 1.

9. **Transfer Taxes.** Except as set forth in this Instruction 9, Liberty Global will pay or cause to be paid any transfer taxes with respect to the transfer and sale of Series A Shares to it, or to its order, pursuant to the Tender Offer. If payment is to be made to, or if Series A Shares not tendered or purchased are to be registered in the name of, any persons other than the registered owners, or if tendered Series A Shares are registered in the name of any persons other than the persons signing this Letter of Transmittal, the amount of any transfer taxes (whether imposed on the registered holder or such other person) payable on account of the transfer to such other person will be deducted from the payment unless satisfactory evidence of the payment of such taxes or exemption therefrom is submitted.

10. **Special Payment and Delivery Instructions.** If any of the following conditions holds:

- a. check(s) for the purchase price for Series A Shares purchased pursuant to the Tender Offer are to be issued to a person other than the person(s) signing this Letter of Transmittal; or
- b. check(s) for the purchase price of Series A Shares are to be sent to any person other than the person signing this Letter of Transmittal, or to the person signing this Letter of Transmittal, but at a different address; or
- c. certificates for any Series A Shares not tendered, or tendered but not purchased, are to be returned to and in the name of a person other than the person(s) signing this Letter of Transmittal,

then, in each such case, you must complete the boxes captioned "Special Payment Instructions" and/or "Special Delivery Instructions" as applicable in this Letter of Transmittal and make sure that the signatures herein are guaranteed as described in Instructions 1 and 8.

11. **Odd Lots.** As described in Section 1 of the Offer to Purchase "Number of Shares; Proration", if Liberty Global is to purchase fewer than all Series A Shares properly tendered on or before the Expiration Date and not properly withdrawn, the Series A Shares purchased first will consist of all Series A Shares properly tendered by any stockholder who owns beneficially or of record an aggregate of fewer than 100 Series A Shares, and who tenders all of such holder's Series A Shares at or below the applicable purchase price. This preference will not be available unless the section of this Letter of Transmittal captioned "Odd Lots" is completed.

12. **Tax Identification Number and Withholding.** Under the U.S. federal income tax laws, the Depository will be required to withhold 28% of the gross proceeds to certain stockholders pursuant to the Tender Offer. In order to avoid such backup withholding, each tendering stockholder that is a U.S. person (including a U.S. resident alien) must provide the Depository with such stockholder's correct taxpayer identification number by completing the Substitute Form W-9 set forth below.

Certain stockholders (including, among others, all corporations and certain foreign individuals) are not subject to these backup withholding and reporting requirements. In order to satisfy the Depository that a foreign stockholder qualifies as an exempt recipient, such stockholder must submit an IRS Form W-8BEN or Form W-8ECI (or in the case of certain foreign partnerships and other foreign intermediaries, Form W-8IMY), signed under penalties of perjury, attesting to that stockholder's exempt status. You can obtain a copy of the appropriate Form W-8 from the Depository. Although filing the appropriate Form W-8 will prevent backup withholding, withholding at a rate of 30% (or such lower rate as set forth in an applicable income tax treaty) will generally be made on payments to a foreign person or entity unless such payment is effectively connected with the conduct of a trade or business within in the United States. If the payment is "effectively connected income" to a foreign person or entity, such person or entity may obtain an exemption from withholding by filing a Form W-8ECI. If the payment is not "effectively connected income," certain foreign partnerships and other foreign intermediaries may obtain an exemption from withholding by filing a Form W-8IMY, and other persons may be able to claim an exemption from, or a reduction in, withholding pursuant to an applicable income tax treaty by filing Form W-8BEN.

For further information concerning backup withholding and instructions for completing the Substitute Form W-9 (including how to obtain a taxpayer identification number if you do not have one and how to complete the Substitute Form W-9 if Series A Shares are held in more than one name), consult the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.

13. **Irregularities.** Liberty Global will determine, in its sole discretion, all questions as to the validity, form, eligibility (including time of receipt) and acceptance for payment of any tender of Series A Shares and its determination shall be final and binding on all parties. Liberty Global reserves the absolute right to reject any and all tenders of Series A Shares determined by it not to be in the proper form or the acceptance of or payment for which may be unlawful. Liberty Global also reserves the absolute right to waive any of the conditions of the Tender Offer or any defect or irregularity in the tender of any particular Series A Shares and Liberty Global's interpretation of the terms of the Tender Offer (including these instructions) shall be final and binding on all parties. No tender of Series A Shares will be deemed to be validly made until all defects and irregularities have been cured or waived. Unless waived, all defects or irregularities in connection with tenders must be cured within such time as Liberty Global shall determine. None of Liberty Global, the Depositary, the Information Agent nor any other person is or will be obligated to give notice of defects or irregularities in tenders, nor shall any of them incur any liability for failure to give any such notice.

14. **Waiver of Conditions.** Liberty Global expressly reserves the absolute right, in its sole discretion, to waive any of the conditions to the Tender Offer in the case of any Series A Shares tendered, in whole or in part, at any time and from time to time.

15. **Lost, Stolen, Destroyed or Mutilated Certificates.** If any certificate representing any Series A Shares has been lost, stolen, destroyed or mutilated, you should notify Computershare Shareholder Services, Inc., the transfer agent for the Series A Shares, by calling 1-888-218-4391 (or, if calling from outside the United States, 781-575-4579 and asking for instructions on obtaining replacement certificate(s) at the address specified on the cover of this letter of transmittal. Computershare Shareholder Services, Inc. will require you to complete an affidavit of loss and return it to Computershare Shareholder Services. You will then be instructed by Computershare Shareholder Services as to the steps you must take in order to replace the certificate. You may be required to post a bond to secure against the risk that the certificate may be subsequently recirculated.

We cannot process this Letter of Transmittal and related documents until you have followed the procedures for replacing lost, stolen, destroyed or mutilated certificates. We urge you to contact the transfer agent, Computershare Shareholder Services, Inc., immediately, in order to receive further instructions, for a determination as to whether you will need to post a bond, and to permit timely processing of this documentation.

16. **Requests for Assistance or Additional Copies.** Questions relating to the procedure for tendering Series A Shares and requests for assistance or additional copies of the Offer to Purchase and this Letter of Transmittal may be directed to, and additional information about the Tender Offer may be obtained from the Information Agent whose address and telephone number appear on the last page of the Offer to Purchase.

The Information Agent for the Tender Offer is:

D.F. KING & CO., INC.
48 Wall Street
New York, NY 10005
Banks and Brokers call: (212) 269-5550
Toll free (800) 207-3158

**SUBSTITUTE
FORM W-9**

Department of the Treasury
Internal Revenue Service
Payer's Request for
Taxpayer Identification
Number ("TIN") and
Certification

Part 1—PLEASE PROVIDE YOUR TIN IN THE BOX AT
RIGHT AND CERTIFY BY SIGNING AND DATING
BELOW

TIN: _____

Social Security Number or
Employee Identification Number

Part 2—TIN Applied For

(Please Print)

Name: _____

Business name, if different from above: _____

Check appropriate box: Individual/
Sole proprietor Corporation Partnership Other > _____ Exempt from backup
withholding

Address: _____

City: _____ State: _____ Zip: _____

Part 3—CERTIFICATION—UNDER PENALTIES OF PERJURY, I CERTIFY THAT:

- (1) The number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me),
- (2) I am not subject to backup withholding because (a) I am exempt from backup withholding, (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- (3) I am a U.S. person (including a U.S. resident alien).

Certification Instructions: You must cross out item (2) of Part 3 if you have been notified by the IRS that you currently are subject to backup withholding because you have failed to report all interest and dividends on your tax return. Also, see instructions in the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.

Signature: _____ Date: _____

YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU CHECKED THE BOX IN PART 2 OF THE SUBSTITUTE FORM W-9 INDICATING YOU HAVE APPLIED FOR, AND ARE AWAITING RECEIPT OF, YOUR TIN.

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (1) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office or (2) I intend to mail or deliver an application in the near future. I understand that if I do not provide a taxpayer identification number to the payor by the time of payment, backup withholding will apply to all payments made to me pursuant to the Tender Offers.

Signature Date

NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING AT A RATE OF 28% ON ANY PAYMENTS MADE TO YOU PURSUANT TO THE TENDER OFFERS. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.

**GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION
NUMBER ON SUBSTITUTE FORM W-9**

Guidelines for Determining the Proper Identification Number to Give the Payor. A Social Security Number (SSN) has nine digits separate by two hyphens: i.e. 000-00-0000. An Employer Identification Number (EIN) has nine digits separated by only one hyphen, i.e. 00-0000000. The table below will help determine the number to give the payor.

For this type of account:		Give the SOCIAL SECURITY number of—	For this type of account:		Give the EMPLOYER IDENTIFICATION number of—
1.	Individual	The individual	6.	Sole proprietorship or single-owner LLC account	The owner(3)
2.	Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account.(1)	7.	A valid trust, estate, or pension trust	The legal entity(4)
3.	Custodian account of a minor (Uniform Gift to Minors Act)	The minor(2)	8.	Corporation or LLC electing corporate status on Form 8832	The corporation or LLC
4.	a. The usual revocable savings trust account (grantor is also trustee)	The grantor-trustee(1)	9.	Association, club, religious, charitable, educational or other tax-exempt organization	The organization
	b. So-called trust account that is not a legal or valid trust under state law	The actual owner(1)	10.	Partnership or multi-member LLC	The partnership or LLC
5.	Sole proprietorship or single-owner LLC	The owner(3)	11.	A broker or registered nominee	The broker or nominee
			12.	Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity

-
- (1) List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number should be furnished.
 - (2) Circle the minor's name and furnish the minor's SSN.
 - (3) You must show your individual name, but you may also enter your business or "doing business as" name. You may use either your SSN or EIN (if you have one).
 - (4) List first and circle the name of the legal trust, estate, or pension trust. (Do not furnish the identifying number of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

NOTE: If no name is circled when there is more than one name, the number will be considered to be that of the first name listed.

**GUIDELINES FOR CERTIFICATION OF TAXPAYER
IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9
Page 2**

Obtaining a Number

If you don't have a taxpayer identification number or you don't know your number, obtain Form SS-5, Application for a Social Security Card, or Form SS-4, Application for Employer Identification Number, or Form W-7, Application for Individual Taxpayer Identification Number at the local office of the Social Security Administration or the Internal Revenue Service and apply for a number. You can get IRS Forms from the IRS by calling 1-800-829-3676 or from the IRS's internet website at www.irs.gov.

Payees Exempt from Backup Withholding

Payees specifically exempt from backup withholding on ALL payments include the following:

- An organization exempt from tax under section 501(a), an IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2).
- The United States or any agency or instrumentality thereof.
- A state, the District of Columbia, a possession of the United States, or any political subdivision or instrumentality thereof.
- A foreign government or any political subdivision, agency or instrumentality thereof.
- An international organization or any agency or instrumentality thereof.

Other payees that may be exempt from backup withholding include:

- A corporation.
- A financial institution.
- A middleman known in the investment community as a nominee or custodian.
- A dealer in securities or commodities registered in the United States, the District of Columbia or a possession of the United States
- A real estate investment trust.
- A common trust fund operated by a bank under section 584(a).
- A trust exempt from tax under section 664 or described in section 4947.
- An entity registered at all times during the tax year under the Investment Company Act of 1940.
- A foreign central bank of issue.
- A futures commission merchant registered with the Commodity Futures Trading Commission.

Exempt payees described above should file Form W-9 to avoid possible erroneous backup withholding. FILE THIS FORM WITH THE PAYOR, FURNISH YOUR TAXPAYER IDENTIFICATION NUMBER, CHECK "EXEMPT" ON THE FACE OF THE FORM, SIGN AND DATE THE FORM AND RETURN IT TO THE PAYOR. IF YOU ARE A NONRESIDENT ALIEN OR A FOREIGN ENTITY NOT SUBJECT TO BACKUP WITHHOLDING, FILE WITH PAYOR A COMPLETED IRS FORM W-8BEN (CERTIFICATE OF FOREIGN STATUS OF BENEFICIAL OWNER FOR UNITED STATES TAX WITHHOLDING) OR, IF APPLICABLE, IRS FORM W-8ECI (CERTIFICATE OF FOREIGN PERSON'S CLAIM FOR EXEMPTION FROM WITHHOLDING ON INCOME EFFECTIVELY CONNECTED WITH THE CONDUCT OF A TRADE OR BUSINESS IN THE UNITED STATES).

Privacy Act Notice

Section 6109 requires most recipients of dividends, interest, or other payments to give taxpayer identification numbers to payors who must report the payments to the IRS. The IRS uses the numbers for identification purposes. Payors must be given the numbers whether or not recipients are required to file tax returns. Payors must generally withhold 28% (subject to further adjustment under applicable law) of taxable interest, dividends, and certain other payments to a payee who does not furnish a taxpayer identification number to a payor. Certain penalties may also apply.

Penalties

- (1) **Penalty for Failure to Furnish Taxpayer Identification Number.** If you fail to furnish your taxpayer identification number to a payor, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.
- (2) **Civil Penalty for False Information With Respect to Withholding.** If you make a false statement with no reasonable basis that results in no imposition of backup withholding, you are subject to a penalty of \$500.
- (3) **Criminal Penalty for Falsifying Information.** Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.
- (4) **Misuse of Taxpayer Identification Number.** If the requester discloses or uses taxpayer identification numbers in violation of federal law, the requester may be subject to civil and criminal penalties.

FOR ADDITIONAL INFORMATION CONTACT YOUR TAX CONSULTANT OR THE INTERNAL REVENUE SERVICE

THIS LETTER OF TRANSMITTAL (OR FACSIMILE THEREOF), PROPERLY COMPLETED AND DULY EXECUTED (TOGETHER WITH ANY REQUIRED SIGNATURE GUARANTEES AND CONFIRMATION OF BOOK-ENTRY TRANSFER AND ALL OTHER REQUIRED DOCUMENTS) MUST BE RECEIVED BY THE DEPOSITARY AT ONE OF ITS ADDRESSES SET FORTH BELOW AT OR PRIOR TO THE EXPIRATION DATE FOR STOCKHOLDERS WISHING TO TENDER THEIR SHARES.

The Depository for the Tender Offer is:

COMPUTERSHARE SHAREHOLDER SERVICES, INC.

If by Mail:
Computershare Shareholder
Services, Inc.
P.O. Box 859208
Braintree, MA 02185-9208
Attn: Corporate Actions

By Hand or Overnight Delivery:
Computershare Shareholder
Services, Inc.
161 Bay State Drive
Braintree, MA 02184
Attn: Corporate Actions

Requests for additional copies of the Offer to Purchase, this Letter of Transmittal and all other tender offer materials may be directed to the Information Agent as set forth below and will be furnished promptly at Liberty Global's expense. Questions regarding the terms of the Offer to Purchase and this Letter of Transmittal may be directed to the Information Agent at its address and telephone number set forth below. Stockholders may also contact their broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Tender Offer.

The Information Agent for the Tender Offer is:

D.F. King & Co., Inc.
48 Wall Street
22nd Floor
New York, NY 10005
Banks and Brokers call: (212) 269-5550
Toll free (800) 207-3158

QuickLinks

[Exhibit \(a\)\(1\)\(ii\)](#)

**LETTER OF TRANSMITTAL FOR SERIES C COMMON STOCK
OF
LIBERTY GLOBAL, INC.**

**Pursuant to the Offer to Purchase
Dated December 4, 2006**

**Offer to Purchase for Cash
up to 5,246,590 Shares of Its Series C Common Stock,
Par Value \$0.01 Per Share,
At a Purchase Price Not Greater Than \$28.59
Nor Less Than \$25.27 Per Share**

Liberty Global, Inc. ("Liberty Global") is offering to purchase up to 5,246,590 shares of its Series C common stock, par value \$0.01 per share ("**Series C Shares**") from its stockholders, upon the terms and subject to the conditions set forth in the offer to purchase, dated December 4, 2006 (the "**Offer to Purchase**"), and this letter of transmittal (the "**Letter of Transmittal**") (which together, as each of which may be amended or supplemented from time to time, constitute the "**Tender Offer**"). Liberty Global is inviting stockholders to tender their Series C Shares at a price per share not greater than \$28.59 nor less than \$25.27 and Liberty Global will select the lowest purchase price that will allow it to purchase 5,246,590 Series C Shares, or such fewer number of Series C Shares as are properly tendered and not properly withdrawn prior to the Expiration Date. The Tender Offer, proration period and withdrawal rights will expire at 5:00 p.m., New York City time, on January 4, 2007, unless extended or earlier terminated by Liberty Global (the "**Expiration Date**").

The Depository for the Offer is:

COMPUTERSHARE SHAREHOLDER SERVICES, INC.

If by Mail:

Computershare Shareholder
Services, Inc.
P.O. Box 859208
Braintree, MA 02185-9208
Attn: Corporate Actions

By facsimile:

(For Eligible Institutions only)
(781) 380-3388
Confirmation:
(781) 843-1833 Ext. 200

By Hand or Overnight Delivery:

Computershare Shareholder
Services, Inc.
161 Bay State Drive
Braintree, MA 02184
Attn: Corporate Actions

Description of Series C Shares Tendered

Name(s) and Address(es) of Registered Stockholder(s)
or Name of DTC Participant and Participant's DTC
Account Number in which Shares are Held (Please fill
in, if blank, exactly as name(s) appear(s) on
Certificates(s))

Certificate Number(s)*

Number of Shares
represented by
Certificate(s)

Number of Shares
Tendered**

* Need not complete if Series C Shares are delivered by book-entry transfer.

** If you desire to tender fewer than all Series C Shares evidenced by any certificate(s) listed above, please indicate in this column the number of Series C Shares you wish to tender. Otherwise, all Series C Shares evidenced by such certificate(s) will be deemed to have been tendered. See Instruction 5.

Indicate below the order (by certificate number) in which Series C Shares are to be purchased in the event of proration. If you do not designate an order, if less than all Series C Shares tendered are purchased due to proration, Series C Shares will be selected for purchase by the Depositary.

1st _____ 2nd _____ 3rd _____ 4th _____ 5th _____

DELIVERY OF THIS LETTER OF TRANSMITTAL BY ANY MEANS OTHER THAN AS PROVIDED HEREIN WILL NOT CONSTITUTE A VALID DELIVERY. YOU MUST DELIVER THIS LETTER OF TRANSMITTAL TO THE DEPOSITARY. DELIVERIES TO LIBERTY GLOBAL OR D.F. KING & CO., INC. (THE INFORMATION AGENT FOR THE TENDER OFFER) WILL NOT BE FORWARDED TO THE DEPOSITARY AND THEREFORE WILL NOT CONSTITUTE VALID DELIVERY TO THE DEPOSITARY. DELIVERY OF THE LETTER OF TRANSMITTAL AND ANY OTHER REQUIRED DOCUMENTS TO THE BOOK-ENTRY TRANSFER FACILITY WILL NOT CONSTITUTE DELIVERY TO THE DEPOSITARY.

YOU SHOULD USE THIS LETTER OF TRANSMITTAL IF YOU ARE CAUSING THE SHARES TO BE DELIVERED BY BOOK-ENTRY TRANSFER TO THE DEPOSITARY'S ACCOUNT AT THE DEPOSITARY TRUST COMPANY (WHICH IS HEREINAFTER REFERRED TO AS THE "BOOK-ENTRY TRANSFER FACILITY") PURSUANT TO THE PROCEDURES SET FORTH IN SECTION 3 OF THE OFFER TO PURCHASE. ONLY FINANCIAL INSTITUTIONS THAT ARE PARTICIPANTS IN THE BOOK-ENTRY TRANSFER FACILITY'S SYSTEM MAY MAKE BOOK-ENTRY DELIVERY OF THE SHARES.

THE INFORMATION AGENT FOR THE TENDER OFFER IS:

D.F. KING & CO., INC.

Banks and Brokers Call: 212-269-5550
All others call Toll Free: 1-800-207-3158

BEFORE COMPLETING THIS LETTER OF TRANSMITTAL, YOU SHOULD READ THIS LETTER OF TRANSMITTAL AND THE ACCOMPANYING INSTRUCTIONS CAREFULLY.

You should use this Letter of Transmittal only if (1) you are also enclosing certificates for the Series C Shares you desire to tender, or (2) you intend to deliver certificates for such Series C Shares under a notice of guaranteed delivery previously sent to the Depository, or (3) you are delivering Series C Shares through a book-entry transfer into the Depository's account at the Depository Trust Company (*i.e.*, the book-entry transfer facility) in accordance with Section 3 of the Offer to Purchase.

If you desire to tender Series C Shares in the Tender Offer, but you cannot deliver the certificates for such shares and all other required documents to the Depository by the Expiration Date, or cannot comply with the procedures for book-entry transfer on a timely basis, then you may tender your Series C Shares according to the guaranteed delivery procedures set forth in Section 3 of the Offer to Purchase. See Instruction 2. Delivery of the Letter of Transmittal and any other required documents to the book-entry transfer facility does not constitute delivery to the Depository.

o CHECK HERE IF YOU ARE DELIVERING TENDERED SERIES C SHARES PURSUANT TO A NOTICE OF GUARANTEED DELIVERY THAT YOU PREVIOUSLY SENT TO THE DEPOSITARY AND COMPLETE THE FOLLOWING:

Name(s) of Tendering Stockholder(s): _____

Date of Execution of Notice of Guaranteed Delivery: _____

Name of Institution that Guaranteed Delivery: _____

o CHECK HERE IF ANY CERTIFICATES EVIDENCING THE SERIES C SHARES YOU ARE TENDERING WITH THIS LETTER OF TRANSMITTAL HAVE BEEN LOST, STOLEN, DESTROYED OR MUTILATED. YOU SHOULD CALL COMPUTERSHARE SHAREHOLDER SERVICES, INC., THE TRANSFER AGENT, AT 1-888-218-4391 (OR, IF CALLING FROM OUTSIDE THE UNITED STATES, 781-575-4579) TO GET INFORMATION ABOUT THE REQUIREMENTS FOR REPLACEMENT. YOU MAY BE REQUIRED TO POST A BOND TO SECURE AGAINST THE RISK THAT CERTIFICATES MAY BE SUBSEQUENTLY RECIRCULATED. PLEASE CALL COMPUTERSHARE SHAREHOLDER SERVICES IMMEDIATELY TO OBTAIN AN AFFIDAVIT OF LOSS, TO RECEIVE FURTHER INSTRUCTIONS ON HOW TO PROCEED, AND TO DETERMINE WHETHER YOU WILL NEED TO POST A BOND, SO THAT THE TIMELY PROCESSING OF THIS LETTER OF TRANSMITTAL WILL NOT BE IMPEDED. SEE INSTRUCTION 15.

o CHECK HERE IF YOU ARE A FINANCIAL INSTITUTION THAT IS A PARTICIPATING INSTITUTION IN THE BOOK-ENTRY TRANSFER FACILITY'S SYSTEM AND YOU ARE DELIVERING THE TENDERED SHARES BY BOOK-ENTRY TRANSFER TO AN ACCOUNT MAINTAINED BY THE DEPOSITARY AT THE BOOK-ENTRY TRANSFER FACILITY, AND COMPLETE THE FOLLOWING:

Name(s) of Tendering Institution: _____

Account Number: _____

Transaction Code Number: _____

**NOTE: SIGNATURES MUST BE PROVIDED BELOW
PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY**

CHECK EXACTLY ONE BOX. IF YOU CHECK MORE THAN ONE BOX, OR IF YOU DO NOT CHECK ANY BOX, YOU WILL HAVE FAILED TO VALIDLY TENDER ANY SERIES C SHARES

**SERIES C SHARES TENDERED AT PRICE DETERMINED PURSUANT TO THE SERIES C TENDER OFFER
(See Instruction 6)**

- The undersigned wants to maximize the chance of having Liberty Global purchase all Series C Shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this **one** box **instead of one of the price boxes below**, the undersigned hereby tenders Series C Shares and is willing to accept the purchase price determined by Liberty Global pursuant to the Tender Offer. If you agree to accept the purchase price determined by Liberty Global, your Series C Shares will be deemed to be tendered at the minimum price of \$25.27 per share. You should understand that this election may lower the purchase price paid for all purchased Series C Shares in the Tender Offer and could result in your Series C Shares being purchased at the minimum price of \$25.27 per share.

—OR—

**SERIES C SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER
(See Instruction 6)**

By checking **one** of the boxes below **instead of the box above**, the undersigned hereby tenders Series C Shares at the price checked. This action could result in none of the Series C Shares being purchased if the purchase price for the Series C Shares is less than the price checked below. **A stockholder who desires to tender Series C Shares at more than one price must complete a separate Letter of Transmittal for each price at which the stockholder tenders such shares.** You cannot tender the same Series C Shares at more than one price, unless you have previously validly withdrawn those shares tendered at a different price in accordance with Section 4 of the Offer to Purchase.

Price (in dollars) per Series C Share at which Series C Shares are being tendered:

- | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="radio"/> \$25.27 | <input type="radio"/> \$25.77 | <input type="radio"/> \$26.27 | <input type="radio"/> \$26.77 | <input type="radio"/> \$27.27 | <input type="radio"/> \$27.77 | <input type="radio"/> \$28.27 |
| <input type="radio"/> \$25.37 | <input type="radio"/> \$25.87 | <input type="radio"/> \$26.37 | <input type="radio"/> \$26.87 | <input type="radio"/> \$27.37 | <input type="radio"/> \$27.87 | <input type="radio"/> \$28.37 |
| <input type="radio"/> \$25.47 | <input type="radio"/> \$25.97 | <input type="radio"/> \$26.47 | <input type="radio"/> \$26.97 | <input type="radio"/> \$27.47 | <input type="radio"/> \$27.97 | <input type="radio"/> \$28.47 |
| <input type="radio"/> \$25.57 | <input type="radio"/> \$26.07 | <input type="radio"/> \$26.57 | <input type="radio"/> \$27.07 | <input type="radio"/> \$27.57 | <input type="radio"/> \$28.07 | <input type="radio"/> \$28.57 |
| <input type="radio"/> \$25.67 | <input type="radio"/> \$26.17 | <input type="radio"/> \$26.67 | <input type="radio"/> \$27.17 | <input type="radio"/> \$27.67 | <input type="radio"/> \$28.17 | <input type="radio"/> \$28.59 |

You will not have validly tendered your Series C Shares unless you check one and only one box in this frame.

ODD LOTS
(See Instruction 11)

To be completed only if the Series C Shares are being tendered by or on behalf of a person owning beneficially or of record an aggregate of fewer than 100 Series C Shares. The undersigned either **(check one box)**:

- o is the beneficial or record owner of an aggregate of fewer than 100 Series C Shares, all of which are being tendered; or
- o is a broker, dealer, commercial bank, trust company or other nominee that (a) is tendering for the beneficial owner(s) thereof, shares with respect to which it is record holder and (b) believes, based upon representations made to it by such beneficial owner(s), that each such person is the beneficial or record owner of an aggregate of fewer than 100 Series C Shares and is tendering all of such shares.

In addition, the undersigned is tendering Series C Shares either **(check one box)**:

- o at the price determined by Liberty Global pursuant to the Tender Offer (persons checking this box need not indicate the price per share above); or
- o at the price per share indicated under "Series C Shares Tendered At Price Determined By Stockholder" in this Letter of Transmittal.

CONDITIONAL TENDER
(See Instruction 7)

A tendering stockholder may condition his or her tender of Series C Shares upon Liberty Global purchasing a specified minimum number of the Series C Shares tendered by the tendering stockholder, all as described in Section 6 of the Offer to Purchase. Unless at least that minimum number of Series C Shares indicated below is purchased by Liberty Global from the tendering stockholder pursuant to the terms of the Tender Offer, none of the Series C Shares tendered by the tendering stockholder will be purchased. It is the tendering stockholder's responsibility to calculate that minimum number of Series C Shares that must be purchased from the tendering stockholder if any are purchased, and each stockholder is urged to consult his or her own tax advisor. Unless this box has been checked and a minimum specified, the tender will be deemed unconditional.

- o The minimum number of Series C Shares that must be purchased from the tendering stockholder, if any are purchased, is: _____ shares.

If, because of proration, the minimum number of Series C Shares designated will not be purchased, Liberty Global may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering stockholder must have tendered all of his or her Series C Shares and, if true, checked the following box:

- o The tendered Series C Shares represent all Series C Shares held by the undersigned.

SPECIAL PAYMENT INSTRUCTIONS
(See Instructions 1 and 10)

To be completed ONLY if Series C Shares not tendered or not accepted for purchase are to be issued in the name of, and/or if the payment check for the aggregate purchase price for the Series C Shares purchased (less the amount of any federal income or backup withholding tax required to be withheld) is to be issued to the order of, someone other than the person or persons whose signature(s) appears within this Letter of Transmittal, and/or if Series C Shares tendered by book-entry transfer that are not accepted for purchase are to be credited to an account maintained at the book-entry transfer facility other than the account designated above.

Check One or Both Boxes as Appropriate:

Issue Series C Share Certificates to:

Issue Payment Check(s) to:

Name(s)

(Please Print)

Address

(Include Zip Code)

*Taxpayer Identification Number,
Social Security Number
or Employer Identification Number
(See Substitute Form W-9 below)*

Credit unpurchased Series C Shares by book-entry to the book-entry transfer facility account set forth below:

DTC Account Number:

Number of Account Party:

SPECIAL DELIVERY INSTRUCTIONS
(See Instructions 1 and 10)

To be completed ONLY if certificate(s) representing Series C Shares not tendered or not purchased and/or if the payment check for the aggregate purchase price for the Series C Shares purchased (less the amount of any federal income or backup withholding tax required to be withheld) is to be mailed to someone other than the undersigned or to the undersigned at an address other than that shown below the undersigned's signature(s).

Check One or Both Boxes as Appropriate:

Mail Series C Share Certificates to:

Mail Payment Check(s) to:

Name(s)

(Please Print)

Address

(Include Zip Code)

*Taxpayer Identification Number,
Social Security Number
or Employer Identification Number
(See Substitute Form W-9 below)*

Ladies and Gentlemen:

Upon the terms and subject to the conditions of the Tender Offer, the undersigned hereby tenders to Liberty Global the Series C Shares indicated above. The tender of the Series C Shares is being made at the price per Series C Share indicated in this Letter of Transmittal, net to the seller in cash, without interest, on the terms and subject to the conditions set forth in this Letter of Transmittal and the Offer to Purchase, receipt of which is hereby acknowledged.

Subject to, and effective upon, acceptance for purchase of the Series C Shares tendered in accordance with the terms and subject to the conditions of the Tender Offer, including, if the Tender Offer is extended or amended, the terms and conditions of the extension or amendment, the undersigned hereby (1) sells, assigns and transfers to, or upon the order of, Liberty Global all rights, title and interests in and to all Series C Shares tendered hereby that are so accepted and paid for; (2) orders the registration of any Series C Shares tendered by book-entry transfer that are purchased under the Tender Offer to or upon the order of Liberty Global; and (3) appoints the Depository as attorney-in-fact of the undersigned with respect to such Series C Shares, with the full knowledge that the Depository also acts as the agent of Liberty Global, with full power of substitution (such power of attorney being an irrevocable power coupled with an interest), to perform the following functions:

- (a) deliver certificates for Series C Shares or transfer ownership of such shares on the account books maintained by the book-entry transfer facility, together in either such case with all accompanying evidences of transfer and authenticity, to or upon the order of Liberty Global, upon receipt by the Depository, as the undersigned's agent, of the purchase price for Series C Shares;
- (b) present certificates for such Series C Shares for cancellation and transfer on Liberty Global's books; and
- (c) receive all benefits and otherwise exercise all rights of beneficial ownership of such Series C Shares, subject to the next paragraph, all in accordance with the terms of the Tender Offer.

The undersigned understands that Liberty Global will, upon the terms and subject to the conditions of the Tender Offer, determine a single per share price, not greater than \$28.59 nor less than \$25.27 per Series C Share (the "**Purchase Price**"), which it will pay for Series C Shares validly tendered and not validly withdrawn pursuant to the Tender Offer, after taking into account the number of Series C Shares so tendered and the prices specified by tendering stockholders. The undersigned understands that Liberty Global will select the lowest purchase price that will allow it to purchase 5,246,590 Series C Shares or, if a lesser number of Series C Shares is validly tendered and not validly withdrawn, all such Series C Shares that are validly tendered and not validly withdrawn. The undersigned further understands that Liberty Global reserves the right to purchase more than 5,246,590 Series C Shares pursuant to the Tender Offer, subject to certain limitations and legal requirements as set forth in the Tender Offer. Liberty Global will purchase all Series C Shares validly tendered at or below the Purchase Price and not validly withdrawn, subject to the conditions of the Tender Offer and the proration and conditional tender provisions described in the Offer to Purchase. The undersigned understands that all stockholders whose Series C Shares are purchased by Liberty Global will receive the same purchase price for each Series C Share purchased in the Tender Offer.

The undersigned further understands and acknowledges that the Tender Offer will expire on the Expiration Date for the Tender Offer, unless extended or earlier terminated by Liberty Global.

The undersigned covenants, represents and warrants to Liberty Global that, in connection with its tender of the Series C Shares indicated in the box above:

1. the undersigned has a net long position in the Series C Shares at least equal to the number of Series C Shares being tendered within the meaning of Rule 14e-4 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and is tendering the Series C Shares in compliance with Rule 14e-4 under the Exchange Act;
2. the undersigned has received a copy of this document and the Offer to Purchase and agrees to be bound by all the terms and conditions of the Tender Offer;
3. the undersigned has full power and authority to tender, sell, assign and transfer the Series C Shares;
4. when and to the extent Liberty Global accepts the Series C Shares for purchase, Liberty Global will acquire good and marketable title to them, free and clear of all security interests, charges, liens, restrictions, claims and encumbrances; and

5. the undersigned will, upon Liberty Global's request or the request of the Depository, as applicable, execute and deliver any additional documents necessary or desirable to complete the tender of such Series C Shares.

The undersigned understands that Liberty Global's acceptance of the Series C Shares tendered pursuant to the procedures described in Section 3 of the Offer to Purchase and in the instructions to this Letter of Transmittal will constitute a binding agreement between the undersigned and Liberty Global upon the terms and subject to the conditions of the Tender Offer.

The undersigned recognizes that under the circumstances set forth in the Offer to Purchase, Liberty Global may terminate or amend the Tender Offer, or may postpone the acceptance for payment of, or the payment for, Series C Shares tendered, or may accept for payment fewer than all of the Series C Shares tendered. The undersigned understands that (unless otherwise specified in the box entitled "Special Delivery Instructions" and/or "Special Payment Instructions" above) certificate(s) for any Series C Shares not tendered or not purchased will be returned to the undersigned at the address indicated above or, in the case of Series C Shares tendered through the book-entry transfer facility and not purchased, credited to the account at the book-entry transfer facility designated above.

THE NAMES AND ADDRESSES OF THE REGISTERED STOCKHOLDERS SHOULD BE PRINTED, IF THEY ARE NOT ALREADY PRINTED ABOVE, EXACTLY AS THEY APPEAR ON THE CERTIFICATES REPRESENTING SERIES C SHARES TENDERED HEREBY. THE CERTIFICATE NUMBERS, THE NUMBER OF SERIES C SHARES REPRESENTED BY SUCH CERTIFICATES, AND THE NUMBER OF SERIES C SHARES THAT THE UNDERSIGNED WISHES TO TENDER, SHOULD BE SET FORTH IN THE APPROPRIATE BOXES ABOVE.

Unless otherwise indicated above in the box entitled "Special Payment Instructions," please issue the check for the aggregate purchase price with respect to any Series C Shares purchased (less the amount of any federal income or backup withholding tax required to be withheld), and/or return any Series C Shares not tendered or not purchased, in the name(s) of the undersigned, or by credit to the account at the book-entry transfer facility designated above. Similarly, unless otherwise indicated under "Special Delivery Instructions," please mail the check for the aggregate purchase price for the Series C Shares purchased (less the amount of any federal income or backup withholding tax required to be withheld), and any certificates for Series C Shares not tendered or not purchased (and accompanying documents, as appropriate) to the undersigned at the address shown below the undersigned's signature(s). In the event that both the "Special Payment Instructions" and the "Special Delivery Instructions" are completed, please issue the check for the aggregate purchase price for Series C Shares purchased (less the amount of any federal income or backup withholding tax required to be withheld, and the amount, if any, of any stock transfer taxes not paid by Liberty Global) and/or return any Series C Shares not tendered or not purchased in the name(s) of, and mail said check and any certificates to, the person(s) so indicated.

The undersigned recognizes that Liberty Global has no obligation, under the Special Payment Instructions, to transfer any certificate for Series C Shares from the name of its registered stockholder, or to order the registration or transfer of Series C Shares tendered by book-entry transfer, if Liberty Global purchases none of the Series C Shares represented by such certificate or tendered by such book-entry transfer.

For purposes of the Tender Offer, the undersigned understands that Liberty Global will be deemed to have accepted for purchase validly tendered Series C Shares, or defectively tendered Series C Shares with respect to which Liberty Global has waived such defect, if, as and when Liberty Global gives oral or written notice thereof to the Depository.

All authority conferred or agreed to be conferred by this Letter of Transmittal will survive the death or incapacity of the undersigned, and all obligations of the undersigned hereunder will be binding on the heirs, personal representatives, executors, administrators, successors, assigns, trustees in bankruptcy and legal representatives of the undersigned. Except as stated in the Offer to Purchase, this tender is irrevocable.

PLEASE SIGN HERE—To Be Completed By All Tendering Stockholders

**(Please Complete and Return With the Attached Substitute Form W-9,
or The Appropriate Form W-8)**

This Letter of Transmittal must be signed by registered holder(s) exactly as name(s) appear(s) on Series C Share certificate(s) or on a security position listing or by person(s) authorized to become registered holder(s) by Series C Share certificate(s) and documents transmitted herewith. If the signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer or other person acting in a fiduciary or representative capacity, such person must set forth his or her full title below under "Capacity" and submit evidence satisfactory to Liberty Global of such person's authority to so act. See Instruction 8 below.

Dated: _____ (Signature(s) of Stockholder(s) or Authorized Signatory), 200__.

Name(s): _____

(Please Print)

Capacity: _____

Address: _____

Area Code and Telephone No.: _____ (Including Zip Code)

SIGNATURE GUARANTEE (See Instructions 1 and 8 below)

Certain Signatures Must be Guaranteed by a Medallion Signature Guarantor

(Name of Medallion Signature Guarantor Guaranteeing Signature)

(Address (including zip code) and Telephone Number (including area code) of Firm)

(Authorized Signature)

(Printed Name)

Dated: _____ (Title), 200__.

INSTRUCTIONS

Forming Part of the Terms and Conditions of the Tender Offer

1. **Guarantee of Signatures.** Except as otherwise provided in this Instruction, all signatures on this Letter of Transmittal must be guaranteed by a financial institution that is a participant in the Securities Transfer Agents Medallion Program or a bank, broker, dealer, credit union, savings association or other entity which is an "eligible guarantor institution" as such term is defined in Rule 17Ad-15 under the Exchange Act (an "**Eligible Institution**"). Signatures on this Letter of Transmittal need not be guaranteed if either (a) this Letter of Transmittal is signed by the registered holder(s) of the Series C Shares (which term, for purposes of this Letter of Transmittal, shall include any participant in the book-entry transfer facility whose name appears on a security position listing as the owner of such Series C Shares) tendered herewith and such holder(s) have not completed either the box entitled "Special Payment Instructions" or "Special Delivery Instructions" in this Letter of Transmittal; or (b) such Series C Shares are tendered for the account of an Eligible Institution. See Instruction 8. You may also need to have any certificates you deliver endorsed or accompanied by a stock power, and the signatures on these documents may also need to be guaranteed. See Instruction 8.

2. **Delivery of Letter of Transmittal and Certificates; Guaranteed Delivery Procedures.** You should use this Letter of Transmittal only if you are (a) forwarding certificates with this Letter of Transmittal, (b) going to deliver certificates under a notice of guaranteed delivery previously sent to the Depository, or (c) causing Series C Shares to be delivered by book-entry transfer pursuant to the procedures set forth in Section 3 of the Offer to Purchase. In order for you to validly tender Series C Shares, the Depository must receive certificates for all physically tendered Series C Shares, or a confirmation of a book-entry transfer of all Series C Shares delivered electronically into the Depository's account at the book-entry transfer facility, together in each case with a properly completed and duly executed Letter of Transmittal, or an Agent's Message in connection with book-entry transfer, and any other documents required by this Letter of Transmittal, at one of its addresses set forth in this Letter of Transmittal by the Expiration Date.

The term "Agent's Message" means a message transmitted by the book-entry transfer facility to, and received by, the Depository, which states that the book-entry transfer facility has received an express acknowledgment from the participant in the book-entry transfer facility tendering the Series C Shares, that the participant has received and agrees to be bound by the terms of the Letter of Transmittal, and that Liberty Global may enforce this agreement against the participant.

Guaranteed Delivery. If you cannot deliver your Series C Shares and all other required documents to the Depository by the Expiration Date, or the procedure for book-entry transfer cannot be completed on a timely basis, you may tender your Series C Shares, pursuant to the guaranteed delivery procedure described in Section 3 of the Offer to Purchase, by or through any Eligible Institution. To comply with the guaranteed delivery procedure, you must (1) properly complete and duly execute a notice of guaranteed delivery substantially in the form provided to you by Liberty Global, specifying the price at which you are tendering your Series C Shares, including (where required) a Signature Guarantee by an Eligible Institution in the form set forth in the notice of guaranteed delivery; (2) arrange for the Depository to receive the notice of guaranteed delivery by the Expiration Date; and (3) ensure that the Depository receives the certificates for all physically tendered Series C Shares or book-entry confirmation of electronic delivery of Series C Shares, as the case may be, together with a properly completed and duly executed Letter of Transmittal with any required signature guarantees or an Agent's Message, and all other documents required by this Letter of Transmittal, within three Nasdaq trading days after receipt by the Depository of such notice of guaranteed delivery, all as provided in Section 3 of the Offer to Purchase.

The notice of guaranteed delivery may be delivered by hand, facsimile transmission or mail to the Depository and must include, if necessary, a guarantee by an eligible guarantor institution in the form set forth in such notice. For Series C Shares to be tendered validly under the guaranteed delivery procedure, the Depository must receive the notice of guaranteed delivery before the Expiration Date.

THE METHOD OF DELIVERY OF ALL DOCUMENTS, INCLUDING CERTIFICATES FOR SERIES C SHARES, IS AT THE OPTION AND RISK OF THE TENDERING STOCKHOLDER. IF YOU CHOOSE TO DELIVER THE DOCUMENTS BY MAIL, WE RECOMMEND THAT YOU USE REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED. IN ALL CASES, PLEASE ALLOW SUFFICIENT TIME TO ASSURE DELIVERY.

Except as provided herein or in the Offer to Purchase, Liberty Global will not accept any alternative, conditional or contingent tenders, nor will it purchase any fractional Series C Shares. By executing this Letter of

Transmittal, you waive any right to receive any notice of the acceptance for payment of your tendered Series C Shares.

3. **Withdrawal of Tenders.** A tender of Series C Shares may be withdrawn at any time prior to the Expiration Date, but no consideration shall be payable in respect of the Series C Shares so withdrawn.

For a withdrawal of Series C Shares to be effective, the Depository must timely receive either an Agent's Message or a written or faxed notice of withdrawal specifying the name of the tendering stockholder, a description of the Series C Shares to be withdrawn, the amount of Series C Shares to be withdrawn and, if the Series C Shares were tendered pursuant to the book-entry transfer facility the number of the account at DTC to be credited with the withdrawn Series C Shares. Any "notice of withdrawal" must be signed by the holder of such Series C Shares in the same manner as the original signature on the Letter of Transmittal by which such Series C Shares were tendered (including any required signature guarantees), or be accompanied by evidence sufficient to the Depository that the person withdrawing the tender has succeeded to the beneficial ownership of the Series C Shares being withdrawn. If the Series C Shares to be withdrawn have been delivered or otherwise identified to the Depository, an Agent's Message or a signed notice of withdrawal is effective immediately upon receipt by the Depository of the Agent's Message or written or faxed notice of such withdrawal even if re-transfer by DTC book-entry is not immediately effected.

Any permitted withdrawal of tendered Series C Shares may not be rescinded by the stockholder and any Series C Shares properly withdrawn will thereafter be deemed not validly tendered; *provided, however*, that properly withdrawn Series C Shares may be re-tendered, by again following one of the appropriate procedures described in Section 3 of the Offer to Purchase at any time at or prior to the Expiration Date.

Stockholders can withdraw the tender of their Series C Shares only in accordance with the foregoing procedures.

All questions as to the validity, form and eligibility (including time of receipt) of notices of withdrawal will be determined by Liberty Global, in Liberty Global's sole discretion (whose determination shall be final and binding). None of Liberty Global, the Depository, the Information Agent or any other person will be under any duty to give notification of any defects or irregularities in any notice of withdrawal, or incur any liability for failure to give any such notification.

4. **Inadequate Space.** If the space provided in the box captioned "Description of Series C Shares Tendered" is inadequate, then you should list the certificate numbers, the number of Series C Shares represented by the certificate(s) and the number of Series C Shares tendered with respect to each certificate on a separate signed schedule attached to this Letter of Transmittal.

5. **Partial Tenders and Unpurchased Series C Shares.** (Not applicable to stockholders who tender by book-entry transfer.) If you wish to tender (*i.e.*, offer to sell) fewer than all of the Series C Shares evidenced by any certificate(s) that you deliver to the Depository, fill in the number of Series C Shares that you wish to tender in the column entitled "Number of Shares Tendered." In this case, if Liberty Global purchases some but not all of the Series C Shares that you tender, Liberty Global will issue to you a new certificate for the unpurchased Series C Shares. The new certificate will be sent to the registered holder(s) as promptly as practicable after the Expiration Date. Unless you indicate otherwise, all Series C Shares represented by the certificate(s) listed and delivered to the Depository will be deemed to have been tendered. In the case of Series C Shares tendered by book-entry transfer at the book-entry transfer facility, any tendered but unpurchased Series C Shares will be credited to the appropriate account maintained by the tendering stockholder at the book-entry transfer facility. In each case, Series C Shares will be returned or credited without expense to the stockholder.

6. **Indication of Price at Which Series C Shares are Being Tendered.** In order to validly tender your Series C Shares by this Letter of Transmittal, you must either:

- a. check the box under "**Series C Shares Tendered at Price Determined Pursuant to the Series C Tender Offer**" in order to maximize the chance of having Liberty Global purchase all of the Series C Shares that you tender (subject to the possibility of proration); **or**
- b. check one of the boxes indicating the price per Series C Share at which you are tendering such Series C Shares in the section entitled "**Series C Shares Tendered at Price Determined by Stockholder.**"

YOU MUST CHECK ONE, AND ONLY ONE, BOX. If you check more than one box or no boxes, then you will be deemed not to have validly tendered your Series C Shares. IF YOU WISH TO TENDER PORTIONS OF

YOUR DIFFERENT SERIES C SHARES HOLDING AT DIFFERENT PRICES, YOU MUST COMPLETE A SEPARATE LETTER OF TRANSMITTAL FOR EACH PRICE AT WHICH YOU WISH TO TENDER EACH SUCH PORTION OF YOUR SHARE HOLDINGS. You cannot tender the same Series C Shares at more than one price (unless, prior to tendering previously tendered Series C Shares at a new price, you validly withdrew those Series C Shares in accordance with Section 4 of the Offer to Purchase).

By checking the box under "Series C Shares Tendered at Price Determined Pursuant to the Series C Tender Offer" you agree to accept the purchase price for Series C Shares resulting from the tender offer process. If you agree to accept the purchase price determined by Liberty Global, your Series C Shares will be deemed to be tendered at the minimum price of \$25.27 per share. You should understand that this election may lower the purchase price paid for all purchased Series C Shares in the Tender Offer and could result in your Series C Shares being purchased at the minimum price of \$25.27 per share. By checking a box under "Series C Shares Tendered at Price Determined by Stockholder," you acknowledge that doing so could result in none of the Series C Shares you tender being purchased if the purchase price for Series C Shares is less than the price you selected.

7. **Conditional Tender.** As described in Sections 3 and 6 of the Offer to Purchase, stockholders may condition their tenders on all or a minimum number of their tendered Series C Shares being purchased.

To make a conditional tender, a stockholder must indicate this in the box captioned "Conditional Tender" in this Letter of Transmittal or, if applicable, the notice of guaranteed delivery. In the box in this Letter of Transmittal or the notice of guaranteed delivery, a stockholder must calculate and appropriately indicate the minimum number of Series C Shares that must be purchased from the tendering stockholder if any are to be purchased.

As discussed in Sections 3 and 6 of the Offer to Purchase, proration may affect whether Liberty Global accepts conditional tenders and may result in Series C Shares tendered pursuant to a conditional tender at or below the purchase price not being purchased if the minimum number of Series C Shares would not be purchased. If, because of proration, the minimum number of Series C Shares designated will not be purchased, Liberty Global may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, a stockholder must have tendered all his or her Series C Shares and checked the box so indicating. Upon the selection by lot, if any, Liberty Global will limit its purchase in each case to the designated minimum number of Series C Shares.

All tendered Series C Shares will be deemed unconditionally tendered unless the "Conditional Tender" box is completed.

8. **Signatures on Letter of Transmittal; Signature Guarantees.**

- **Exact Signature.** If this Letter of Transmittal is signed by the registered holder(s) of the Series C Shares tendered hereby, the signature(s) must correspond with the name(s) written on the face of the certificate(s) without any change whatsoever.
- **Joint Holders.** If the Series C Shares tendered are registered in the names of two or more persons, each such person must sign this Letter of Transmittal.
- **Signatures of Fiduciaries.** If this Letter of Transmittal is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or any other person acting in a fiduciary or representative capacity, that person should so indicate when signing and must submit to the Depository proper evidence satisfactory to Liberty Global of his or her authority to so act.
- **Endorsements.** If this Letter of Transmittal is signed by the registered holder(s) of the Series C Shares tendered hereby, no endorsements of certificate(s) representing such Series C Shares or separate stock powers are required unless payment of the purchase price for Series C Shares is to be made, or the certificates for Series C Shares not tendered or tendered but not purchased are to be issued, to a person other than the registered holder(s).

SIGNATURE(S) ON ANY SUCH CERTIFICATE(S) OR STOCK POWERS MUST BE GUARANTEED BY AN ELIGIBLE INSTITUTION.

If this Letter of Transmittal is signed by a person other than the registered holder(s) of the Series C Shares tendered hereby, or if payment is to be made to a person other than the registered holder(s), the certificate(s) for the Series C Shares must be endorsed or accompanied by appropriate stock powers, in either case, signed exactly

as the name(s) of the registered holder(s) appear(s) on the certificate(s) for such Series C Shares, and the signature(s) on such certificates or stock power(s) must be guaranteed by an Eligible Institution. See Instruction 1.

9. **Transfer Taxes.** Except as set forth in this Instruction 9, Liberty Global will pay or cause to be paid any transfer taxes with respect to the transfer and sale of Series C Shares to it, or to its order, pursuant to the Tender Offer. If payment is to be made to, or if Series C Shares not tendered or purchased are to be registered in the name of, any persons other than the registered owners, or if tendered Series C Shares are registered in the name of any persons other than the persons signing this Letter of Transmittal, the amount of any transfer taxes (whether imposed on the registered holder or such other person) payable on account of the transfer to such other person will be deducted from the payment unless satisfactory evidence of the payment of such taxes or exemption therefrom is submitted.

10. **Special Payment and Delivery Instructions.** If any of the following conditions holds:

- a. check(s) for the purchase price for Series C Shares purchased pursuant to the Tender Offer are to be issued to a person other than the person(s) signing this Letter of Transmittal; or
- b. check(s) for the purchase price of Series C Shares are to be sent to any person other than the person signing this Letter of Transmittal, or to the person signing this Letter of Transmittal, but at a different address; or
- c. certificates for any Series C Shares not tendered, or tendered but not purchased, are to be returned to and in the name of a person other than the person(s) signing this Letter of Transmittal,

then, in each such case, you must complete the boxes captioned "Special Payment Instructions" and/or "Special Delivery Instructions" as applicable in this Letter of Transmittal and make sure that the signatures herein are guaranteed as described in Instructions 1 and 8.

11. **Odd Lots.** As described in Section 1 of the Offer to Purchase "Number of Shares; Proration", if Liberty Global is to purchase fewer than all Series C Shares properly tendered on or before the Expiration Date and not properly withdrawn, the Series C Shares purchased first will consist of all Series C Shares properly tendered by any stockholder who owns beneficially or of record an aggregate of fewer than 100 Series C Shares, and who tenders all of such holder's Series C Shares at or below the applicable purchase price. This preference will not be available unless the section of this Letter of Transmittal captioned "Odd Lots" is completed.

12. **Tax Identification Number and Withholding.** Under the U.S. federal income tax laws, the Depository will be required to withhold 28% of the gross proceeds to certain stockholders pursuant to the Tender Offer. In order to avoid such backup withholding, each tendering stockholder that is a U.S. person (including a U.S. resident alien) must provide the Depository with such stockholder's correct taxpayer identification number by completing the Substitute Form W-9 set forth below.

Certain stockholders (including, among others, all corporations and certain foreign individuals) are not subject to these backup withholding and reporting requirements. In order to satisfy the Depository that a foreign stockholder qualifies as an exempt recipient, such stockholder must submit an IRS Form W-8BEN or Form W-8ECI (or in the case of certain foreign partnerships and other foreign intermediaries, Form W-8IMY), signed under penalties of perjury, attesting to that stockholder's exempt status. You can obtain a copy of the appropriate Form W-8 from the Depository. Although filing the appropriate Form W-8 will prevent backup withholding, withholding at a rate of 30% (or such lower rate as set forth in an applicable income tax treaty) will generally be made on payments to a foreign person or entity unless such payment is effectively connected with the conduct of a trade or business within in the United States. If the payment is "effectively connected income" to a foreign person or entity, such person or entity may obtain an exemption from withholding by filing a Form W-8ECI. If the payment is not "effectively connected income," certain foreign partnerships and other foreign intermediaries may obtain an exemption from withholding by filing a Form W-8IMY, and other persons may be able to claim an exemption from, or a reduction in, withholding pursuant to an applicable income tax treaty by filing Form W-8BEN.

For further information concerning backup withholding and instructions for completing the Substitute Form W-9 (including how to obtain a taxpayer identification number if you do not have one and how to complete the Substitute Form W-9 if Series C Shares are held in more than one name), consult the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.

13. **Irregularities.** Liberty Global will determine, in its sole discretion, all questions as to the validity, form, eligibility (including time of receipt) and acceptance for payment of any tender of Series C Shares and its determination shall be final and binding on all parties. Liberty Global reserves the absolute right to reject any and all tenders of Series C Shares determined by it not to be in the proper form or the acceptance of or payment for which may be unlawful. Liberty Global also reserves the absolute right to waive any of the conditions of the Tender Offer or any defect or irregularity in the tender of any particular Series C Shares and Liberty Global's interpretation of the terms of the Tender Offer (including these instructions) shall be final and binding on all parties. No tender of Series C Shares will be deemed to be validly made until all defects and irregularities have been cured or waived. Unless waived, all defects or irregularities in connection with tenders must be cured within such time as Liberty Global shall determine. None of Liberty Global, the Depositary, the Information Agent nor any other person is or will be obligated to give notice of defects or irregularities in tenders, nor shall any of them incur any liability for failure to give any such notice.

14. **Waiver of Conditions.** Liberty Global expressly reserves the absolute right, in its sole discretion, to waive any of the conditions to the Tender Offer in the case of any Series C Shares tendered, in whole or in part, at any time and from time to time.

15. **Lost, Stolen, Destroyed or Mutilated Certificates.** If any certificate representing any Series C Shares has been lost, stolen, destroyed or mutilated, you should notify Computershare Shareholder Services, Inc., the transfer agent for the Series C Shares, by calling 1-888-218-4391 (or, if calling from outside the United States, 781-575-4579 and asking for instructions on obtaining replacement certificate(s) at the address specified on the cover of this letter of transmittal. Computershare Shareholder Services, Inc. will require you to complete an affidavit of loss and return it to Computershare Shareholder Services. You will then be instructed by Computershare Shareholder Services as to the steps you must take in order to replace the certificate. You may be required to post a bond to secure against the risk that the certificate may be subsequently recirculated.

We cannot process this Letter of Transmittal and related documents until you have followed the procedures for replacing lost, stolen, destroyed or mutilated certificates. We urge you to contact the transfer agent, Computershare Shareholder Services, Inc., immediately, in order to receive further instructions, for a determination as to whether you will need to post a bond, and to permit timely processing of this documentation.

16. **Requests for Assistance or Additional Copies.** Questions relating to the procedure for tendering Series C Shares and requests for assistance or additional copies of the Offer to Purchase and this Letter of Transmittal may be directed to, and additional information about the Tender Offer may be obtained from the Information Agent whose address and telephone number appear on the last page of the Offer to Purchase.

The Information Agent for the Tender Offer is:

D.F. KING & CO., INC.
48 Wall Street
New York, NY 10005
Banks and Brokers call: (212) 269-5550
Toll free (800) 207-3158

**SUBSTITUTE
FORM W-9**

Department of the Treasury
Internal Revenue Service
Payer's Request for
Taxpayer Identification
Number ("TIN") and
Certification

Part 1—PLEASE PROVIDE YOUR TIN IN THE BOX AT
RIGHT AND CERTIFY BY SIGNING AND DATING
BELOW

TIN: _____

Social Security Number or
Employee Identification Number

Part 2—TIN Applied For

(Please Print)

Name: _____

Business name, if different from above: _____

Check appropriate box: Individual/
Sole proprietor Corporation Partnership Other > _____ Exempt from backup
withholding

Address: _____

City: _____ State: _____ Zip: _____

Part 3—CERTIFICATION—UNDER PENALTIES OF PERJURY, I CERTIFY THAT:

- (1) The number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me),
- (2) I am not subject to backup withholding because (a) I am exempt from backup withholding, (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- (3) I am a U.S. person (including a U.S. resident alien).

Certification Instructions: You must cross out item (2) of Part 3 if you have been notified by the IRS that you currently are subject to backup withholding because you have failed to report all interest and dividends on your tax return. Also, see instructions in the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.

Signature: _____ Date: _____

YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU CHECKED THE BOX IN PART 2 OF THE SUBSTITUTE FORM W-9 INDICATING YOU HAVE APPLIED FOR, AND ARE AWAITING RECEIPT OF, YOUR TIN.

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (1) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office or (2) I intend to mail or deliver an application in the near future. I understand that if I do not provide a taxpayer identification number to the payor by the time of payment, backup withholding will apply to all payments made to me pursuant to the Tender Offers.

Signature Date

NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING AT A RATE OF 28% ON ANY PAYMENTS MADE TO YOU PURSUANT TO THE TENDER OFFERS. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.

**GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION
NUMBER ON SUBSTITUTE FORM W-9**

Guidelines for Determining the Proper Identification Number to Give the Payor. A Social Security Number (SSN) has nine digits separate by two hyphens: i.e. 000-00-0000. An Employer Identification Number (EIN) has nine digits separated by only one hyphen, i.e. 00-0000000. The table below will help determine the number to give the payor.

For this type of account:		Give the SOCIAL SECURITY number of—	For this type of account:		Give the EMPLOYER IDENTIFICATION number of—
1.	Individual	The individual	6.	Sole proprietorship or single-owner LLC account	The owner(3)
2.	Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account.(1)	7.	A valid trust, estate, or pension trust	The legal entity(4)
3.	Custodian account of a minor (Uniform Gift to Minors Act)	The minor(2)	8.	Corporation or LLC electing corporate status on Form 8832	The corporation or LLC
4.	a. The usual revocable savings trust account (grantor is also trustee)	The grantor-trustee(1)	9.	Association, club, religious, charitable, educational or other tax-exempt organization	The organization
	b. So-called trust account that is not a legal or valid trust under state law	The actual owner(1)	10.	Partnership or multi-member LLC	The partnership or LLC
5.	Sole proprietorship or single-owner LLC	The owner(3)	11.	A broker or registered nominee	The broker or nominee
			12.	Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity

-
- (1) List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number should be furnished.
 - (2) Circle the minor's name and furnish the minor's SSN.
 - (3) You must show your individual name, but you may also enter your business or "doing business as" name. You may use either your SSN or EIN (if you have one).
 - (4) List first and circle the name of the legal trust, estate, or pension trust. (Do not furnish the identifying number of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

NOTE: If no name is circled when there is more than one name, the number will be considered to be that of the first name listed.

**GUIDELINES FOR CERTIFICATION OF TAXPAYER
IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9
Page 2**

Obtaining a Number

If you don't have a taxpayer identification number or you don't know your number, obtain Form SS-5, Application for a Social Security Card, or Form SS-4, Application for Employer Identification Number, or Form W-7, Application for Individual Taxpayer Identification Number at the local office of the Social Security Administration or the Internal Revenue Service and apply for a number. You can get IRS Forms from the IRS by calling 1-800-829-3676 or from the IRS's internet website at www.irs.gov.

Payees Exempt from Backup Withholding

Payees specifically exempt from backup withholding on ALL payments include the following:

- An organization exempt from tax under section 501(a), an IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2).
- The United States or any agency or instrumentality thereof.
- A state, the District of Columbia, a possession of the United States, or any political subdivision or instrumentality thereof.
- A foreign government or any political subdivision, agency or instrumentality thereof.
- An international organization or any agency or instrumentality thereof.

Other payees that may be exempt from backup withholding include:

- A corporation.
- A financial institution.
- A middleman known in the investment community as a nominee or custodian.
- A dealer in securities or commodities registered in the United States, the District of Columbia or a possession of the United States
- A real estate investment trust.
- A common trust fund operated by a bank under section 584(a).
- A trust exempt from tax under section 664 or described in section 4947.
- An entity registered at all times during the tax year under the Investment Company Act of 1940.
- A foreign central bank of issue.
- A futures commission merchant registered with the Commodity Futures Trading Commission.

Exempt payees described above should file Form W-9 to avoid possible erroneous backup withholding. FILE THIS FORM WITH THE PAYOR, FURNISH YOUR TAXPAYER IDENTIFICATION NUMBER, CHECK "EXEMPT" ON THE FACE OF THE FORM, SIGN AND DATE THE FORM AND RETURN IT TO THE PAYOR. IF YOU ARE A NONRESIDENT ALIEN OR A FOREIGN ENTITY NOT SUBJECT TO BACKUP WITHHOLDING, FILE WITH PAYOR A COMPLETED IRS FORM W-8BEN (CERTIFICATE OF FOREIGN STATUS OF BENEFICIAL OWNER FOR UNITED STATES TAX WITHHOLDING) OR, IF APPLICABLE, IRS FORM W-8ECI (CERTIFICATE OF FOREIGN PERSON'S CLAIM FOR EXEMPTION FROM WITHHOLDING ON INCOME EFFECTIVELY CONNECTED WITH THE CONDUCT OF A TRADE OR BUSINESS IN THE UNITED STATES).

Privacy Act Notice

Section 6109 requires most recipients of dividends, interest, or other payments to give taxpayer identification numbers to payors who must report the payments to the IRS. The IRS uses the numbers for identification purposes. Payors must be given the numbers whether or not recipients are required to file tax returns. Payors must generally withhold 28% (subject to further adjustment under applicable law) of taxable interest, dividends, and certain other payments to a payee who does not furnish a taxpayer identification number to a payor. Certain penalties may also apply.

Penalties

- (1) **Penalty for Failure to Furnish Taxpayer Identification Number.** If you fail to furnish your taxpayer identification number to a payor, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.
- (2) **Civil Penalty for False Information With Respect to Withholding.** If you make a false statement with no reasonable basis that results in no imposition of backup withholding, you are subject to a penalty of \$500.
- (3) **Criminal Penalty for Falsifying Information.** Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.
- (4) **Misuse of Taxpayer Identification Number.** If the requester discloses or uses taxpayer identification numbers in violation of federal law, the requester may be subject to civil and criminal penalties.

FOR ADDITIONAL INFORMATION CONTACT YOUR TAX CONSULTANT OR THE INTERNAL REVENUE SERVICE

THIS LETTER OF TRANSMITTAL (OR FACSIMILE THEREOF), PROPERLY COMPLETED AND DULY EXECUTED (TOGETHER WITH ANY REQUIRED SIGNATURE GUARANTEES AND CONFIRMATION OF BOOK-ENTRY TRANSFER AND ALL OTHER REQUIRED DOCUMENTS) MUST BE RECEIVED BY THE DEPOSITARY AT ONE OF ITS ADDRESSES SET FORTH BELOW AT OR PRIOR TO THE EXPIRATION DATE FOR STOCKHOLDERS WISHING TO TENDER THEIR SHARES.

The Depository for the Tender Offer is:

COMPUTERSHARE SHAREHOLDER SERVICES, INC.

If by Mail:
Computershare Shareholder
Services, Inc.
P.O. Box 859208
Braintree, MA 02185-9208
Attn: Corporate Actions

By Hand or Overnight Delivery:
Computershare Shareholder
Services, Inc.
161 Bay State Drive
Braintree, MA 02184
Attn: Corporate Actions

Requests for additional copies of the Offer to Purchase, this Letter of Transmittal and all other tender offer materials may be directed to the Information Agent as set forth below and will be furnished promptly at Liberty Global's expense. Questions regarding the terms of the Offer to Purchase and this Letter of Transmittal may be directed to the Information Agent at its address and telephone number set forth below. Stockholders may also contact their broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Tender Offer.

The Information Agent for the Tender Offer is:

D.F. King & Co., Inc.
48 Wall Street
22nd Floor
New York, NY 10005
Banks and Brokers call: (212) 269-5550
Toll free (800) 207-3158

QuickLinks

[Exhibit \(a\)\(1\)\(iii\)](#)

**NOTICE OF GUARANTEED DELIVERY FOR
(SERIES A COMMON STOCK)**

LIBERTY GLOBAL, INC.

**OFFER TO PURCHASE FOR CASH
UP TO 5,084,746 SHARES OF ITS SERIES A COMMON STOCK, PAR VALUE \$0.01 PER SHARE,
AT A PURCHASE PRICE NOT GREATER THAN \$29.50
NOR LESS THAN \$26.08 PER SHARE**

As set forth in Section 3 of the offer to purchase, dated December 4, 2006, of Liberty Global, Inc. (the "Offer to Purchase"), this notice of guaranteed delivery, or a facsimile hereof, must be used to accept the Series A tender offer if:

- (a) certificates representing shares of Series A common stock, par value \$0.01 per share, of Liberty Global, Inc., a Delaware corporation, cannot be delivered prior to the "expiration date" (as defined in Section 1 of the Offer to Purchase); or
- (b) the procedure for book-entry transfer cannot be completed before the expiration date; or
- (c) time will not permit a properly completed and duly executed letter of transmittal, or manually signed facsimile thereof, and all other required documents to reach the Depository referred to below before the expiration date.

This form or a facsimile of it, signed and properly completed, may be delivered by hand or transmitted by facsimile transmission or mailed to the Depository so that it is received by the Depository before the expiration date. See Section 3 of the Offer to Purchase.

The Depository for the Offer is:

COMPUTERSHARE SHAREHOLDER SERVICES, INC.

By Mail:

Computershare Shareholder Services, Inc.
P.O. Box 859208
Braintree, MA 02185-9208
Attn: Corporate Actions

By Hand or Overnight Delivery:

Computershare Shareholder Services, Inc.
161 Bay State Drive
Braintree, MA 02184
Attn: Corporate Actions

By Facsimile Transmission (For Eligible Institutions Only):

Facsimile Transmission:
781-380-3388

To Confirm Facsimile Transmissions (For Eligible Institutions Only):

Confirm Receipt of Facsimile
By Telephone:
781-843-1833 Ext. 200

DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN THOSE SHOWN ABOVE OR TRANSMISSION OF INSTRUCTIONS VIA A FACSIMILE NUMBER OTHER THAN THE ONE LISTED ABOVE DOES NOT CONSTITUTE A VALID DELIVERY. DELIVERIES TO LIBERTY GLOBAL, INC. OR THE INFORMATION AGENT WILL NOT BE FORWARDED TO THE DEPOSITARY AND THEREFORE WILL NOT CONSTITUTE VALID DELIVERY. DELIVERIES TO THE BOOK-ENTRY TRANSFER FACILITY (AS DEFINED IN THE OFFER TO PURCHASE) WILL NOT CONSTITUTE VALID DELIVERY TO THE DEPOSITARY.

This notice of guaranteed delivery form is not to be used to guarantee signatures. If a signature on the letter of transmittal is required to be guaranteed by an "eligible guarantor institution" (as defined in Section 3 of the Offer to Purchase) under the instructions thereto, such signature must appear in the applicable space provided in the signature box on the letter of transmittal.

Ladies and Gentlemen:

The undersigned hereby tenders to Liberty Global, Inc. shares of Series A common stock at a price per Series A share not greater than \$29.50 nor less than \$26.08 net to the seller in cash, less any applicable withholding taxes, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase and the related letter of transmittal (which together, as each of which may be amended and supplemented from time to time, constitute the Series A tender offer), receipt of which are hereby acknowledged, the number of shares of Series A common stock of Liberty Global, Inc. indicated below.

Number of shares of Series A common stock:

Certificate No(s). (if available):

Name(s):

(Please Type or Print)

Address(es) including Zip Code:

Area Code and Telephone Number(s):

Signature(s):

Dated: _____, 200__

If shares of Series A common stock will be tendered by book-entry transfer, provide the following information:

Account Number at Book-Entry Transfer Facility:

CHECK EXACTLY ONE BOX. IF YOU CHECK MORE THAN ONE BOX, OR IF YOU DO NOT CHECK ANY BOX, YOU WILL HAVE FAILED TO VALIDLY TENDER ANY SERIES A SHARES

**SERIES A SHARES TENDERED AT PRICE DETERMINED PURSUANT TO THE SERIES A TENDER OFFER
(See Instruction 6 of the Letter of Transmittal)**

- The undersigned wants to maximize the chance of having Liberty Global purchase all Series A shares the undersigned is tendering (subject to the possibility of proration), as the case may be. Accordingly, by checking this **one** box **instead of one of the price boxes below**, the undersigned hereby tenders Series A shares and is willing to accept the purchase price determined by Liberty Global pursuant to the Series A tender offer. If you agree to accept the purchase price determined by Liberty Global, your Series A shares will be deemed to be tendered at the minimum price of \$26.08 per share. You should understand that this election may lower the purchase price paid for all purchased Series A shares in the Series A tender offer and could result in your Series A shares being purchased at the minimum price of \$26.08 per share.
-

—OR—

**SERIES A SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER
(See Instruction 6 of the Letter of Transmittal)**

By checking **one** of the boxes below **instead of the box above**, the undersigned hereby tenders Series A shares at the price checked. This action could result in none of the Series A shares being purchased if the purchase price for the Series A shares is less than the price checked below. **A stockholder who desires to tender Series A shares at more than one price must complete a separate letter of transmittal for each price at which the stockholder tenders such shares.** You cannot tender the same Series A shares at more than one price, unless you have previously validly withdrawn those shares tendered at a different price in accordance with Section 4 of the Offer to Purchase.

Price (in dollars) per Series A share at which Series A shares are being tendered:

- | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="radio"/> \$26.08 | <input type="radio"/> \$26.58 | <input type="radio"/> \$27.08 | <input type="radio"/> \$27.58 | <input type="radio"/> \$28.08 | <input type="radio"/> \$28.58 | <input type="radio"/> \$29.08 |
| <input type="radio"/> \$26.18 | <input type="radio"/> \$26.68 | <input type="radio"/> \$27.18 | <input type="radio"/> \$27.68 | <input type="radio"/> \$28.18 | <input type="radio"/> \$28.68 | <input type="radio"/> \$29.18 |
| <input type="radio"/> \$26.28 | <input type="radio"/> \$26.78 | <input type="radio"/> \$27.28 | <input type="radio"/> \$27.78 | <input type="radio"/> \$28.28 | <input type="radio"/> \$28.78 | <input type="radio"/> \$29.28 |
| <input type="radio"/> \$26.38 | <input type="radio"/> \$26.88 | <input type="radio"/> \$27.38 | <input type="radio"/> \$27.88 | <input type="radio"/> \$28.38 | <input type="radio"/> \$28.88 | <input type="radio"/> \$29.38 |
| <input type="radio"/> \$26.48 | <input type="radio"/> \$26.98 | <input type="radio"/> \$27.48 | <input type="radio"/> \$27.98 | <input type="radio"/> \$28.48 | <input type="radio"/> \$28.98 | <input type="radio"/> \$29.48 |
| | | | | | | <input type="radio"/> \$29.50 |

You will not have validly tendered your Series A shares unless you check one and only one box in this frame.

ODD LOTS
(See Instruction 11 of the Letter of Transmittal)

To be completed only if the Series A shares are being tendered by or on behalf of a person owning beneficially or of record an aggregate of fewer than 100 Series A shares. The undersigned either **(check one box)**:

- o is the beneficial or record owner of an aggregate of fewer than 100 Series A shares, all of which are being tendered; or
- o is a broker, dealer, commercial bank, trust company or other nominee that (a) is tendering for the beneficial owner(s) thereof, shares with respect to which it is record holder and (b) believes, based upon representations made to it by such beneficial owner(s), that each such person is the beneficial or record owner of an aggregate of fewer than 100 Series A shares and is tendering all of such shares.

In addition, the undersigned is tendering Series A shares either **(check one box)**:

- o at the price determined by Liberty Global pursuant to the tender offer (persons checking this box need not indicate the price per share above); or
- o at the price per share indicated under "Series A Shares Tendered At Price Determined By Stockholder" in this Notice of Guaranteed Delivery.

CONDITIONAL TENDER
(See Instruction 7 of the Letter of Transmittal)

A tendering stockholder may condition his or her tender of Series A shares upon Liberty Global purchasing a specified minimum number of the Series A shares tendered by the tendering stockholder, all as described in Section 6 of the Offer to Purchase. Unless at least that minimum number of Series A shares indicated below is purchased from the tendering stockholder by Liberty Global pursuant to the terms of the Series A tender offer, none of the Series A shares tendered by the tendering stockholder will be purchased. It is the tendering stockholder's responsibility to calculate that minimum number of Series A shares that must be purchased from the tendering stockholder if any are purchased, and each stockholder is urged to consult his or her own tax advisor. Unless this box has been checked and a minimum specified, the tender will be deemed unconditional.

- o The minimum number of Series A shares that must be purchased from the tendering stockholder, if any are purchased, is: _____ shares.

If, because of proration, the minimum number of Series A shares designated will not be purchased, Liberty Global may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering stockholder must have tendered all of his or her Series A shares and, if true, checked the following box:

- o The tendered Series A shares represent all Series A shares held by the undersigned.

GUARANTEE
(NOT TO BE USED FOR SIGNATURE GUARANTEE)

THE UNDERSIGNED, A BANK, BROKER, DEALER, CREDIT UNION, SAVINGS ASSOCIATION OR OTHER ENTITY WHICH IS A MEMBER IN GOOD STANDING OF THE SECURITIES TRANSFER AGENTS MEDALLION PROGRAM OR AN "ELIGIBLE GUARANTOR INSTITUTION," AS SUCH TERM IS DEFINED IN RULE 17Ad-15 UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, EACH OF THE FOREGOING CONSTITUTING AN "ELIGIBLE GUARANTOR INSTITUTION," GUARANTEES THE DELIVERY TO THE DEPOSITARY OF THE SHARES TENDERED HEREBY, IN PROPER FORM FOR TRANSFER, OR A CONFIRMATION THAT THE SHARES TENDERED HEREBY HAVE BEEN DELIVERED UNDER THE PROCEDURE FOR BOOK-ENTRY TRANSFER SET FORTH IN THE OFFER TO PURCHASE INTO THE DEPOSITARY'S ACCOUNT AT THE BOOK-ENTRY TRANSFER FACILITY, TOGETHER WITH A PROPERLY COMPLETED AND DULY EXECUTED LETTER OF TRANSMITTAL, OR A MANUALLY SIGNED FACSIMILE THEREOF, AND ANY OTHER REQUIRED DOCUMENTS, ALL WITHIN THREE NASDAQ GLOBAL SELECT MARKET TRADING DAYS OF THE DATE HEREOF.

Name of Firm: _____

AUTHORIZED SIGNATURE

Name: _____

(Please Type or Print)

Title: _____

Address: _____

Zip Code

Area Code and Telephone Number: _____

Dated: _____, 200__

DO NOT SEND SHARE CERTIFICATES WITH THIS NOTICE OF GUARANTEED DELIVERY. SHARE CERTIFICATES SHOULD BE SENT WITH YOUR LETTER OF TRANSMITTAL.

QuickLinks

[EXHIBIT \(a\)\(1\)\(iv\)](#)

**NOTICE OF GUARANTEED DELIVERY FOR
(SERIES C COMMON STOCK)**

LIBERTY GLOBAL, INC.

**OFFER TO PURCHASE FOR CASH
UP TO 5,246,590 SHARES OF ITS SERIES C COMMON STOCK, PAR VALUE \$0.01 PER SHARE,
AT A PURCHASE PRICE NOT GREATER THAN \$28.59
NOR LESS THAN \$25.27 PER SHARE**

As set forth in Section 3 of the offer to purchase, dated December 4, 2006, of Liberty Global, Inc. (the "Offer to Purchase"), this notice of guaranteed delivery, or a facsimile hereof, must be used to accept the tender offer if:

- (a) certificates representing shares of Series C common stock, par value \$0.01 per share, of Liberty Global, Inc., a Delaware corporation, cannot be delivered prior to the "expiration date" (as defined in Section 1 of the Offer to Purchase); or
- (b) the procedure for book-entry transfer cannot be completed before the expiration date; or
- (c) time will not permit a properly completed and duly executed letter of transmittal, or manually signed facsimile thereof, and all other required documents to reach the Depository referred to below before the expiration date.

This form or a facsimile of it, signed and properly completed, may be delivered by hand or transmitted by facsimile transmission or mailed to the Depository so that it is received by the Depository before the expiration date. See Section 3 of the Offer to Purchase.

The Depository for the Offer is:

COMPUTERSHARE SHAREHOLDER SERVICES, INC.

By Mail:
Computershare Shareholder Services, Inc.
P.O. Box 859208
Braintree, MA 02185-9208
Attn: Corporate Actions

By Hand or Overnight Delivery: Computershare Shareholder Services, Inc.
161 Bay State Drive
Braintree, MA 02184
Attn: Corporate Actions

By Facsimile Transmission (For Eligible Institutions Only):
Facsimile Transmission:
781-380-3388

To Confirm Facsimile Transmissions (For Eligible Institutions Only):
Confirm Receipt of Facsimile
By Telephone:
781-843-1833 Ext. 200

DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN THOSE SHOWN ABOVE OR TRANSMISSION OF INSTRUCTIONS VIA A FACSIMILE NUMBER OTHER THAN THE ONE LISTED ABOVE DOES NOT CONSTITUTE A VALID DELIVERY. DELIVERIES TO LIBERTY GLOBAL, INC. OR THE INFORMATION AGENT WILL NOT BE FORWARDED TO THE DEPOSITARY AND THEREFORE WILL NOT CONSTITUTE VALID DELIVERY. DELIVERIES TO THE BOOK-ENTRY TRANSFER FACILITY (AS DEFINED IN THE OFFER TO PURCHASE) WILL NOT CONSTITUTE VALID DELIVERY TO THE DEPOSITARY.

This notice of guaranteed delivery form is not to be used to guarantee signatures. If a signature on the letter of transmittal is required to be guaranteed by an "eligible guarantor institution" (as defined in Section 3 of the Offer to Purchase) under the instructions thereto, such signature must appear in the applicable space provided in the signature box on the letter of transmittal.

Ladies and Gentlemen:

The undersigned hereby tenders to Liberty Global, Inc. shares of Series C common stock at a price per Series C share not greater than \$28.59 nor less than \$25.27 net to the seller in cash, less any applicable withholding taxes, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase and the related letter of transmittal (which together, as each of which may be amended and supplemented from time to time, constitute the Series C tender offer), receipt of which are hereby acknowledged, the number of shares of Series C common stock of Liberty Global, Inc. indicated below.

Number of shares of Series C common stock:

Certificate No(s). (if available):

Name(s):

(Please Type or Print)

Address(es) including Zip Code:

Area Code and Telephone Number(s):

Signature(s):

Dated: _____, 200__

If shares of Series C common stock will be tendered by book-entry transfer, provide the following information:

Account Number at Book-Entry Transfer Facility:

CHECK EXACTLY ONE BOX. IF YOU CHECK MORE THAN ONE BOX, OR IF YOU DO NOT CHECK ANY BOX, YOU WILL HAVE FAILED TO VALIDLY TENDER ANY SERIES C SHARES

**SERIES C SHARES TENDERED AT PRICE DETERMINED PURSUANT TO THE SERIES C TENDER OFFER
(See Instruction 6 of the Letter of Transmittal)**

- The undersigned wants to maximize the chance of having Liberty Global purchase all Series C shares the undersigned is tendering (subject to the possibility of proration), as the case may be. Accordingly, by checking this **one** box **instead of one of the price boxes below**, the undersigned hereby tenders Series C shares and is willing to accept the purchase price determined by Liberty Global pursuant to the Series C tender offer. If you agree to accept the purchase price determined by Liberty Global, your Series C shares will be deemed to be tendered at the minimum price of \$25.27 per share. You should understand that this election may lower the purchase price paid for all purchased Series C shares in the Series C tender offer and could result in your Series C shares being purchased at the minimum price of \$25.27 per share.
-

—OR—

**SERIES C SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER
(See Instruction 6 of the Letter of Transmittal)**

By checking **one** of the boxes below **instead of the box above**, the undersigned hereby tenders Series C shares at the price checked. This action could result in none of the Series C shares being purchased if the purchase price for the Series C shares is less than the price checked below. **A stockholder who desires to tender Series C shares at more than one price must complete a separate letter of transmittal for each price at which the stockholder tenders such shares.** You cannot tender the same Series C shares at more than one price, unless you have previously validly withdrawn those shares tendered at a different price in accordance with Section 4 of the Offer to Purchase.

Price (in dollars) per Series C share at which Series C shares are being tendered:

- | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="radio"/> \$25.27 | <input type="radio"/> \$25.77 | <input type="radio"/> \$26.27 | <input type="radio"/> \$26.77 | <input type="radio"/> \$27.27 | <input type="radio"/> \$27.77 | <input type="radio"/> \$28.27 |
| <input type="radio"/> \$25.37 | <input type="radio"/> \$25.87 | <input type="radio"/> \$26.37 | <input type="radio"/> \$26.87 | <input type="radio"/> \$27.37 | <input type="radio"/> \$27.87 | <input type="radio"/> \$28.37 |
| <input type="radio"/> \$25.47 | <input type="radio"/> \$25.97 | <input type="radio"/> \$26.47 | <input type="radio"/> \$26.97 | <input type="radio"/> \$27.47 | <input type="radio"/> \$27.97 | <input type="radio"/> \$28.47 |
| <input type="radio"/> \$25.57 | <input type="radio"/> \$26.07 | <input type="radio"/> \$26.57 | <input type="radio"/> \$27.07 | <input type="radio"/> \$27.57 | <input type="radio"/> \$28.07 | <input type="radio"/> \$28.57 |
| <input type="radio"/> \$25.67 | <input type="radio"/> \$26.17 | <input type="radio"/> \$26.67 | <input type="radio"/> \$27.17 | <input type="radio"/> \$27.67 | <input type="radio"/> \$28.17 | <input type="radio"/> \$28.59 |

You will not have validly tendered your Series C shares unless you check one and only one box in this frame.

ODD LOTS
(See Instruction 11 of the Letter of Transmittal)

To be completed only if the Series C shares are being tendered by or on behalf of a person owning beneficially or of record an aggregate of fewer than 100 Series C shares. The undersigned either **(check one box)**:

- o is the beneficial or record owner of an aggregate of fewer than 100 Series C shares, all of which are being tendered; or
- o is a broker, dealer, commercial bank, trust company or other nominee that (a) is tendering for the beneficial owner(s) thereof, shares with respect to which it is record holder and (b) believes, based upon representations made to it by such beneficial owner(s), that each such person is the beneficial or record owner of an aggregate of fewer than 100 Series C shares and is tendering all of such shares.

In addition, the undersigned is tendering Series C shares either **(check one box)**:

- o at the price determined by Liberty Global pursuant to the tender offer (persons checking this box need not indicate the price per share above); or
- o at the price per share indicated under "Series C Shares Tendered At Price Determined By Stockholder" in this Notice of Guaranteed Delivery.

CONDITIONAL TENDER
(See Instruction 7 of the Letter of Transmittal)

A tendering stockholder may condition his or her tender of Series C Shares upon Liberty Global purchasing a specified minimum number of the Series C shares tendered by the tendering stockholder, all as described in Section 6 of the Offer to Purchase. Unless at least that minimum number of Series C shares indicated below is purchased from the tendering stockholder by Liberty Global pursuant to the terms of the Series C tender offer, none of the Series C shares tendered by the tendering stockholder will be purchased. It is the tendering stockholder's responsibility to calculate that minimum number of Series C shares that must be purchased from the tendering stockholder if any are purchased, and each stockholder is urged to consult his or her own tax advisor. Unless this box has been checked and a minimum specified, the tender will be deemed unconditional.

- o The minimum number of Series C shares that must be purchased from the tendering stockholder, if any are purchased, is: _____ shares.

If, because of proration, the minimum number of Series C shares designated will not be purchased, Liberty Global may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering stockholder must have tendered all of his or her Series C shares and, if true, checked the following box:

- o The tendered Series C shares represent all Series C shares held by the undersigned.

GUARANTEE
(NOT TO BE USED FOR SIGNATURE GUARANTEE)

THE UNDERSIGNED, A BANK, BROKER, DEALER, CREDIT UNION, SAVINGS ASSOCIATION OR OTHER ENTITY WHICH IS A MEMBER IN GOOD STANDING OF THE SECURITIES TRANSFER AGENTS MEDALLION PROGRAM OR AN "ELIGIBLE GUARANTOR INSTITUTION," AS SUCH TERM IS DEFINED IN RULE 17Ad-15 UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, EACH OF THE FOREGOING CONSTITUTING AN "ELIGIBLE GUARANTOR INSTITUTION," GUARANTEES THE DELIVERY TO THE DEPOSITARY OF THE SHARES TENDERED HEREBY, IN PROPER FORM FOR TRANSFER, OR A CONFIRMATION THAT THE SHARES TENDERED HEREBY HAVE BEEN DELIVERED UNDER THE PROCEDURE FOR BOOK-ENTRY TRANSFER SET FORTH IN THE OFFER TO PURCHASE INTO THE DEPOSITARY'S ACCOUNT AT THE BOOK-ENTRY TRANSFER FACILITY, TOGETHER WITH A PROPERLY COMPLETED AND DULY EXECUTED LETTER OF TRANSMITTAL, OR A MANUALLY SIGNED FACSIMILE THEREOF, AND ANY OTHER REQUIRED DOCUMENTS, ALL WITHIN THREE NASDAQ GLOBAL SELECT MARKET TRADING DAYS OF THE DATE HEREOF.

Name of Firm: _____

AUTHORIZED SIGNATURE

Name: _____

(Please Type or Print)

Title: _____

Address: _____

Zip Code

Area Code and Telephone Number: _____

Dated: _____, 200__

DO NOT SEND SHARE CERTIFICATES WITH THIS NOTICE OF GUARANTEED DELIVERY. SHARE CERTIFICATES SHOULD BE SENT WITH YOUR LETTER OF TRANSMITTAL.

QuickLinks

[EXHIBIT \(a\)\(1\)\(v\)](#)

LIBERTY GLOBAL, INC.

**OFFER TO PURCHASE FOR CASH
UP TO 5,084,746 SHARES OF ITS SERIES A COMMON STOCK, PAR VALUE \$0.01 PER SHARE,
AT A PURCHASE PRICE NOT GREATER THAN \$29.50
NOR LESS THAN \$26.08 PER SHARE**

AND

**OFFER TO PURCHASE FOR CASH
UP TO 5,246,590 SHARES OF ITS SERIES C COMMON STOCK, PAR VALUE \$0.01 PER SHARE,
AT A PURCHASE PRICE NOT GREATER THAN \$28.59
NOR LESS THAN \$25.27 PER SHARE**

**THE TENDER OFFERS, PRORATION PERIODS AND WITHDRAWAL RIGHTS
EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON JANUARY 4, 2007
UNLESS EITHER OR BOTH TENDER OFFERS ARE EXTENDED.**

December 4, 2006

To Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees:

Liberty Global, Inc., a Delaware corporation, has appointed us to act as information agent in connection with its offer to purchase for cash up to 5,084,746 shares of its Series A common stock, par value \$0.01 per share, and its offer to purchase for cash up to 5,246,590 shares of its Series C common stock, par value \$0.01 per share, from its stockholders. The tender offers will be conducted upon the terms and subject to the conditions set forth in the offer to purchase, dated December 4, 2006, and the related letters of transmittal of Liberty Global. Liberty Global is inviting stockholders to tender shares of Series A common stock at a purchase price not greater than \$29.50 per share nor less than \$26.08 per share and shares of Series C common stock at a purchase price not greater than \$28.59 per share nor less than \$25.27 per share, in each case net to the seller in cash, less any applicable withholding taxes, without interest, upon the terms and subject to the conditions of the tender offers.

On the terms and subject to the conditions of the Series A tender offer, Liberty Global will determine the single per share price, not greater than \$29.50 nor less than \$26.08 per Series A share, net to the seller in cash, less any applicable withholding taxes and without interest, that Liberty Global will pay for Series A shares properly tendered and not properly withdrawn in the Series A tender offer, taking into account the total number of Series A shares so tendered and the prices specified by the tendering stockholders. Liberty Global will select the lowest purchase price that will allow it to purchase 5,084,746 Series A shares pursuant to the Series A tender offer, or such fewer number of Series A shares as are properly tendered and not properly withdrawn. Liberty Global refers to the purchase price it selects within the range indicated for its Series A shares as the Series A purchase price.

On the terms and subject to the conditions of the Series C tender offer, Liberty Global will determine the single per share price, not greater than \$28.59 nor less than \$25.27 per Series C share, net to the seller in cash, less any applicable withholding taxes and without interest, that Liberty Global will pay for Series C shares properly tendered and not properly withdrawn in the Series C tender offer, taking into account the total number of Series C shares so tendered and the prices specified by the tendering stockholders. Liberty Global will select the lowest purchase price that will allow it to purchase 5,246,590 Series C shares pursuant to the Series C tender offer, or such fewer number of Series C shares as are properly tendered and not properly withdrawn. Liberty Global refers to the purchase price it selects within the range indicated for its Series C shares as the Series C purchase price.

Liberty Global will purchase at the applicable purchase price all shares properly tendered before the applicable expiration date (as specified in the Offer to Purchase) at prices at or below the applicable purchase price and not validly withdrawn, net to the seller in cash, without interest, upon the terms and subject to the conditions of the tender offers, including the "odd lot," proration and conditional tender provisions thereof. See Section 1 of the Offer to Purchase. Shares tendered at prices in excess of the

applicable purchase price and shares that Liberty Global does not accept for purchase because of the odd lot priority, proration and conditional tender provisions will be returned at Liberty Global's expense to the stockholders who tendered such shares, as promptly as practicable after the applicable expiration date. Liberty Global expressly reserves the right, in its sole discretion, to purchase more than 5,084,746 Series A shares and/or 5,246,590 Series C shares in the tender offers, subject to applicable law.

If, at the applicable expiration date, more than 5,084,746 shares of Series A common stock (or such greater number of Series A shares as Liberty Global may elect to purchase) are properly tendered and not properly withdrawn at or below the purchase price for the Series A shares, Liberty Global will purchase 5,084,746 Series A shares (or such greater number), on the following basis:

- *first*, from all of the holders of "odd lots" of less than 100 Series A shares who properly tender all of their Series A shares at or below the purchase price for the Series A shares and do not properly withdraw them before the expiration date for the Series A tender offer;
- *second*, from all other stockholders who properly tender Series A shares at or below the Series A purchase price and do not properly withdraw them, on a pro rata basis (except for stockholders who tendered Series A shares conditionally if the condition was not satisfied); and
- *third*, only if necessary to permit Liberty Global to purchase 5,084,746 Series A shares (or such greater number of Series A shares as Liberty Global may elect to accept for payment, subject to applicable law), from stockholders who have conditionally tendered Series A shares at or below the Series A purchase price and do not properly withdraw them (if the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, stockholders whose Series A shares are conditionally tendered must have tendered all of their Series A shares.

If, at the applicable expiration date, more than 5,246,590 shares of Series C common stock (or such greater number of Series C shares as Liberty Global may elect to purchase) are properly tendered and not properly withdrawn at or below the purchase price for the Series C shares, Liberty Global will purchase 5,246,590 Series C shares (or such greater number), on the following basis:

- *first*, from all of the holders of "odd lots" of less than 100 Series C shares who properly tender all of their Series C shares at or below the purchase price for the Series C shares and do not properly withdraw them before the expiration date for the Series C tender offer;
- *second*, from all other stockholders who properly tender Series C shares at or below the Series C purchase price and do not properly withdraw them, on a pro rata basis (except for stockholders who tendered Series C shares conditionally if the condition was not satisfied); and
- *third*, only if necessary to permit Liberty Global to purchase 5,246,590 Series C shares (or such greater number of Series C shares as Liberty Global may elect to accept for payment, subject to applicable law), from stockholders who have conditionally tendered Series C shares at or below the Series C purchase price and do not properly withdraw them (if the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, stockholders whose Series C shares are conditionally tendered must have tendered all of their Series C shares.

NEITHER TENDER OFFER IS CONDITIONED ON ANY MINIMUM NUMBER OF SHARES BEING TENDERED. EACH TENDER OFFER IS, HOWEVER, SUBJECT TO OTHER CONDITIONS. SEE SECTION 7 OF THE OFFER TO PURCHASE.

For your information and for forwarding to your clients for whom you hold shares registered in your name or in the name of your nominee, we are enclosing the following documents:

1. Offer to purchase, dated December 4, 2006;
2. Letter to clients that you may send to your clients for whose accounts you hold shares registered in your name or in the name of your nominee, with space provided for obtaining such clients' instructions with regard to the tender offer;
3. Letter of transmittal for Series A common stock and Letter of transmittal for Series C common stock for your use and for the information of your clients (together with accompanying instructions and Substitute Form W-9);
4. Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on Substitute Form W-9; and
5. Notice of guaranteed delivery for Series A common stock and notice of guaranteed delivery for Series C common stock to be used to accept the tender offers if the share certificates and all other required documents cannot be delivered to the depository before the applicable expiration date or if the procedure for book-entry transfer cannot be completed before the applicable expiration date.

WE URGE YOU TO CONTACT YOUR CLIENTS AS PROMPTLY AS POSSIBLE. THE TENDER OFFERS, PRORATION PERIODS AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON JANUARY 4, 2007, UNLESS EITHER OR BOTH TENDER OFFERS ARE EXTENDED.

No fees or commissions will be payable to brokers, dealers, commercial banks, trust companies or any person for soliciting tenders of shares under the tender offers other than fees paid to the information agent, as described in the offer to purchase. Liberty Global will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding any of the enclosed materials to the beneficial owners of shares held by you as a nominee or in a fiduciary capacity. Liberty Global will pay or cause to be paid any stock transfer taxes applicable to its purchase of shares, except as otherwise provided in the offer to purchase.

In order to take advantage of the tender offers, a properly completed and duly executed letter of transmittal, or a manually signed facsimile thereof, including any required signature guarantees and any other required documents, should be sent to the depository with either a certificate or certificates representing the tendered shares or confirmation of their book-entry transfer, all in accordance with the instructions set forth in the offer to purchase and letter of transmittal.

Holders of shares whose certificate(s) for such shares are not immediately available, holders who cannot deliver such certificate(s) and all other required documents to the depository or holders who cannot complete the procedures for book-entry transfer before the applicable expiration date must tender their shares according to the procedure for guaranteed delivery set forth in Section 3 of the offer to purchase.

Any inquiries you may have with respect to the tender offers should be addressed to the information agent, D. F. King & Co., Inc., at the address and telephone number set forth on the back cover page of the offer to purchase.

Additional copies of the enclosed material may be obtained from us, by calling: (212) 269-5550.

Very truly yours,

D. F. KING & CO., INC.

ENCLOSURES

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AS AN AGENT OF LIBERTY GLOBAL, THE INFORMATION AGENT OR THE DEPOSITARY OR ANY AFFILIATE OF THE FOREGOING, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENT ON BEHALF OF ANY OF THEM IN CONNECTION WITH THE TENDER OFFERS OTHER THAN THE DOCUMENTS ENCLOSED HERewith AND THE STATEMENTS CONTAINED THEREIN.

QuickLinks

[EXHIBIT \(a\)\(1\)\(vi\)](#)

LIBERTY GLOBAL, INC.

**OFFER TO PURCHASE FOR CASH
UP TO 5,084,746 SHARES OF ITS SERIES A COMMON STOCK, PAR VALUE \$0.01 PER SHARE,
AT A PURCHASE PRICE NOT GREATER THAN \$29.50
NOR LESS THAN \$26.08 PER SHARE**

AND

**OFFER TO PURCHASE FOR CASH
UP TO 5,246,590 SHARES OF ITS SERIES C COMMON STOCK, PAR VALUE \$0.01 PER SHARE,
AT A PURCHASE PRICE NOT GREATER THAN \$28.59
NOR LESS THAN \$25.27 PER SHARE**

**THE TENDER OFFERS, PRORATION PERIODS AND WITHDRAWAL RIGHTS
EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON JANUARY 4, 2007
UNLESS EITHER OR BOTH TENDER OFFERS ARE EXTENDED.**

To Our Clients:

Enclosed for your consideration is an offer to purchase, dated December 4, 2006, and related letter of transmittal in connection with tender offers being conducted by Liberty Global, Inc., a Delaware corporation ("Liberty Global"). Liberty Global is offering (the "Series A Tender Offer") to purchase for cash up to 5,084,746 shares of its Series A common stock from its stockholders at a purchase price not greater than \$29.50 per share nor less than \$26.08 per share, net to the seller in cash, less any applicable withholding taxes, without interest, upon the terms and subject to the conditions of the Series A Tender Offer. Liberty Global is also offering (the "Series C Tender Offer" and, together with the Series A Tender Offer, the "Tender Offers") to purchase up to 5,246,590 shares of its Series C common stock from its stockholders at a purchase price not greater than \$28.59 per share nor less than \$25.27 per share, net to the seller in cash, less any applicable withholding taxes, without interest, upon the terms and subject to the conditions of the Series C Tender Offer. Each Tender Offer will be conducted upon the terms and subject to the conditions set forth in the offer to purchase, dated December 4, 2006, and the applicable letter of transmittal.

On the terms and subject to the conditions of the Series A Tender Offer, Liberty Global will determine the single per share price, not greater than \$29.50 nor less than \$26.08 per Series A share, net to the seller in cash, less any applicable withholding taxes and without interest, that Liberty Global will pay for Series A shares properly tendered and not properly withdrawn in the Series A Tender Offer, taking into account the total number of Series A shares so tendered and the prices specified by the tendering stockholders. Liberty Global will select the lowest purchase price that will allow it to purchase 5,084,746 Series A shares pursuant to the Series A Tender Offer, or such fewer number of Series A shares as are properly tendered and not properly withdrawn. Liberty Global refers to the purchase price it selects within the range indicated for its Series A shares as the Series A purchase price.

On the terms and subject to the conditions of the Series C Tender Offer, Liberty Global will determine the single per share price, not greater than \$28.59 nor less than \$25.27 per Series C share, net to the seller in cash, less any applicable withholding taxes and without interest, that Liberty Global will pay for Series C shares properly tendered and not properly withdrawn in the Series C Tender Offer, taking into account the total number of Series C shares so tendered and the prices specified by the tendering stockholders. Liberty Global will select the lowest purchase price that will allow it to purchase 5,246,590 Series C shares pursuant to the Series C Tender Offer, or such fewer number of Series C shares as are properly tendered and not properly withdrawn. Liberty Global refers to the purchase price it selects within the range indicated for its Series C shares as the Series C purchase price.

Liberty Global will purchase at the applicable purchase price all shares properly tendered before the applicable expiration date (as specified in the offer to purchase) at prices at or below the applicable purchase price and not validly withdrawn, net to the seller in cash, without interest, upon the terms and subject to the conditions of the tender offers, including the "odd lot," proration and conditional tender

provisions thereof. See Section 1 of the offer to purchase. Shares tendered at prices in excess of the applicable purchase price and shares that Liberty Global does not accept for purchase because of the odd lot priority, proration and conditional tender provisions will be returned at Liberty Global's expense to the stockholders who tendered such shares, as promptly as practicable after the applicable expiration date. Liberty Global expressly reserves the right, in its sole discretion, to purchase more than 5,084,746 Series A shares and/or 5,246,590 Series C shares in the Tender Offers, subject to applicable law.

If, at the expiration date for the Series A Tender Offer, more than 5,084,746 shares of Series A common stock (or such greater number of Series A shares as Liberty Global may elect to purchase) are properly tendered and not properly withdrawn at or below the purchase price for the Series A shares, Liberty Global will purchase 5,084,746 Series A shares (or such greater number), on the following basis:

- *first*, from all of the holders of "odd lots" of less than 100 Series A shares who properly tender all of their Series A shares at or below the purchase price for the Series A shares and do not properly withdraw them before the expiration date for the Series A Tender Offer;
- *second*, from all other stockholders who properly tender Series A shares at or below the Series A purchase price and do not properly withdraw them, on a pro rata basis (except for stockholders who tendered Series A shares conditionally if the condition was not satisfied); and
- *third*, only if necessary to permit Liberty Global to purchase 5,084,746 Series A shares (or such greater number of Series A shares as Liberty Global may elect to accept for payment, subject to applicable law), from stockholders who have conditionally tendered Series A shares at or below the Series A purchase price and do not properly withdraw them (if the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, stockholders whose Series A shares are conditionally tendered must have tendered all of their Series A shares.

If, at the expiration date for the Series C Tender Offer, more than 5,246,590 shares of Series C common stock (or such greater number of Series C shares as Liberty Global may elect to purchase) are properly tendered and not properly withdrawn at or below the purchase price for the Series C shares, Liberty Global will purchase 5,246,590 Series C shares (or such greater number), on the following basis:

- *first*, from all of the holders of "odd lots" of less than 100 Series C shares who properly tender all of their Series C shares at or below the purchase price for the Series C shares and do not properly withdraw them before the expiration date for the Series C Tender Offer;
- *second*, from all other stockholders who properly tender Series C shares at or below the Series C purchase price and do not properly withdraw them, on a pro rata basis (except for stockholders who tendered Series C shares conditionally if the condition was not satisfied); and
- *third*, only if necessary to permit Liberty Global to purchase 5,246,590 Series C shares (or such greater number of Series C shares as Liberty Global may elect to accept for payment, subject to applicable law), from stockholders who have conditionally tendered Series C shares at or below the Series C purchase price and do not properly withdraw them (if the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, stockholders whose Series C shares are conditionally tendered must have tendered all of their Series C shares.

We are the owner of record of Series A shares and/or Series C shares held for your account. As such, we are the only ones who can tender your Series A shares and/or Series C shares, and we may do so only pursuant to your instructions. WE ARE SENDING YOU THE LETTERS OF TRANSMITTAL

FOR YOUR INFORMATION ONLY; YOU CANNOT USE THEM TO TENDER SHARES WE HOLD FOR YOUR ACCOUNT.

Please instruct us as to whether you wish us to tender any or all of the Series A shares and/or Series C shares we hold for your account on the terms and subject to the conditions of the Tender Offers.

We call your attention to the following:

1. The purchase price will be no greater than \$29.50 per share nor less than \$26.08 per share for Series A common stock and no greater than \$28.59 per share nor less than \$25.27 per share for Series C common stock, in each case, net to you in cash, without interest.
2. Neither Tender Offer is conditioned upon any minimum number of shares being tendered. Each Tender Offer is, however, subject to certain other conditions set forth in Section 7 of the offer to purchase.
3. The Tender Offers, proration periods and withdrawal rights will expire at 5:00 p.m., New York City time, on January 4, 2007, unless Liberty Global extends either or both Tender Offers.
4. The Series A Tender Offer is for 5,084,746 shares of Series A common stock and the Series C Tender Offer is for 5,246,590 shares of Series C common stock, constituting approximately 2.6%, 2.7% and 2.6% of Liberty Global's outstanding shares of Series A common stock, Series C common and common stock of all series, respectively, outstanding as of November 10, 2006.
5. If you hold beneficially or of record an aggregate of fewer than 100 Series A shares or Series C shares, and you instruct us to tender on your behalf all such shares at or below the applicable purchase price before the applicable expiration date, Liberty Global, upon the terms and subject to the conditions of the Tender Offers, will accept all such Series A shares or Series C shares for purchase before proration, if any, of the purchase of other Series A shares or Series C shares, respectively, properly tendered at or below the applicable purchase price. To make such an instruction, complete the section captioned "Odd Lots" in the attached applicable Instruction Form.
6. If you wish to tender portions of your Series A shares or Series C shares at different prices, you must complete a separate Instruction Form for each price at which you wish to tender each such portion of your Series A shares or Series C shares, as the case may be. We must submit separate letters of transmittal on your behalf for each price you will accept for each portion tendered.
7. If you wish to condition your tender upon the purchase of all Series A shares or Series C shares tendered by you or upon Liberty Global's purchase of a specified minimum number of such shares that you tender, you may elect to do so and thereby avoid possible proration of your tender. Liberty Global's purchase of Series A shares or Series C shares from all tenders which are so conditioned, to the extent necessary, will be determined by random lot. To elect such a condition, complete the section captioned "Conditional Tender" in the attached applicable Instruction Form. To be eligible for purchase by random lot, beneficial holders whose Series A shares or Series C shares (as the case may be) are conditionally tendered must have tendered all of their shares of Series A common stock or Series C common stock (as the case may be).
8. The board of directors of Liberty Global has approved the Tender Offers. However, neither Liberty Global nor its board of directors makes any recommendation to stockholders as to whether to tender or refrain from tendering their shares. Stockholders must make their own decision as to whether to tender their shares and, if so, how many shares to tender and at what price.

If you wish to have us tender any or all of your Series A shares, please so instruct us by completing, executing, detaching and returning to us the attached instruction form for Series A common stock. If you authorize us to tender your Series A shares, we will tender all such shares unless you specify

otherwise on the attached instruction form for Series A common stock. If you wish to have us tender any or all of your Series C shares, please so instruct us by completing, executing, detaching and returning to us the attached instruction form for Series C common stock. If you authorize us to tender your Series C shares, we will tender all such shares unless you specify otherwise on the attached instruction form for Series C common stock.

YOUR INSTRUCTION FORM FOR SERIES A COMMON STOCK AND/OR INSTRUCTION FORM FOR SERIES C COMMON STOCK SHOULD BE FORWARDED TO US IN AMPLE TIME TO PERMIT US TO SUBMIT A TENDER ON YOUR BEHALF BEFORE THE APPLICABLE EXPIRATION DATE. THE TENDER OFFERS, PRORATION PERIODS AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON JANUARY 4, 2007, UNLESS LIBERTY GLOBAL EXTENDS EITHER OR BOTH TENDER OFFER.

The Series A Tender Offer is being made solely under the offer to purchase and the applicable letter of transmittal and is being made to all record holders of shares of Series A common stock and the Series C Tender Offer is being made solely under the offer to purchase and the applicable letter of transmittal and is being made to all record holders of shares of Series C common stock. The Tender Offers are not being made to, nor will tenders be accepted from or on behalf of, holders of shares residing in any jurisdiction in which the making of the Tender Offers or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. However, Liberty Global may, in its discretion, take any actions necessary for it to make the Tender Offers to its stockholders in any such jurisdiction.

**INSTRUCTION FORM FOR SERIES A COMMON STOCK
WITH RESPECT TO**

LIBERTY GLOBAL, INC.

**OFFER TO PURCHASE FOR CASH
UP TO 5,084,746 SHARES OF ITS SERIES A COMMON STOCK, PAR VALUE \$0.01 PER SHARE,
AT A PURCHASE PRICE NOT GREATER THAN \$29.50 PER SHARE
NOR LESS THAN \$26.08 PER SHARE,**

The undersigned acknowledge(s) receipt of the enclosed offer to purchase dated December 4, 2006, and the related letter of transmittal with respect to the Series A common stock of Liberty Global, Inc., a Delaware corporation ("Liberty Global"), which, as may be amended and supplemented from time to time, together constitute the tender offer (the "Series A Tender Offer") by Liberty Global to purchase up to 5,084,746 shares of its Series A common stock, par value \$0.01 per share, at a purchase price not greater than \$29.50 per share nor less than \$26.08 per share, net to the seller in cash, less any applicable withholding taxes, without interest, upon the terms and subject to the conditions of the Series A Tender Offer.

The undersigned understands that, on the terms and subject to the conditions of the Series A Tender Offer, Liberty Global will determine the single per share price, not greater than \$29.50 nor less than \$26.08 per Series A share, net to the seller in cash, less any applicable withholding taxes and without interest, that Liberty Global will pay for Series A shares properly tendered and not properly withdrawn in the Series A Tender Offer, taking into account the total number of Series A shares so tendered and the prices specified by the tendering stockholders. Liberty Global will select the lowest purchase price that will allow it to purchase 5,084,746 Series A shares pursuant to the Series A Tender Offer, or such fewer number of Series A shares as are properly tendered and not properly withdrawn. Liberty Global refers to the purchase price it selects within the range indicated for its Series A shares as the Series A purchase price.

Series A Shares tendered at prices in excess of the applicable purchase price and shares that Liberty Global does not accept for purchase because of the odd lot priority, proration and conditional tender provisions will be returned at Liberty Global's expense to the stockholders who tendered such shares, as promptly as practicable after the applicable expiration date.

The undersigned hereby instruct(s) you to tender to Liberty Global the number of shares of Series A common stock indicated below or, if no number is indicated, all shares of Series A common stock you hold for the account of the undersigned, at a purchase price per share indicated below, under the terms and subject to the conditions of the Series A Tender Offer.

Aggregate number of shares of Series A common stock to be tendered by you for the account of the undersigned:

_____ shares*

* UNLESS OTHERWISE INDICATED, ALL OF THE SHARES OF SUCH SERIES OF COMMON STOCK HELD FOR THE ACCOUNT WILL BE TENDERED.

CHECK EXACTLY ONE BOX. IF YOU CHECK MORE THAN ONE BOX, OR IF YOU DO NOT CHECK ANY BOX, YOU WILL HAVE FAILED TO VALIDLY TENDER ANY SERIES A SHARES

**SERIES A SHARES TENDERED AT PRICE DETERMINED PURSUANT TO THE SERIES A TENDER OFFER
(See Instruction 6 of the Letter of Transmittal)**

The undersigned wants to maximize the chance of having Liberty Global purchase all Series A shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this **one** box **instead of one of the price boxes below**, the undersigned hereby tenders Series A shares and is willing to accept the purchase price determined by Liberty Global pursuant to the Series A Tender Offer. If you agree to accept the purchase price determined by Liberty Global, your Series A shares will be deemed to be tendered at the minimum price of \$26.08 per share. You should understand that this election may lower the purchase price paid for all purchased Series A shares in the Series A Tender Offer and could result in your Series A shares being purchased at the minimum price of \$26.08 per share.

—OR—

**SERIES A SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER
(See Instruction 6 of the Letter of Transmittal)**

By checking **one** of the boxes below **instead of the box above**, the undersigned hereby tenders Series A shares at the price checked. This action could result in none of the Series A shares being purchased if the purchase price for the Series A shares is less than the price checked below. **A stockholder who desires to tender Series A shares at more than one price must complete a separate letter of transmittal for each price at which the stockholder tenders such shares.** You cannot tender the same Series A shares at more than one price, unless you have previously validly withdrawn those shares tendered at a different price in accordance with Section 4 of the Offer to Purchase.

Price (in dollars) per Series A share at which Series A shares are being tendered:

<input type="radio"/> \$26.08	<input type="radio"/> \$26.58	<input type="radio"/> \$27.08	<input type="radio"/> \$27.58	<input type="radio"/> \$28.08	<input type="radio"/> \$28.58	<input type="radio"/> \$29.08
<input type="radio"/> \$26.18	<input type="radio"/> \$26.68	<input type="radio"/> \$27.18	<input type="radio"/> \$27.68	<input type="radio"/> \$28.18	<input type="radio"/> \$28.68	<input type="radio"/> \$29.18
<input type="radio"/> \$26.28	<input type="radio"/> \$26.78	<input type="radio"/> \$27.28	<input type="radio"/> \$27.78	<input type="radio"/> \$28.28	<input type="radio"/> \$28.78	<input type="radio"/> \$29.28
<input type="radio"/> \$26.38	<input type="radio"/> \$26.88	<input type="radio"/> \$27.38	<input type="radio"/> \$27.88	<input type="radio"/> \$28.38	<input type="radio"/> \$28.88	<input type="radio"/> \$29.38
<input type="radio"/> \$26.48	<input type="radio"/> \$26.98	<input type="radio"/> \$27.48	<input type="radio"/> \$27.98	<input type="radio"/> \$28.48	<input type="radio"/> \$28.98	<input type="radio"/> \$29.48
						<input type="radio"/> \$29.50

You will not have validly tendered your Series A shares unless you check one and only one box in this frame.

ODD LOTS
(See Instruction 11 of the Letter of Transmittal)

To be completed only if the Series A shares are being tendered by or on behalf of a person owning beneficially or of record an aggregate of fewer than 100 Series A shares. The undersigned either **(check one box)**:

- is the beneficial or record owner of an aggregate of fewer than 100 Series A shares, all of which are being tendered; or
- is a broker, dealer, commercial bank, trust company or other nominee that (a) is tendering for the beneficial owner(s) thereof, shares with respect to which it is record holder and (b) believes, based upon representations made to it by such beneficial owner(s), that each such person is the beneficial or record owner of an aggregate of fewer than 100 Series A shares and is tendering all of such shares.

In addition, the undersigned is tendering Series A shares either **(check one box)**:

- at the price determined by Liberty Global pursuant to the Series A Tender Offer (persons checking this box need not indicate the price per share above); or
- at the price per share indicated under the heading "Series A Shares Tendered At Price Determined By Stockholder."

CONDITIONAL TENDER
(See Instruction 7 of the Letter of Transmittal)

A tendering stockholder may condition his or her tender of Series A shares upon Liberty Global purchasing a specified minimum number of the Series A shares tendered by the tendering stockholder, all as described in Section 6 of the Offer to Purchase "Conditional Tender of Shares." Unless at least that minimum number of Series A shares indicated below is purchased by Liberty Global from the tendering stockholder pursuant to the terms of the Series A Tender Offer, none of the Series A shares tendered by the tendering stockholder will be purchased. It is the tendering stockholder's responsibility to calculate that minimum number of Series A shares that must be purchased from the tendering stockholder if any are purchased, and each stockholder is urged to consult his or her own tax advisor. Unless this box has been checked and a minimum specified, the tender will be deemed unconditional.

- The minimum number of Series A shares that must be purchased from the tendering stockholder, if any are purchased, is: _____ shares.

If, because of proration, the minimum number of Series A shares designated will not be purchased, Liberty Global may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering stockholder must have tendered all of his or her Series A shares and, if true, checked the following box:

- The tendered Shares represent all Series A Shares held by the undersigned.

THE METHOD OF DELIVERY OF THIS DOCUMENT IS AT THE OPTION AND RISK OF THE TENDERING STOCKHOLDER. IF DELIVERY IS BY MAIL, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED, IS RECOMMENDED. IN ALL CASES, SUFFICIENT TIME SHOULD BE ALLOWED TO ASSURE DELIVERY.

SIGNATURE BOX

Signature(s)

Dated: _____, 200

Name(s) and address(es):

(Please Print)

Area code and telephone number:

Taxpayer Identification or Social Security Number:

**INSTRUCTION FORM FOR SERIES C COMMON STOCK
WITH RESPECT TO**

LIBERTY GLOBAL, INC.

**OFFER TO PURCHASE FOR CASH
UP TO 5,246,590 SHARES OF ITS SERIES C COMMON STOCK, PAR VALUE \$0.01 PER SHARE,
AT A PURCHASE PRICE NOT GREATER THAN \$28.59 PER SHARE
NOR LESS THAN \$25.27 PER SHARE**

The undersigned acknowledge(s) receipt of the enclosed offer to purchase dated December 4, 2006, and the related letter of transmittal with respect to the Series C common stock of Liberty Global, Inc., a Delaware corporation ("Liberty Global"), which, as may be amended and supplemented from time to time, together constitute the tender offer (the "Series C Tender Offer") by Liberty Global to purchase up to 5,246,590 shares of its Series C common stock, par value \$0.01 per share, at a purchase price not greater than \$28.59 per share nor less than \$25.27 per share, net to the seller in cash, less any applicable withholding taxes, without interest, upon the terms and subject to the conditions of the Series C Tender Offer.

The undersigned understands that, on the terms and subject to the conditions of the Series C Tender Offer, Liberty Global will determine the single per share price, not greater than \$28.59 nor less than \$25.27 per Series C share, net to the seller in cash, less any applicable withholding taxes and without interest, that Liberty Global will pay for Series C shares properly tendered and not properly withdrawn in the Series C Tender Offer, taking into account the total number of Series C shares so tendered and the prices specified by the tendering stockholders. Liberty Global will select the lowest purchase price that will allow it to purchase 5,246,590 Series C shares pursuant to the Series C Tender Offer, or such fewer number of Series C shares as are properly tendered and not properly withdrawn. Liberty Global refers to the purchase price it selects within the range indicated for its Series C shares as the Series C purchase price.

Series C Shares tendered at prices in excess of the applicable purchase price and shares that Liberty Global does not accept for purchase because of the odd lot priority, proration and conditional tender provisions will be returned at Liberty Global's expense to the stockholders who tendered such shares, as promptly as practicable after the applicable expiration date.

The undersigned hereby instruct(s) you to tender to Liberty Global the number of shares of Series C common stock indicated below or, if no number is indicated, all shares of Series C common stock you hold for the account of the undersigned, at a purchase price per share indicated below, under the terms and subject to the conditions of the Series C Tender Offer.

Aggregate number of shares of Series C common stock to be tendered by you for the account of the undersigned:

_____ shares*

* UNLESS OTHERWISE INDICATED, ALL OF THE SHARES OF SUCH SERIES OF COMMON STOCK HELD FOR THE ACCOUNT WILL BE TENDERED.

CHECK EXACTLY ONE BOX. IF YOU CHECK MORE THAN ONE BOX, OR IF YOU DO NOT CHECK ANY BOX, YOU WILL HAVE FAILED TO VALIDLY TENDER ANY SERIES C SHARES

SERIES C SHARES TENDERED AT PRICE DETERMINED PURSUANT TO THE SERIES C TENDER OFFER
(See Instruction 6 of the Letter of Transmittal)

The undersigned wants to maximize the chance of having Liberty Global purchase all Series C shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this **one** box **instead of one of the price boxes below**, the undersigned hereby tenders Series C shares and is willing to accept the purchase price determined by Liberty Global pursuant to the Series C Tender Offer. If you agree to accept the purchase price determined by Liberty Global, your Series C shares will be deemed to be tendered at the minimum price of \$25.27 per share. You should understand that this election may lower the purchase price paid for all purchased Series C shares in the Series C Tender Offer and could result in your Series C shares being purchased at the minimum price of \$25.27 per share.

—OR—

SERIES C SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER
(See Instruction 6 of the Letter of Transmittal)

By checking **one** of the boxes below **instead of the box above**, the undersigned hereby tenders Series C shares at the price checked. This action could result in none of the Series C shares being purchased if the purchase price for the Series C shares is less than the price checked below. **A stockholder who desires to tender Series C shares at more than one price must complete a separate letter of transmittal for each price at which the stockholder tenders such shares.** You cannot tender the same Series C shares at more than one price, unless you have previously validly withdrawn those shares tendered at a different price in accordance with Section 4 of the Offer to Purchase.

Price (in dollars) per Series C share at which Series C shares are being tendered:

<input type="radio"/> \$25.27	<input type="radio"/> \$25.77	<input type="radio"/> \$26.27	<input type="radio"/> \$26.77	<input type="radio"/> \$27.27	<input type="radio"/> \$27.77	<input type="radio"/> \$28.27
<input type="radio"/> \$25.37	<input type="radio"/> \$25.87	<input type="radio"/> \$26.37	<input type="radio"/> \$26.87	<input type="radio"/> \$27.37	<input type="radio"/> \$27.87	<input type="radio"/> \$28.37
<input type="radio"/> \$25.47	<input type="radio"/> \$25.97	<input type="radio"/> \$26.47	<input type="radio"/> \$26.97	<input type="radio"/> \$27.47	<input type="radio"/> \$27.97	<input type="radio"/> \$28.47
<input type="radio"/> \$25.57	<input type="radio"/> \$26.07	<input type="radio"/> \$26.57	<input type="radio"/> \$27.07	<input type="radio"/> \$27.57	<input type="radio"/> \$28.07	<input type="radio"/> \$28.57
<input type="radio"/> \$25.67	<input type="radio"/> \$26.17	<input type="radio"/> \$26.67	<input type="radio"/> \$27.17	<input type="radio"/> \$27.67	<input type="radio"/> \$28.17	<input type="radio"/> \$28.59

You will not have validly tendered your Series C shares unless you check one and only one box in this frame.

ODD LOTS
(See Instruction 11 of the Letter of Transmittal)

To be completed only if the Series C shares are being tendered by or on behalf of a person owning beneficially or of record an aggregate of fewer than 100 Series C shares. The undersigned either **(check one box)**:

- is the beneficial or record owner of an aggregate of fewer than 100 Series C shares, all of which are being tendered; or
- is a broker, dealer, commercial bank, trust company or other nominee that (a) is tendering for the beneficial owner(s) thereof, shares with respect to which it is record holder and (b) believes, based upon representations made to it by such beneficial owner(s), that each such person is the beneficial or record owner of an aggregate of fewer than 100 Series C shares and is tendering all of such shares.

In addition, the undersigned is tendering Series C shares either **(check one box)**:

- at the price determined by Liberty Global pursuant to the Series C Tender Offer (persons checking this box need not indicate the price per share above); or
- at the price per share indicated under the heading "Series C Shares Tendered At Price Determined By Stockholder."

CONDITIONAL TENDER
(See Instruction 7 of the Letter of Transmittal)

A tendering stockholder may condition his or her tender of Series C shares upon Liberty Global purchasing a specified minimum number of the Series C shares tendered by the tendering stockholder, all as described in Section 6 of the Offer to Purchase "Conditional Tender of Shares." Unless at least that minimum number of Series C shares indicated below is purchased by Liberty Global from the tendering stockholder pursuant to the terms of the Series C Tender Offer, none of the Series C shares tendered by the tendering stockholder will be purchased. It is the tendering stockholder's responsibility to calculate that minimum number of Series C shares that must be purchased from the tendering stockholder if any are purchased, and each stockholder is urged to consult his or her own tax advisor. Unless this box has been checked and a minimum specified, the tender will be deemed unconditional.

- The minimum number of Series C shares that must be purchased from the tendering stockholder, if any are purchased, is: _____ shares.

If, because of proration, the minimum number of Series C shares designated will not be purchased, Liberty Global may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering stockholder must have tendered all of his or her Series C shares and, if true, checked the following box:

- The tendered Shares represent all Series C shares held by the undersigned.

THE METHOD OF DELIVERY OF THIS DOCUMENT IS AT THE OPTION AND RISK OF THE TENDERING STOCKHOLDER. IF DELIVERY IS BY MAIL, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED, IS RECOMMENDED. IN ALL CASES, SUFFICIENT TIME SHOULD BE ALLOWED TO ASSURE DELIVERY.

SIGNATURE BOX

Signature(s)

Dated: _____, 200

Name(s) and address(es):

(Please Print)

Area code and telephone number:

Taxpayer Identification or Social Security Number:

QuickLinks

[EXHIBIT \(a\)\(1\)\(vii\)](#)

IMMEDIATE ATTENTION REQUIRED

Re: Liberty Global 401(k) Savings & Stock Ownership Plan

Dear Plan Participant:

Our records reflect that, as a participant in the Liberty Global 401(k) Savings & Stock Ownership Plan (the "Plan"), all or a portion of your individual account is invested in shares of Liberty Global, Inc. Series A common stock. Liberty Global, Inc. (the "Purchaser") has made an offer to purchase (the "Offer") up to 5,084,746 shares of its Series A common stock (the "Series A Shares") at a purchase price not greater than \$29.50 per share nor less than \$26.08 per share in cash, as described in the enclosed Offer to Purchase, dated December 4, 2006, as it may be amended (the "Offer to Purchase").

The Purchaser will select the lowest purchase price (the "Purchase Price") that is produced by the tender offer process (within the range of share prices specified above) that will allow it to purchase 5,084,746 Series A Shares, or such lesser number of Series A Shares as are properly tendered and not properly withdrawn pursuant to the Offer. The Purchaser will pay the same Purchase Price for all Series A Shares purchased in the Offer. All Series A Shares properly tendered at prices at or below the Purchase Price and not properly withdrawn will be purchased, subject to the conditions of the Offer and the "odd lot," proration and conditional tender provisions described in the Offer to Purchase. The Purchaser reserves the right, in its sole discretion, to purchase more than 5,084,746 Series A Shares pursuant to the Offer, subject to compliance with applicable law.

Enclosed are Offer materials and a Trustee Direction Form that require your immediate attention. As described below, as a participant under the Plan, you have the right to instruct Fidelity Management Trust Company ("Fidelity"), as Trustee of the Plan, concerning whether to tender all or a portion of the Series A Shares attributable to your individual account under the Plan, and at what price or prices.

If you wish to instruct Fidelity with respect to the Offer, you will need to complete the enclosed Trustee Direction Form and return it to Fidelity's tabulator in the enclosed return envelope so that it is RECEIVED by 4:00 p.m., New York City time, on December 29, 2006. NO FACSIMILES OF THE DIRECTION FORM WILL BE ACCEPTED.

As described in the Offer to Purchase, the Purchaser has the right to extend the Offer for certain periods. In the event that the Offer is extended, if administratively feasible, the deadline for receipt of your Trustee Direction Form will be 4:00 p.m., New York City time, on the third business day prior to the expiration of the Offer, as extended. If the deadlines set forth in this letter change, you may call Fidelity at 1-800-835-5097 to obtain updated information on the Plan participant direction deadline.

The remainder of this letter summarizes your rights under the Plan and the procedures for directing Fidelity. The enclosed Offer to Purchase sets forth the objectives, terms and conditions of the Offer and is being provided to all of the stockholders of Liberty Global, Inc. Series A common stock; please carefully read the Offer to Purchase in its entirety to fully understand the Offer.

PARTICIPANT RIGHTS UNDER THE PLAN

The Purchaser's Offer extends to the Series A Shares held by the Plan. As of November 28, 2006, the Plan held approximately 54,896 Series A Shares. Only Fidelity, as Trustee of the Plan, can tender these Series A Shares in the Offer. Nonetheless, as a participant in the Plan, you have the right to direct Fidelity to tender all, a portion or none of the Series A Shares attributable to your individual account under the Plan, and at what price or prices. Unless otherwise required by applicable law, Fidelity will tender Series A Shares in accordance with participant instructions that are received by our deadline described above and Fidelity will not tender Series A Shares attributable to participant accounts for which it does not receive timely instructions. Fidelity will tender Series A Shares in the

Plan that have not been allocated to an individual account in the same proportion and at the same prices as they tender Series A Shares for which they receive participant directions, unless otherwise required by law.

Fidelity makes no recommendation as to whether to direct the tender of Series A Shares or whether to refrain from directing the tender of Series A Shares. EACH PARTICIPANT OR BENEFICIARY MUST MAKE HIS OR HER OWN DECISIONS.

LIMITATIONS ON FOLLOWING YOUR DIRECTION

The enclosed Trustee Direction Form allows you to specify the percentage of the Series A Shares attributable to your account that you wish to tender and the price or prices at which you want to tender Series A Shares attributable to your account. As detailed below, when Fidelity tenders Series A Shares on behalf of the Plan, they may be required to tender Series A Shares on terms different than those set forth on your Trustee Direction Form.

The Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and the trust agreement between Liberty Global, Inc. and Fidelity prohibit the sale of Series A Shares to Purchaser for less than "adequate consideration" which is defined by ERISA for a publicly traded security as the price of the security prevailing on a national securities exchange. Fidelity will determine "adequate consideration," based on the prevailing market price of the Series A Shares on NASDAQ on or about the date the Series A Shares are tendered by Fidelity (the "prevailing market price"). To determine the prevailing market price, Fidelity will look to the NASDAQ Official Close Price as listed on Nasdaq.com. Accordingly, depending on the prevailing market price of the Series A Shares on such date, Fidelity may be unable to follow participant directions to tender Series A Shares to Purchaser at certain prices within the offered range. Fidelity will tender or not tender Series A Shares as follows:

- If the prevailing market price is greater than the maximum tender price offered by Purchaser (\$29.50 per Share), notwithstanding your direction to tender Series A Shares in the Offer, the Series A Shares will not be tendered.
- If the prevailing market price is equal to or lower than the price at which you direct the Series A Shares to be tendered, Fidelity will follow your direction both as to the percentage of Series A Shares to tender and as to the price at which such Series A Shares are tendered.
- If the prevailing market price is greater than the price at which you direct the Series A Shares to be tendered but within the range of \$26.08 to \$29.50, Fidelity will follow your direction regarding the percentage of Series A Shares to be tendered, but will increase the price at which such Series A Shares are to be tendered to the lowest tender price that is not less than prevailing market price.
- If the prevailing market price is within the range of \$26.08 to \$29.50, for all shares directed to be tendered at the "per Series A Share purchase price to be determined pursuant to the tender offer," Fidelity will tender such Series A Shares at the lowest tender price that is not less than the prevailing market price.

CONFIDENTIALITY

To assure the confidentiality of your decision, Fidelity's tabulator will tabulate the Trustee Direction Forms. The tabulator will not make the results of your individual direction available to the Purchaser/Liberty Global, Inc.

PROCEDURE FOR DIRECTING TRUSTEE

Enclosed is a Trustee Direction Form that should be completed and returned in the enclosed envelope. The number of Series A Shares attributable to your individual Plan account as of November 28, 2006, is indicated on the Direction Form. Please note that Fidelity will apply your instructions to the number of Series A Shares attributable to your account as of December 29, 2006, unless the Offer is extended, in which case Fidelity will apply your directions to the number of Series A Shares attributable to your account as of a later date, if administratively feasible.

If you do not properly complete and return the Trustee Direction Form by the deadline specified, subject to any extensions of the Offer, Series A Shares attributable to your account will be considered uninstructed and will not be tendered in the Offer, unless otherwise required by applicable law.

To properly complete your Direction Form, you must do the following:

- (1) On the face of the Direction Form, check Box 1 or 2. CHECK ONLY ONE BOX:
 - CHECK BOX 1 if you do not want the Series A Shares attributable to your individual account tendered for sale in accordance with the terms of the Offer and simply want the Plan to continue holding such Series A Shares.
 - CHECK BOX 2 in all other cases and complete the table immediately below Box 2. Specify the percentage (in whole numbers) of Series A Shares attributable to your individual account that you want to tender at each price indicated.

You may direct the tender of Series A Shares attributable to your account at different prices. To do so, you must state the percentage (in whole numbers) of Series A Shares to be sold at each price by filling in the percentage of such Series A Shares on the line immediately before the price. Also, you may elect to accept the per Share purchase price to be determined pursuant to the tender offer which will result in receiving a price per Series A Share as low as \$26.08 or as high as \$29.50. Leave a given line blank if you want no Series A Shares tendered at that particular price. The total of the percentages you provide on the Direction Form may not exceed 100%, but it may be less than 100%. If this amount is less than 100%, you will be deemed to have instructed Fidelity NOT to tender the balance of the Series A Shares attributable to your individual account.

- (2) Date and sign the Direction Form in the space provided.
- (3) Return the Direction Form in the enclosed return envelope so that it is received by Fidelity's tabulator at the address on the return envelope (P.O. Box 9142, Hingham, MA 02043) not later than 4:00 P.M., New York City time, on December 29, 2006, unless the Offer is extended, in which case the participant deadline shall be three business days prior to the expiration date of the Offer, if feasible. If you wish to return the form by overnight courier, please send it to Fidelity's tabulator at Tabulator, 60 Research Road, Hingham, MA 02043. Directions via facsimile will not be accepted.

Your direction will be deemed irrevocable unless withdrawn by 4:00 p.m., New York City time, on December 29, 2006. In order to make an effective withdrawal, you must submit a new Trustee Direction Form, which may be obtained by calling Fidelity at 1-800-835-5097. Upon receipt by Fidelity of a new, completed, signed and dated Trustee Direction Form, your previous direction will be deemed cancelled. Please note that the last timely, properly completed direction Fidelity receives from a participant will be followed.

After the deadline for returning the Trustee Direction Forms, the tabulator will complete the tabulation of all properly completed and timely delivered directions and, unless otherwise required by law, Fidelity, as Trustee, will tender the appropriate number of Series A Shares on behalf of the Plan.

Purchaser will then buy all Series A Shares, up to 5,084,746, that were properly tendered through the Offer. If there is an excess of Series A Shares tendered over the exact number desired by the Purchaser, Series A Shares tendered pursuant to the Offer may be subject to proration, as described in the Offer to Purchase. Any Series A Shares attributable to your account that are not purchased in the Offer will remain allocated to your individual account under the Plan.

The preferential treatment of holders of fewer than 100 Series A Shares, as described in the Offer to Purchase, will not apply to participants in the Plan, regardless of the number of Series A Shares held within their individual accounts. Likewise, the conditional tender of Series A Shares, as described in the Offer to Purchase, will not apply to the participants in the Plan.

EFFECT OF THE OFFER ON YOUR PLAN ACCOUNT

If you direct Fidelity to tender some or all of the Series A Shares attributable to your account, as of 4:00 p.m., New York City time, on December 29, 2006, certain transactions involving the Series A Shares attributable to your Plan account, including all exchanges out, loans, withdrawals and distributions, will be prohibited until all processing related to the Offer has been completed, unless the Offer is extended or terminated. (Series A Share balances in your account will be utilized to calculate amounts eligible for loans and withdrawals throughout this freeze.) We currently anticipate that this freeze will last until approximately January 18, 2007. In the event that the Offer is extended, this freeze on certain transactions will, if administratively feasible, be temporarily lifted until three business days prior to the new completion date of the Offer, as extended, at which time a new freeze on all transactions involving the Series A Shares attributable to your account will commence. You can call Fidelity at 1-800-835-5097 to obtain updated information on expiration dates, deadlines and freezes.

During the period of the freeze, you will be unable to direct or diversify the assets in your account attributable to Series A Shares. For this reason, it is very important that you review and consider the appropriateness of your current investments in light of your inability to direct or diversify those investments during the freeze period. For your long-term retirement security, you should give careful consideration to the importance of a well-balanced and diversified investment portfolio, taking into account all your assets, income and investments. You should be aware that there is a risk to holding substantial portions of your assets in the securities of any one company, as individual securities tend to have wider price swings, up and down, in short periods of time, than investments in diversified funds. Stocks that have wide price swings might have a large loss during the freeze period. Be aware that if you elect to tender some but not all of your Series A Shares, you will not be able direct the sale of the remaining Series A Shares until the end of the freeze period.

The period of the freeze is considered a "blackout period" under Federal law. Federal law generally requires that you be furnished notice of a blackout period at least 30 days in advance of the last date on which you could exercise your affected rights immediately before the commencement of any blackout period in order to provide you with sufficient time to consider the effect of the blackout period on your retirement and financial plans. In this case, the tender offer was publicly announced on November 28, 2006 and is scheduled to end on January 4, 2007. Fidelity requires that in order to process tender directions the blackout period must begin on December 29, 2006. As the administratively required blackout period for the plan will begin less than 30 days after this notice, it was not possible to give you notice at least 30 days in advance of the commencement of the blackout period. If you have any questions concerning this notice, you should contact the Plan's Administrative Committee, c/o Michelle Keist, Liberty Global, Inc., 12300 Liberty Boulevard, Englewood, Colorado 80112, (303) 220-6600.

If you directed Fidelity to NOT tender any of the Series A Shares attributable to your account or you did not return your Trustee Direction Form in a timely manner, you will continue to have access to all transactions normally available to you under the Plan.

INVESTMENT OF PROCEEDS

For any Series A Shares in the Plan that are tendered and purchased by the Purchaser, the Purchaser will pay cash to the Plan. **INDIVIDUAL PARTICIPANTS IN THE PLAN WILL NOT, HOWEVER, RECEIVE ANY CASH TENDER PROCEEDS DIRECTLY. ALL SUCH PROCEEDS WILL REMAIN IN THE PLAN AND MAY BE WITHDRAWN ONLY IN ACCORDANCE WITH THE TERMS OF THE PLAN.**

Fidelity will invest all cash proceeds as soon as administratively feasible after receipt of these proceeds. This cash will be invested in the Fidelity Money Market Trust: Retirement Money Market Portfolio. You may call Fidelity at 1-800-835-5097 (or access your account via NetBenefits) after the reinvestment is complete to learn more about these and any additional effects of the Offer on your Plan account. Once the freeze period described above is completed, you will be able to direct the investment of these proceeds into any other investment option available under the Plan.

As the proceeds of the sale of Series A Shares in the Plan will remain in the Plan, there are no immediate tax consequences to you as a result of tendering Series A Shares. However, one consideration in making the decision to tender Series A Shares is the potential loss of the ability to receive special tax treatment of a future lump sum distribution of Series A Shares.

Under the Plan, at the time you are otherwise able to take a distribution, you may be able to take a distribution of the portion of your account invested in Series A Shares "in-kind", i.e., in the form of shares of stock, rather than cash. This type of distribution may qualify for special tax advantages in the form of delayed taxation of the "net unrealized appreciation" in the Series A Shares distributed, as described below. In general, the excess, if any, of the fair market value of the Series A Shares at distribution over the cost of the Series A Shares to the Plan's trustee (the "net unrealized appreciation") is not subject to federal income tax when distributed but generally will be subject to federal income tax at the long-term capital gain rate when you subsequently sell the stock. If you elect to tender the Series A Shares attributable to your account, the ability to elect an in-kind distribution at the time of your ultimate distribution from the Plan and receive favorable treatment of the associated net unrealized appreciation will not be available to you with respect to the tendered Series A Shares.

PLEASE NOTE THAT THIS COMMUNICATION IS NOT INTENDED TO PROVIDE YOU WITH TAX ADVICE, AND YOU SHOULD DISCUSS ANY TAX ISSUES WITH YOUR PERSONAL TAX ADVISOR.

SERIES C SHARES WITHIN YOUR ACCOUNT

If a portion of your individual account under the Plan is also invested in shares of Liberty Global, Inc. Series C common stock ("Series C Shares"), you should also receive, under separate cover, Offer materials that provide you with the ability to direct Fidelity with respect to such Series C Shares. If you wish to direct Fidelity with respect to the Series C Shares attributable to your account, you must use the Direction Form provided in that separate mailing; the Direction Form enclosed in this package may only be used to direct Fidelity with respect to the Series A Shares attributable to your account. Similarly, the Direction Form enclosed in that separate mailing may not be used to direct Fidelity with respect to the Series A Shares attributable to your account.

SERIES A SHARES OUTSIDE THE PLAN

If you hold Series A Shares directly (i.e., outside the Plan), you will receive, under separate cover, tender offer materials which can be used to tender such Series A Shares. **Those materials may not be used to direct Fidelity to tender Series A Shares attributable to your individual account under the Plan.** The direction to tender Series A Shares attributable to your individual account under the Plan may only be made by means of the Trustee Direction Form in accordance with the procedures in this

letter and the enclosed Trustee Direction Form. Similarly, the enclosed Trustee Direction Form may not be used to tender non-Plan Series A Shares.

FURTHER INFORMATION

If you require additional information concerning the procedure to direct Fidelity to tender Series A Shares attributable to your individual account under the Plan, please contact Fidelity toll free at 1-800-835-5097. If you require additional information concerning the terms and conditions of the Offer, please contact D.F. King & Co., Inc., the information agent, toll free at 1-800-207-3158.

Sincerely,

Fidelity Management Trust Company

You can communicate your election to Fidelity as follows:

1. You can mail this form in the enclosed postage-paid return envelope to Fidelity's tabulation agent at P.O. Box 9142, Hingham, MA 02043; or
2. You can overnight the form to Fidelity's tabulation agent at Tabulator, 60 Research Road, Hingham, MA 02043

PLEASE NOTE, that any mailed form must be RECEIVED, not just postmarked, by the deadline, in order to be valid.

**DIRECTION FORM
LIBERTY GLOBAL, INC. TENDER OFFER
SERIES A SHARES
BEFORE COMPLETING THIS FORM, PLEASE READ CAREFULLY THE
ACCOMPANYING OFFER TO PURCHASE AND ALL OTHER ENCLOSED MATERIALS.**

PLEASE NOTE THAT IF YOU DO NOT SEND IN A PROPERLY COMPLETED, SIGNED DIRECTION FORM, OR IF SUCH DIRECTION FORM IS NOT RECEIVED BY 4:00 P.M., NEW YORK CITY TIME ON DECEMBER 29, 2006, UNLESS THE TENDER OFFER IS EXTENDED, THE LIBERTY GLOBAL, INC. SERIES A SHARES ATTRIBUTABLE TO YOUR ACCOUNT UNDER THE PLAN WILL NOT BE TENDERED IN ACCORDANCE WITH THE TENDER OFFER, UNLESS OTHERWISE REQUIRED BY LAW.

Fidelity Management Trust Company ("Fidelity") makes no recommendation to any participant in the Liberty Global, Inc. 401(k) Plan (the "Plan") as to whether to tender or not, or at which prices. Your direction to Fidelity will be kept confidential.

This Direction Form, if properly signed, completed and received by Fidelity's tender offer tabulator in a timely manner, will supersede any previous Direction Form.

Date

Please Print Name

Signature

As of November 28, 2006, the number of shares attributable to your account in the Plan is shown to the right of your address.

In connection with the Offer to Purchase made by Liberty Global, Inc., dated December 4, 2006, I hereby instruct Fidelity to tender the Series A Shares attributable to my account under the Plan as of December 29, 2006, unless a later deadline is announced, as follows (check only one box and complete):

(CHECK BOX ONE OR TWO)

- 1. Please refrain from tendering and continue to HOLD all Series A Shares attributable to my individual account under the Plan.
- 2. Please TENDER Series A Shares attributable to my individual account under the Plan in the percentage indicated below for each of the prices provided. A blank space before a given price will be taken to mean that no shares attributable to my account are to be tendered at that price. **FILL IN THE TABLE BELOW ONLY IF YOU HAVE CHECKED BOX 2.**

Percentage of Series A Shares to be Tendered (The total of all percentages must be less than or equal to 100%. If the total is less than 100%, you will be deemed to have directed Fidelity NOT to tender the remaining percentage.)

_____ % at \$26.08	_____ % at \$26.78	_____ % at \$27.48	_____ % at \$28.18	_____ % at \$28.88
_____ % at \$26.18	_____ % at \$26.88	_____ % at \$27.58	_____ % at \$28.28	_____ % at \$28.98
_____ % at \$26.28	_____ % at \$26.98	_____ % at \$27.68	_____ % at \$28.38	_____ % at \$29.08
_____ % at \$26.38	_____ % at \$27.08	_____ % at \$27.78	_____ % at \$28.48	_____ % at \$29.18
_____ % at \$26.48	_____ % at \$27.18	_____ % at \$27.88	_____ % at \$28.58	_____ % at \$29.28
_____ % at \$26.58	_____ % at \$27.28	_____ % at \$27.98	_____ % at \$28.68	_____ % at \$29.38
_____ % at \$26.68	_____ % at \$27.38	_____ % at \$28.08	_____ % at \$28.78	_____ % at \$29.48
				_____ % at \$29.50
				_____ % at TBD**

** By entering a percentage on the % line at TBD, the undersigned is willing to accept the Purchase Price resulting from the Dutch Auction, for the percentage of Series A Shares elected. This could result in receiving a price per share as low as \$26.08 or as high as \$29.50 per share.

QuickLinks

[Exhibit 99\(a\)\(1\)\(viii\)](#)

[IMMEDIATE ATTENTION REQUIRED](#)

IMMEDIATE ATTENTION REQUIRED

Re: Liberty Global 401(k) Savings & Stock Ownership Plan

Dear Plan Participant:

Our records reflect that, as a participant in the Liberty Global 401(k) Savings & Stock Ownership Plan (the "Plan"), all or a portion of your individual account is invested in shares of Liberty Global, Inc. Series C common stock. Liberty Global, Inc. (the "Purchaser") has made an offer to purchase (the "Offer") up to 5,246,590 shares of its Series C common stock (the "Series C Shares") at a purchase price not greater than \$28.59 per share nor less than \$25.27 per share in cash, as described in the enclosed Offer to Purchase, dated December 4, 2006, as it may be amended (the "Offer to Purchase").

The Purchaser will select the lowest purchase price (the "Purchase Price") that is produced by the tender offer process (within the range of share prices specified above) that will allow it to purchase 5,246,590 Series C Shares, or such lesser number of Series C Shares as are properly tendered and not properly withdrawn pursuant to the Offer. The Purchaser will pay the same Purchase Price for all Series C Shares purchased in the Offer. All Series C Shares properly tendered at prices at or below the Purchase Price and not properly withdrawn will be purchased, subject to the conditions of the Offer and the "odd lot," proration and conditional tender provisions described in the Offer to Purchase. The Purchaser reserves the right, in its sole discretion, to purchase more than 5,246,590 Series C Shares pursuant to the Offer, subject to compliance with applicable law.

Enclosed are Offer materials and a Trustee Direction Form that require your immediate attention. As described below, as a participant under the Plan, you have the right to instruct Fidelity Management Trust Company ("Fidelity"), as Trustee of the Plan, concerning whether to tender all or a portion of the Series C Shares attributable to your individual account under the Plan, and at what price or prices.

If you wish to instruct Fidelity with respect to the Offer, you will need to complete the enclosed Trustee Direction Form and return it to Fidelity's tabulator in the enclosed return envelope so that it is RECEIVED by 4:00 p.m., New York City time, on December 29, 2006. NO FACSIMILES OF THE DIRECTION FORM WILL BE ACCEPTED.

As described in the Offer to Purchase, the Purchaser has the right to extend the Offer for certain periods. In the event that the Offer is extended, if administratively feasible, the deadline for receipt of your Trustee Direction Form will be 4:00 p.m., New York City time, on the third business day prior to the expiration of the Offer, as extended. If the deadlines set forth in this letter change, you may call Fidelity at 1-800-835-5097 to obtain updated information on the Plan participant direction deadline.

The remainder of this letter summarizes your rights under the Plan and the procedures for directing Fidelity. The enclosed Offer to Purchase sets forth the objectives, terms and conditions of the Offer and is being provided to all of the stockholders of Liberty Global, Inc. Series C common stock; please carefully read the Offer to Purchase in its entirety to fully understand the Offer.

PARTICIPANT RIGHTS UNDER THE PLAN

The Purchaser's Offer extends to the Series C Shares held by the Plan. As of November 28, 2006, the Plan held approximately 101,746 Series C Shares. Only Fidelity, as Trustee of the Plan, can tender these Series C Shares in the Offer. Nonetheless, as a participant in the Plan, you have the right to direct Fidelity to tender all, a portion or none of the Series C Shares attributable to your individual account under the Plan, and at what price or prices. Unless otherwise required by applicable law, Fidelity will tender Series C Shares in accordance with participant instructions that are received by our deadline described above and Fidelity will not tender Series C Shares attributable to participant accounts for which it does not receive timely instructions. Fidelity will tender Series C Shares in the

Plan that have not been allocated to an individual account in the same proportion and at the same prices as they tender Series C Shares for which they receive participant directions, unless otherwise required by law.

Fidelity makes no recommendation as to whether to direct the tender of Series C Shares or whether to refrain from directing the tender of Series C Shares. EACH PARTICIPANT OR BENEFICIARY MUST MAKE HIS OR HER OWN DECISIONS.

LIMITATIONS ON FOLLOWING YOUR DIRECTION

The enclosed Trustee Direction Form allows you to specify the percentage of the Series C Shares attributable to your account that you wish to tender and the price or prices at which you want to tender Series C Shares attributable to your account. As detailed below, when Fidelity tenders Series C Shares on behalf of the Plan, they may be required to tender Series C Shares on terms different than those set forth on your Trustee Direction Form.

The Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and the trust agreement between Liberty Global, Inc. and Fidelity prohibit the sale of Series C Shares to Purchaser for less than "adequate consideration" which is defined by ERISA for a publicly traded security as the price of the security prevailing on a national securities exchange. Fidelity will determine "adequate consideration," based on the prevailing market price of the Series C Shares on NASDAQ on or about the date the Series C Shares are tendered by Fidelity (the "prevailing market price"). To determine the prevailing market price, Fidelity will look to the NASDAQ Official Close Price as listed on Nasdaq.com. Accordingly, depending on the prevailing market price of the Series C Shares on such date, Fidelity may be unable to follow participant directions to tender Series C Shares to Purchaser at certain prices within the offered range. Fidelity will tender or not tender Series C Shares as follows:

- If the prevailing market price is greater than the maximum tender price offered by Purchaser (\$28.59 per Share), notwithstanding your direction to tender Series C Shares in the Offer, the Series C Shares will not be tendered.
- If the prevailing market price is equal to or lower than the price at which you direct the Series C Shares to be tendered, Fidelity will follow your direction both as to the percentage of Series C Shares to tender and as to the price at which such Series C Shares are tendered.
- If the prevailing market price is greater than the price at which you direct the Series C Shares to be tendered but within the range of \$25.27 to \$28.59, Fidelity will follow your direction regarding the percentage of Series C Shares to be tendered, but will increase the price at which such Series C Shares are to be tendered to the lowest tender price that is not less than prevailing market price.
- If the prevailing market price is within the range of \$25.27 to \$28.59, for all shares directed to be tendered at the "per Series C Share purchase price to be determined pursuant to the tender offer," Fidelity will tender such Series C Shares at the lowest tender price that is not less than the prevailing market price.

CONFIDENTIALITY

To assure the confidentiality of your decision, Fidelity's tabulator will tabulate the Trustee Direction Forms. The tabulator will not make the results of your individual direction available to the Purchaser/Liberty Global, Inc.

PROCEDURE FOR DIRECTING TRUSTEE

Enclosed is a Trustee Direction Form that should be completed and returned in the enclosed envelope. The number of Series C Shares attributable to your individual Plan account as of November 28, 2006, is indicated on the Direction Form. Please note that Fidelity will apply your instructions to the number of Series C Shares attributable to your account as of December 29, 2006, unless the Offer is extended, in which case Fidelity will apply your directions to the number of Series C Shares attributable to your account as of a later date, if administratively feasible.

If you do not properly complete and return the Trustee Direction Form by the deadline specified, subject to any extensions of the Offer, Series C Shares attributable to your account will be considered uninstructed and will not be tendered in the Offer, unless otherwise required by applicable law.

To properly complete your Direction Form, you must do the following:

(1) On the face of the Direction Form, check Box 1 or 2. CHECK ONLY ONE BOX:

- CHECK BOX 1 if you do not want the Series C Shares attributable to your individual account tendered for sale in accordance with the terms of the Offer and simply want the Plan to continue holding such Series C Shares.
- CHECK BOX 2 in all other cases and complete the table immediately below Box 2. Specify the percentage (in whole numbers) of Series C Shares attributable to your individual account that you want to tender at each price indicated.

You may direct the tender of Series C Shares attributable to your account at different prices. To do so, you must state the percentage (in whole numbers) of Series C Shares to be sold at each price by filling in the percentage of such Series C Shares on the line immediately before the price. Also, you may elect to accept the per Share purchase price to be determined pursuant to the tender offer which will result in receiving a price per Series C Share as low as \$25.27 or as high as \$28.59. Leave a given line blank if you want no Series C Shares tendered at that particular price. The total of the percentages you provide on the Direction Form may not exceed 100%, but it may be less than 100%. If this amount is less than 100%, you will be deemed to have instructed Fidelity NOT to tender the balance of the Series C Shares attributable to your individual account.

(2) Date and sign the Direction Form in the space provided.

(3) Return the Direction Form in the enclosed return envelope so that it is received by Fidelity's tabulator at the address on the return envelope (P.O. Box 9142, Hingham, MA 02043) not later than 4:00 P.M., New York City time, on December 29, 2006, unless the Offer is extended, in which case the participant deadline shall be three business days prior to the expiration date of the Offer, if feasible. If you wish to return the form by overnight courier, please send it to Fidelity's tabulator at Tabulator, 60 Research Road, Hingham, MA 02043. Directions via facsimile will not be accepted.

Your direction will be deemed irrevocable unless withdrawn by 4:00 p.m., New York City time, on December 29, 2006. In order to make an effective withdrawal, you must submit a new Trustee Direction Form, which may be obtained by calling Fidelity at 1-800-835-5097. Upon receipt by Fidelity of a new, completed, signed and dated Trustee Direction Form, your previous direction will be deemed cancelled. Please note that the last timely, properly completed direction Fidelity receives from a participant will be followed.

After the deadline for returning the Trustee Direction Forms, the tabulator will complete the tabulation of all properly completed and timely delivered directions and, unless otherwise required by law, Fidelity, as Trustee, will tender the appropriate number of Series C Shares on behalf of the Plan.

Purchaser will then buy all Series C Shares, up to 5,246,590, that were properly tendered through the Offer. If there is an excess of Series C Shares tendered over the exact number desired by the Purchaser, Series C Shares tendered pursuant to the Offer may be subject to proration, as described in the Offer to Purchase. Any Series C Shares attributable to your account that are not purchased in the Offer will remain allocated to your individual account under the Plan.

The preferential treatment of holders of fewer than 100 Series C Shares, as described in the Offer to Purchase, will not apply to participants in the Plan, regardless of the number of Series C Shares held within their individual accounts. Likewise, the conditional tender of Series C Shares, as described in the Offer to Purchase, will not apply to the participants in the Plan.

EFFECT OF THE OFFER ON YOUR PLAN ACCOUNT

If you direct Fidelity to tender some or all of the Series C Shares attributable to your account, as of 4:00 p.m., New York City time, on December 29, 2006, certain transactions involving the Series C Shares attributable to your Plan account, including all exchanges out, loans, withdrawals and distributions, will be prohibited until all processing related to the Offer has been completed, unless the Offer is extended or terminated. (Series C Share balances in your account will be utilized to calculate amounts eligible for loans and withdrawals throughout this freeze.) We currently anticipate that this freeze will last until approximately January 18, 2007. In the event that the Offer is extended, this freeze on certain transactions will, if administratively feasible, be temporarily lifted until three business days prior to the new completion date of the Offer, as extended, at which time a new freeze on all transactions involving the Series C Shares attributable to your account will commence. You can call Fidelity at 1-800-835-5097 to obtain updated information on expiration dates, deadlines and freezes.

During the period of the freeze, you will be unable to direct or diversify the assets in your account attributable to Series C Shares. For this reason, it is very important that you review and consider the appropriateness of your current investments in light of your inability to direct or diversify those investments during the freeze period. For your long-term retirement security, you should give careful consideration to the importance of a well-balanced and diversified investment portfolio, taking into account all your assets, income and investments. You should be aware that there is a risk to holding substantial portions of your assets in the securities of any one company, as individual securities tend to have wider price swings, up and down, in short periods of time, than investments in diversified funds. Stocks that have wide price swings might have a large loss during the freeze period. Be aware that if you elect to tender some but not all of your Series C Shares, you will not be able direct the sale of the remaining Series C Shares until the end of the freeze period.

The period of the freeze is considered a "blackout period" under Federal law. Federal law generally requires that you be furnished notice of a blackout period at least 30 days in advance of the last date on which you could exercise your affected rights immediately before the commencement of any blackout period in order to provide you with sufficient time to consider the effect of the blackout period on your retirement and financial plans. In this case, the tender offer was publicly announced on November 28, 2006 and is scheduled to end on January 4, 2007. Fidelity requires that in order to process tender directions the blackout period must begin on December 29, 2006. As the administratively required blackout period for the plan will begin less than 30 days after this notice, it was not possible to give you notice at least 30 days in advance of the commencement of the blackout period. If you have any questions concerning this notice, you should contact the Plan's Administrative Committee, c/o Michelle Keist, Liberty Global, Inc., 12300 Liberty Boulevard, Englewood, Colorado 80112, (303) 220-6600.

If you directed Fidelity to NOT tender any of the Series C Shares attributable to your account or you did not return your Trustee Direction Form in a timely manner, you will continue to have access to all transactions normally available to you under the Plan.

INVESTMENT OF PROCEEDS

For any Series C Shares in the Plan that are tendered and purchased by the Purchaser, the Purchaser will pay cash to the Plan. **INDIVIDUAL PARTICIPANTS IN THE PLAN WILL NOT, HOWEVER, RECEIVE ANY CASH TENDER PROCEEDS DIRECTLY. ALL SUCH PROCEEDS WILL REMAIN IN THE PLAN AND MAY BE WITHDRAWN ONLY IN ACCORDANCE WITH THE TERMS OF THE PLAN.**

Fidelity will invest all cash proceeds as soon as administratively feasible after receipt of these proceeds. This cash will be invested in the Fidelity Money Market Trust: Retirement Money Market Portfolio. You may call Fidelity at 1-800-835-5097 (or access your account via NetBenefits) after the reinvestment is complete to learn more about these and any additional effects of the Offer on your Plan account. Once the freeze period described above is completed, you will be able to direct the investment of these proceeds into any other investment option available under the Plan.

As the proceeds of the sale of Series C Shares in the Plan will remain in the Plan, there are no immediate tax consequences to you as a result of tendering Series C Shares. However, one consideration in making the decision to tender Series C Shares is the potential loss of the ability to receive special tax treatment of a future lump sum distribution of Series C Shares.

Under the Plan, at the time you are otherwise able to take a distribution, you may be able to take a distribution of the portion of your account invested in Series C Shares "in-kind", i.e., in the form of shares of stock, rather than cash. This type of distribution may qualify for special tax advantages in the form of delayed taxation of the "net unrealized appreciation" in the Series C Shares distributed, as described below. In general, the excess, if any, of the fair market value of the Series C Shares at distribution over the cost of the Series C Shares to the Plan's trustee (the "net unrealized appreciation") is not subject to federal income tax when distributed but generally will be subject to federal income tax at the long-term capital gain rate when you subsequently sell the stock. If you elect to tender the Series C Shares attributable to your account, the ability to elect an in-kind distribution at the time of your ultimate distribution from the Plan and receive favorable treatment of the associated net unrealized appreciation will not be available to you with respect to the tendered Series C Shares.

PLEASE NOTE THAT THIS COMMUNICATION IS NOT INTENDED TO PROVIDE YOU WITH TAX ADVICE, AND YOU SHOULD DISCUSS ANY TAX ISSUES WITH YOUR PERSONAL TAX ADVISOR.

SERIES A SHARES WITHIN YOUR ACCOUNT

If a portion of your individual account under the Plan is also invested in shares of Liberty Global, Inc. Series A common stock ("Series A Shares"), you should also receive, under separate cover, Offer materials that provide you with the ability to direct Fidelity with respect to such Series A Shares. If you wish to direct Fidelity with respect to the Series A Shares attributable to your account, you must use the Direction Form provided in that separate mailing; the Direction Form enclosed in this package may only be used to direct Fidelity with respect to the Series C Shares attributable to your account. Similarly, the Direction Form enclosed in that separate mailing may not be used to direct Fidelity with respect to the Series C Shares attributable to your account.

SERIES C SHARES OUTSIDE THE PLAN

If you hold Series C Shares directly (i.e., outside the Plan), you will receive, under separate cover, tender offer materials which can be used to tender such Series C Shares. **Those materials may not be used to direct Fidelity to tender Series C Shares attributable to your individual account under the Plan.** The direction to tender Series C Shares attributable to your individual account under the Plan may only be made by means of the Trustee Direction Form in accordance with the procedures in this letter and the enclosed Trustee Direction Form. Similarly, the enclosed Trustee Direction Form may not be used to tender non-Plan Series C Shares.

FURTHER INFORMATION

If you require additional information concerning the procedure to direct Fidelity to tender Series C Shares attributable to your individual account under the Plan, please contact Fidelity toll free at 1-800-835-5097. If you require additional information concerning the terms and conditions of the Offer, please contact D.F. King & Co., Inc., the information agent, toll free at 1-800-207-3158.

Sincerely,

Fidelity Management Trust Company

You can communicate your election to Fidelity as follows:

1. You can mail this form in the enclosed postage-paid return envelope to Fidelity's tabulation agent at P.O. Box 9142, Hingham, MA 02043; or
2. You can overnight the form to Fidelity's tabulation agent at Tabulator, 60 Research Road, Hingham, MA 02043

PLEASE NOTE, that any mailed form must be RECEIVED, not just postmarked, by the deadline, in order to be valid.

**DIRECTION FORM
LIBERTY GLOBAL, INC. TENDER OFFER
SERIES C SHARES
BEFORE COMPLETING THIS FORM, PLEASE READ CAREFULLY THE
ACCOMPANYING OFFER TO PURCHASE AND ALL OTHER ENCLOSED MATERIALS.**

PLEASE NOTE THAT IF YOU DO NOT SEND IN A PROPERLY COMPLETED, SIGNED DIRECTION FORM, OR IF SUCH DIRECTION FORM IS NOT RECEIVED BY 4:00 P.M., NEW YORK CITY TIME ON DECEMBER 29, 2006, UNLESS THE TENDER OFFER IS EXTENDED, THE LIBERTY GLOBAL, INC. SERIES C SHARES ATTRIBUTABLE TO YOUR ACCOUNT UNDER THE PLAN WILL NOT BE TENDERED IN ACCORDANCE WITH THE TENDER OFFER, UNLESS OTHERWISE REQUIRED BY LAW.

Fidelity Management Trust Company ("Fidelity") makes no recommendation to any participant in the Liberty Global, Inc. 401(k) Plan (the "Plan") as to whether to tender or not, or at which prices. Your direction to Fidelity will be kept confidential.

This Direction Form, if properly signed, completed and received by Fidelity's tender offer tabulator in a timely manner, will supersede any previous Direction Form.

Date

Please Print Name

Signature

As of November 28, 2006, the number of shares attributable to your account in the Plan is shown to the right of your address.

In connection with the Offer to Purchase made by Liberty Global, Inc., dated December 4, 2006, I hereby instruct Fidelity to tender the Series C Shares attributable to my account under the Plan as of December 29, 2006, unless a later deadline is announced, as follows (check only one box and complete):

(CHECK BOX ONE OR TWO)

- 1. Please refrain from tendering and continue to HOLD all Series C Shares attributable to my individual account under the Plan.
- 2. Please TENDER Series C Shares attributable to my individual account under the Plan in the percentage indicated below for each of the prices provided. A blank space before a given price will be taken to mean that no shares attributable to my account are to be tendered at that price. **FILL IN THE TABLE BELOW ONLY IF YOU HAVE CHECKED BOX 2.**

Percentage of Series C Shares to be Tendered (The total of all percentages must be less than or equal to 100%. If the total is less than 100%, you will be deemed to have directed Fidelity NOT to tender the remaining percentage.)

_____ % at \$25.27	_____ % at \$25.97	_____ % at \$26.67	_____ % at \$27.37	_____ % at \$28.07
_____ % at \$25.37	_____ % at \$26.07	_____ % at \$26.77	_____ % at \$27.47	_____ % at \$28.17
_____ % at \$25.47	_____ % at \$26.17	_____ % at \$26.87	_____ % at \$27.57	_____ % at \$28.27
_____ % at \$25.57	_____ % at \$26.27	_____ % at \$26.97	_____ % at \$27.67	_____ % at \$28.37
_____ % at \$25.67	_____ % at \$26.37	_____ % at \$27.07	_____ % at \$27.77	_____ % at \$28.47
_____ % at \$25.77	_____ % at \$26.47	_____ % at \$27.17	_____ % at \$27.87	_____ % at \$28.57
_____ % at \$25.87	_____ % at \$26.57	_____ % at \$27.27	_____ % at \$27.97	_____ % at \$28.59
				_____ % at TBD**

** By entering a percentage on the % line at TBD, the undersigned is willing to accept the Purchase Price resulting from the Dutch Auction, for the percentage of Series C Shares elected. This could result in receiving a price per share as low as _____ or as high as _____ per share.

QuickLinks

[Exhibit 99\(a\)\(1\)\(ix\)](#)

IMMEDIATE ATTENTION REQUIRED

Re: Liberty Media 401(k) Savings Plan

Dear Plan Participant:

Our records reflect that, as a participant in the Liberty Media 401(k) Savings Plan (the "Plan"), a portion of your individual account is invested in shares of Liberty Global, Inc. Series A common stock through the Liberty Global Stock Fund. Liberty Global, Inc. (the "Purchaser") has made an offer to purchase (the "Offer") up to 5,084,746 shares of its Series A common stock (the "Series A Shares") at a purchase price not greater than \$29.50 per share nor less than \$26.08 per share in cash, as described in the enclosed Offer to Purchase, dated December 4, 2006, as it may be amended (the "Offer to Purchase").

The Purchaser will select the lowest purchase price (the "Purchase Price") that is produced by the tender offer process (within the range of share prices specified above) that will allow it to purchase 5,084,746 Series A Shares, or such lesser number of Series A Shares as are properly tendered and not properly withdrawn pursuant to the Offer. The Purchaser will pay the same Purchase Price for all Series A Shares purchased in the Offer. All Series A Shares properly tendered at prices at or below the Purchase Price and not properly withdrawn will be purchased, subject to the conditions of the Offer and the "odd lot," proration and conditional tender provisions described in the Offer to Purchase. The Purchaser reserves the right, in its sole discretion, to purchase more than 5,084,746 Series A Shares pursuant to the Offer, subject to compliance with applicable law.

Enclosed are Offer materials and a Trustee Direction Form that require your immediate attention. As described below, as a participant under the Plan, you have the right to instruct Fidelity Management Trust Company ("Fidelity"), as Trustee of the Plan, concerning whether to tender all or a portion of the Series A Shares attributable to your individual account under the Plan, and at what price or prices.

If you wish to instruct Fidelity with respect to the Offer, you will need to complete the enclosed Trustee Direction Form and return it to Fidelity's tabulator in the enclosed return envelope so that it is RECEIVED by 4:00 p.m., New York City time, on December 29, 2006. NO FACSIMILES OF THE DIRECTION FORM WILL BE ACCEPTED.

As described in the Offer to Purchase, the Purchaser has the right to extend the Offer for certain periods. In the event that the Offer is extended, if administratively feasible, the deadline for receipt of your Trustee Direction Form will be 4:00 p.m., New York City time, on the third business day prior to the expiration of the Offer, as extended. If the deadlines set forth in this letter change, you may call Fidelity at 1-800-428-4015 to obtain updated information on the Plan participant direction deadline.

The remainder of this letter summarizes your rights under the Plan and the procedures for directing Fidelity. The enclosed Offer to Purchase sets forth the objectives, terms and conditions of the Offer and is being provided to all of the stockholders of Liberty Global, Inc. Series A common stock; please carefully read the Offer to Purchase in its entirety to fully understand the Offer.

PARTICIPANT RIGHTS UNDER THE PLAN

The Purchaser's Offer extends to the Series A Shares held by the Plan. As of November 28, 2006, the Plan held approximately 281,186 Series A Shares. Only Fidelity, as Trustee of the Plan, can tender these Series A Shares in the Offer. Nonetheless, as a participant in the Plan, you have the right to direct Fidelity to tender all, a portion or none of the Series A Shares attributable to your individual account under the Plan, and at what price or prices. Unless otherwise required by applicable law, Fidelity will tender Series A Shares in accordance with participant instructions that are received by our

deadline described above and Fidelity will not tender Series A Shares attributable to participant accounts for which it does not receive timely instructions.

Fidelity makes no recommendation as to whether to direct the tender of Series A Shares or whether to refrain from directing the tender of Series A Shares. EACH PARTICIPANT OR BENEFICIARY MUST MAKE HIS OR HER OWN DECISIONS.

CONFIDENTIALITY

To assure the confidentiality of your decision, Fidelity's tabulator will tabulate the Trustee Direction Forms. The tabulator will not make the results of your individual direction available to the Purchaser or Liberty Media Corporation.

PROCEDURE FOR DIRECTING TRUSTEE

Enclosed is a Trustee Direction Form that should be completed and returned in the enclosed envelope. The number of Series A Shares attributable to your individual Plan account as of November 28, 2006, is indicated on the Direction Form. Please note that Fidelity will apply your instructions to the number of Series A Shares attributable to your account as of December 29, 2006, unless the Offer is extended, in which case Fidelity will apply your directions to the number of Series A Shares attributable to your account as of a later date, if administratively feasible.

If you do not properly complete and return the Trustee Direction Form by the deadline specified, subject to any extensions of the Offer, the Series A Shares attributable to your account will be considered uninstructed and will not be tendered in the Offer, unless otherwise required by applicable law.

To properly complete your Direction Form, you must do the following:

(1) On the face of the Direction Form, check Box 1 or 2. CHECK ONLY ONE BOX:

- CHECK BOX 1 if you do not want the Series A Shares attributable to your individual account tendered for sale in accordance with the terms of the Offer and simply want the Plan to continue holding such Series A Shares.
- CHECK BOX 2 in all other cases and complete the table immediately below Box 2. Specify the percentage (in whole numbers) of Series A Shares attributable to your individual account that you want to tender at each price indicated.

You may direct the tender of Series A Shares attributable to your account at different prices. To do so, you must state the percentage (in whole numbers) of Series A Shares to be sold at each price by filling in the percentage of such Series A Shares on the line immediately before the price. Also, you may elect to accept the per Share purchase price to be determined pursuant to the tender offer, which will result in receiving a price per Series A Share as low as \$26.08 or as high as \$29.50. Leave a given line blank if you want no Series A Shares tendered at that particular price. The total of the percentages you provide on the Direction Form may not exceed 100%, but it may be less than 100%. If this amount is less than 100%, you will be deemed to have instructed Fidelity NOT to tender the balance of the Series A Shares attributable to your individual account.

(2) Date and sign the Direction Form in the space provided.

(3) Return the Direction Form in the enclosed return envelope so that it is received by Fidelity's tabulator at the address on the return envelope (P.O. Box 9142, Hingham, MA 02043) not later than 4:00 P.M., New York City time, on December 29, 2006, unless the Offer is extended, in which case the participant deadline shall be three business days prior to the expiration date of the Offer, if feasible. If you wish to return the form by overnight courier, please send it to Fidelity's tabulator

at Tabulator, 60 Research Road, Hingham, MA 02043. Directions via facsimile will not be accepted.

Your direction will be deemed irrevocable unless withdrawn by 4:00 p.m., New York City time, on December 29, 2006. In order to make an effective withdrawal, you must submit a new Trustee Direction Form, which may be obtained by calling Fidelity at 1-800-428-4015. Upon receipt by Fidelity's tabulation agent of a new, completed, signed and dated Trustee Direction Form by the deadline, your previous direction will be deemed cancelled. Please note that the last timely, properly completed direction received by Fidelity's tabulation agent from a participant will be followed.

After the deadline for returning the Trustee Direction Form, the tabulator will complete the tabulation of all properly completed and timely delivered directions and, unless otherwise required by law, Fidelity, as Trustee, will tender the appropriate number of Series A Shares on behalf of the Plan.

Purchaser will then buy all Series A Shares, up to 5,084,746 shares, that were properly tendered through the Offer. If there is an excess of Series A Shares tendered over the exact number desired by the Purchaser, Series A Shares tendered pursuant to the Offer may be subject to proration, as described in the Offer to Purchase. Any Series A Shares attributable to your account that are not purchased in the Offer will remain allocated to your individual account under the Plan.

The preferential treatment of holders of fewer than 100 Series A Shares, as described in the Offer to Purchase, will not apply to participants in the Plan, regardless of the number of Series A Shares held within their individual accounts. Likewise, the conditional tender of Series A Shares, as described in the Offer to Purchase, will not apply to the participants in the Plan.

EFFECT OF THE OFFER ON YOUR PLAN ACCOUNT

If you direct Fidelity to tender some or all of the Series A Shares attributable to your account, as of 4:00 p.m., New York City time, on December 29, 2006, certain transactions involving the Series A Shares attributable to your Plan account, including all exchanges out, loans, withdrawals and distributions, will be suspended until all processing related to the Offer has been completed, unless the Offer is extended or terminated. (Series A Share balances in your account will be utilized to calculate amounts eligible for loans and withdrawals throughout this freeze.) We currently anticipate that this freeze will last until approximately January 18, 2007. In the event that the Offer is extended, this freeze on certain transactions will, if administratively feasible, be temporarily lifted until three business days prior to the new completion date of the Offer, as extended, at which time a new freeze on all transactions involving the Series A Shares attributable to your account will commence. You can call Fidelity at 1-800-428-4015 to obtain updated information on expiration dates, deadlines and freezes.

During the period of the freeze, you will be unable to direct or diversify the assets in your account attributable to Series A Shares. For this reason, it is very important that you review and consider the appropriateness of your current investments in light of your inability to direct or diversify those investments during the freeze period. For your long-term retirement security, you should give careful consideration to the importance of a well-balanced and diversified investment portfolio, taking into account all your assets, income and investments. You should be aware that there is a risk to holding substantial portions of your assets in the securities of any one company, as individual securities tend to have wider price swings, up and down, in short periods of time, than investments in diversified funds. Stocks that have wide price swings might have a large loss during the freeze period. Be aware that if you elect to tender some but not all of your Series A Shares, you will not be able direct the sale of the remaining Series A Shares until the end of the freeze period.

The period of the freeze is considered a "blackout period" under Federal law. Federal law generally requires that you be furnished notice of a blackout period at least 30 days in advance of the last date on which you could exercise your affected rights immediately before the commencement of

any blackout period in order to provide you with sufficient time to consider the effect of the blackout period on your retirement and financial plans. In this case, the tender offer was publicly announced on November 28, 2006 and is scheduled to end on January 4, 2007. Fidelity requires that in order to process tender directions the blackout period must begin on December 29, 2006. As the administratively required blackout period for the plan will begin less than 30 days after this notice, it was not possible to give you notice at least 30 days in advance of the commencement of the blackout period.

If you direct Fidelity to NOT tender any of the Series A Shares attributable to your account or you do not return your Trustee Direction Form in a timely manner, you will continue to have access to all transactions normally available to you under the Plan.

INVESTMENT OF PROCEEDS

For any Series A Shares in the Plan that are tendered and purchased by the Purchaser, the Purchaser will pay cash to the Plan. **INDIVIDUAL PARTICIPANTS IN THE PLAN WILL NOT, HOWEVER, RECEIVE ANY CASH TENDER PROCEEDS DIRECTLY. ALL SUCH PROCEEDS WILL REMAIN IN THE PLAN AND MAY BE WITHDRAWN ONLY IN ACCORDANCE WITH THE TERMS OF THE PLAN.**

Fidelity will invest all cash proceeds received by the Plan as soon as administratively feasible after receipt of these proceeds. This cash will be invested in the Fidelity Money Market Trust: Retirement Money Market Portfolio. You may call Fidelity at 1-800-428-4015 (or access your account via NetBenefits) after the reinvestment is complete to learn more about these and any additional effects of the Offer on your Plan account. Once the freeze period described above is completed, you will be able to direct the investment of these proceeds into any other investment option available under the Plan.

SERIES A SHARES OUTSIDE THE PLAN

If you hold Series A Shares directly (i.e., outside the Plan), you will receive, under separate cover, tender offer materials which can be used to tender such Series A Shares. **Those materials may not be used to direct Fidelity to tender Series A Shares attributable to your individual account under the Plan.** The direction to tender Series A Shares attributable to your individual account under the Plan may only be made by means of the Trustee Direction Form in accordance with the procedures in this letter and the enclosed Trustee Direction Form. Similarly, the enclosed Trustee Direction Form may not be used to tender non-Plan Series A Shares.

FURTHER INFORMATION

If you require additional information concerning the procedure to direct Fidelity to tender Series A Shares attributable to your individual account under the Plan, please contact Fidelity toll free at 1-800-428-4015. If you require additional information concerning the terms and conditions of the Offer, please contact D.F. King & Co., Inc., the information agent, toll free at 1-800-207-3158.

Sincerely,

Fidelity Management Trust Company

1. You can mail this form in the enclosed postage-paid return envelope to Fidelity's tabulation agent at P.O. Box 9142, Hingham, MA 02043; or
2. You can overnight the form to Fidelity's tabulation agent at Tabulator, 60 Research Road, Hingham, MA 02043

PLEASE NOTE, that any mailed form must be RECEIVED, not just postmarked, by the deadline, in order to be valid.

**DIRECTION FORM
LIBERTY GLOBAL, INC. TENDER OFFER
LIBERTY MEDIA 401(k) SAVINGS PLAN
BEFORE COMPLETING THIS FORM, PLEASE READ CAREFULLY THE
ACCOMPANYING OFFER TO PURCHASE AND ALL OTHER ENCLOSED MATERIALS.**

PLEASE NOTE THAT IF YOU DO NOT SEND IN A PROPERLY COMPLETED, SIGNED DIRECTION FORM, OR IF SUCH DIRECTION FORM IS NOT RECEIVED BY 4:00 P.M., NEW YORK CITY TIME ON DECEMBER 29, 2006, UNLESS THE TENDER OFFER IS EXTENDED, THE LIBERTY GLOBAL, INC. SERIES A SHARES ATTRIBUTABLE TO YOUR ACCOUNT UNDER THE PLAN WILL NOT BE TENDERED IN ACCORDANCE WITH THE TENDER OFFER, UNLESS OTHERWISE REQUIRED BY LAW.

Fidelity Management Trust Company ("Fidelity") makes no recommendation to any participant in the Liberty Media 401(k) Plan (the "Plan") as to whether to tender or not, or at which prices. Your direction to Fidelity will be kept confidential.

This Direction Form, if properly signed, completed and received by Fidelity's tender offer tabulator in a timely manner, will supersede any previous Direction Form.

Date

Please Print Name

Signature

As of November 28, 2006, the number of shares attributable to your account in the Plan is shown to the right of your address.

In connection with the Offer to Purchase made by Liberty Global, Inc., dated December 4, 2006, I hereby instruct Fidelity to tender the Series A Shares attributable to my account under the Plan as of December 29, 2006, unless a later deadline is announced, as follows (check only one box and complete):

(CHECK BOX ONE OR TWO)

- 1. Please refrain from tendering and continue to HOLD all Series A Shares attributable to my individual account under the Plan.
- 2. Please TENDER Series A Shares attributable to my individual account under the Plan in the percentage indicated below for each of the prices provided. A blank space before a given price will be taken to mean that no shares attributable to my account are to be tendered at that price. **FILL IN THE TABLE BELOW ONLY IF YOU HAVE CHECKED BOX 2.**

Percentage of Series A Shares to be Tendered (The total of all percentages must be less than or equal to 100%. If the total is less than 100%, you will be deemed to have directed Fidelity NOT to tender the remaining percentage.)

_____ % at \$26.08	_____ % at \$26.78	_____ % at \$27.48	_____ % at \$28.18	_____ % at \$28.88
_____ % at \$26.18	_____ % at \$26.88	_____ % at \$27.58	_____ % at \$28.28	_____ % at \$28.98
_____ % at \$26.28	_____ % at \$26.98	_____ % at \$27.68	_____ % at \$28.38	_____ % at \$29.08
_____ % at \$26.38	_____ % at \$27.08	_____ % at \$27.78	_____ % at \$28.48	_____ % at \$29.18
_____ % at \$26.48	_____ % at \$27.18	_____ % at \$27.88	_____ % at \$28.58	_____ % at \$29.28
_____ % at \$26.58	_____ % at \$27.28	_____ % at \$27.98	_____ % at \$28.68	_____ % at \$29.38
_____ % at \$26.68	_____ % at \$27.38	_____ % at \$28.08	_____ % at \$28.78	_____ % at \$29.48
				_____ % at \$29.50
				_____ % at TBD**

** By entering a percentage on the % line at TBD, the undersigned is willing to accept the Purchase Price resulting from the Dutch Auction, for the percentage of Series A Shares elected. This could result in receiving a price per share as low as \$26.08 or as high as \$29.50 per share.

QuickLinks

[Exhibit 99\(a\)\(1\)\(x\)](#)

[IMMEDIATE ATTENTION REQUIRED](#)

Guide for Plan Participants on Tendering Shares of Liberty Global Series A Common Stock

The following Questions & Answers address the procedures for participants of the Liberty Global 401(k) Savings Plan—Puerto Rico regarding the tender offer by Liberty Global, Inc. for shares of its Series A common stock (the "Series A shares"). The terms and conditions of this offer are set forth in the Offer to Purchase dated December 4, 2006.

Please read this Q&A and the Offer to Purchase carefully because they contain important information. If you have any questions specifically about the tender offer, please contact the Information Agent:

D. F. King & Co., Inc.
48 Wall Street
22nd Floor
New York, New York 10005
1-800-207-3158

1. How do I tender my Series A shares in the Liberty Global 401(k) Savings Plan—Puerto Rico?

Only Mid-Atlantic Trust Company, as custodian of the stock, can tender Series A shares on your behalf after they receive your instructions. To instruct Mid-Atlantic to tender your Series A shares, you will need to complete the attached Tender Offer Instruction Form and fax it back to Caribbean Pension Consultants, Inc. (CPC) to the number on the form. If you have any questions regarding this form, please contact Enid Marcus at (561) 392-5149.

If a portion of your individual account is also invested in shares of Liberty Global, Inc. Series C common stock ("Series C shares"), you should also receive materials that provide you with the ability to direct Mid-Atlantic with respect to such Series C shares. If you wish to direct Mid-Atlantic with respect to the Series C shares attributable to your account, you must use the Tender Offer Instruction Form specifically for Series C shares. The attached Tender Offer Instruction Form may only be used to direct Mid-Atlantic with respect to the Series A shares attributable to your account. Similarly, the Tender Offer Instruction Form for the Series C shares may not be used to direct Mid-Atlantic with respect to the Series A shares attributable to your account.

2. How long do I have to tender my Series A shares in the tender offer?

Your direction must be received at CPC by 12:00 p.m. Eastern Time on December 28, 2006, unless the tender offer timeframe is extended. Please note that this date is 5 business days before the regularly scheduled expiration of the tender offer.

3. Where will the proceeds of my tendered Series A shares be invested?

You have the option to invest the proceeds in the Fidelity Money Market Fund or according to the investment elections on the Tender Offer Instruction Form. If you fail to make an election on the Tender Offer Instruction Form, your proceeds will be automatically allocated in the Fidelity Money Market Fund.

4. What if I decide to withdraw my direction?

You have the option to withdraw your direction by calling Enid Marcus at (561) 392-5149. You must do so before 12:00 p.m. Eastern Time on December 28, 2006, unless the expiration date of the tender offer has been extended.

5. Will there be any limitations on transactions if I decide to tender my Series A shares?

Upon receipt of your direction to tender Series A shares, a pending transaction will be posted to your account to isolate the shares that will be tendered on your behalf. As a result, you will not be able to process any additional transactions (including fund transfers, loans or withdrawals) beginning on the date you make an election to tender, and continuing until the shares have been tendered and the proceeds have been credited to your account. This is referred to as a freeze or blackout period. We expect that this limitation may last approximately two weeks following the conclusion of the tender offer. (Please note that if you withdraw your election to tender prior to 12:00 p.m. Eastern Time on December 28, 2006, this freeze will be lifted.) New contributions made to the plan will not be affected by this limitation. You can call Enid Marcus at (561) 392-5149 to obtain updated information on the status of this limitation.

During the period of the freeze, you will be unable to direct or diversify the assets in your account. For this reason, it is very important that you review and consider the appropriateness of your current investments in light of your inability to direct or diversify those investments during the freeze period. For your long-term retirement security, you should give careful consideration to the importance of a well-balanced and diversified investment portfolio, taking into account all your assets, income and investments. You should be aware that there is a risk to holding substantial portions of your assets in the securities of any one company, as individual securities tend to have wider price swings, up and down, in short periods of time, than investments in diversified funds. Stocks that have wide price swings might have a large loss during the freeze period. Be aware that if you elect to tender some but not all of your Series A shares, you will not be able direct the sale of the remaining Series A shares until the end of the freeze period.

The period of the freeze is considered a "blackout period" under the United States federal law. Federal law generally requires that you be furnished notice of a blackout period at least 30 days in advance of the last date on which you could exercise your affected rights immediately before the commencement of any blackout period in order to provide you with sufficient time to consider the effect of the blackout period on your retirement and financial plans. In this case, the tender offer was publicly announced on November 29, 2006 and is scheduled to end on January 4, 2007. In order to process tender directions, the plan trustee requires the blackout period to begin on the date that a participant delivers a notice of intent to tender shares. As the administratively required blackout period for the plan will begin less than 30 days after this notice, it was not possible to give you notice at least 30 days in advance of the commencement of the blackout period. If you have any questions concerning this notice, you should contact the Liberty Global, Inc., c/o Michelle Keist, 12300 Liberty Boulevard, Englewood, Colorado 80112, (303) 220-6600.

You can access additional information regarding your Liberty Global Stock via the participant website (www.cpcpac.com).

Series A Tender Offer Instruction Form

EMPLOYEE INFORMATION

Name:

First	Middle	Last
-------	--------	------

Social Security Number:

TENDER OFFER INSTRUCTIONS

I authorize Mid Atlantic Trust Company to tender the following number of Series A shares on my behalf. These instructions will remain in effect unless I decide to withdraw my direction prior to the cut off date.

_____ Series A Shares*

* This number cannot exceed your current share balance of Series A common stock.

If you authorize Mid Atlantic Trust Company to tender Series A shares, you must then choose either OPTION A or OPTION B below to determine the price at which you are willing to tender such shares.

o Option A

Check this Option if you want to maximize the chance of having Liberty Global accept for purchase all of the Series A Shares shown above (subject to the possibility of proration).

Accordingly, by checking this box, you are tendering the Series A Shares shown above and are willing to accept the purchase price determined by Liberty Global in accordance with the terms of the Offer. If you agree to accept the purchase price determined by Liberty Global, your Series A Shares will be deemed to be tendered at the minimum price of \$26.08 per share. You should understand that this election may lower the purchase price paid for all purchased Series A Shares in the Tender Offer and could result in your Series A Shares being purchased at the minimum price of \$26.08 per share.

o Option B

By checking one of the boxes below, you are tendering the Series A Shares shown above at the price checked. You are also indicating that you understand this action could result in none of your Series A Shares being purchased if the purchase price determined by Liberty Global is less than the price checked below. You may only check one of the boxes below.

Price (in Dollars) Per Series A Share

Tender price is not to be less than \$26.08 or exceed \$29.50

- | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="radio"/> \$26.08 | <input type="radio"/> \$26.68 | <input type="radio"/> \$27.28 | <input type="radio"/> \$27.88 | <input type="radio"/> \$28.48 | <input type="radio"/> \$29.08 |
| <input type="radio"/> \$26.18 | <input type="radio"/> \$26.78 | <input type="radio"/> \$27.38 | <input type="radio"/> \$27.98 | <input type="radio"/> \$28.58 | <input type="radio"/> \$29.18 |
| <input type="radio"/> \$26.28 | <input type="radio"/> \$26.88 | <input type="radio"/> \$27.48 | <input type="radio"/> \$28.08 | <input type="radio"/> \$28.68 | <input type="radio"/> \$29.28 |
| <input type="radio"/> \$26.38 | <input type="radio"/> \$26.98 | <input type="radio"/> \$27.58 | <input type="radio"/> \$28.18 | <input type="radio"/> \$28.78 | <input type="radio"/> \$29.38 |
| <input type="radio"/> \$26.48 | <input type="radio"/> \$27.08 | <input type="radio"/> \$27.68 | <input type="radio"/> \$28.28 | <input type="radio"/> \$28.88 | <input type="radio"/> \$29.48 |
| <input type="radio"/> \$26.58 | <input type="radio"/> \$27.18 | <input type="radio"/> \$27.78 | <input type="radio"/> \$28.38 | <input type="radio"/> \$28.98 | <input type="radio"/> \$29.50 |

INVESTMENT OF PROCEEDS

Check **only one** of the following options:

1. Allocate proceeds according to the following elections:

- _____ Baron Growth
- _____ Fidelity Blue Chip Growth
- _____ Fidelity Investment Grade Bond
- _____ Fidelity Equity Income
- _____ Freedom Income Fund
- _____ Fidelity Freedom 2000
- _____ Fidelity Freedom 2010
- _____ Fidelity Freedom 2020
- _____ Fidelity Freedom 2030
- _____ Fidelity Freedom 2040
- _____ Fidelity Low-Priced Stock
- _____ Fidelity Spartan International Index Fund
- _____ Fidelity Money Market
- _____ Fidelity Spartan U.S. Equity Index
- _____ Liberty Capital Series A
- _____ Liberty Interactive Series A
- _____ Davis NY Venture A
- _____ PIMCO High Yield Fund
- _____ Allianz NFJ Small Cap Value Fund
- _____ Templeton Foreign Fund
- _____ Liberty Global Series C common stock
- Total 100%**

2. Allocate proceeds to the Fidelity Money Market Fund.

I hereby authorize the instructions provided above.

Signature of Participant

Date

Please fax the form by 12:00 p.m. ET, December 28, 2006 to:

**Caribbean Pension Consultants, Inc.
Enid Marcus Fax:
(561) 392-6559**

QuickLinks

[Guide for Plan Participants on Tendering Shares of Liberty Global Series A Common Stock](#)

Guide for Plan Participants on Tendering Shares of Liberty Global Series C Common Stock

The following Questions & Answers address the procedures for participants of the Liberty Global 401(k) Savings Plan—Puerto Rico regarding the tender offer by Liberty Global, Inc. for shares of its Series C common stock (the "Series C shares"). The terms and conditions of this offer are set forth in the Offer to Purchase dated December 4, 2006.

Please read this Q&A and the Offer to Purchase carefully because they contain important information. If you have any questions specifically about the tender offer, please contact the Information Agent:

D. F. King & Co., Inc.
48 Wall Street
22nd Floor
New York, New York 10005
1-800-207-3158

1. How do I tender my Series C shares in the Liberty Global 401(k) Savings Plan—Puerto Rico?

Only Mid-Atlantic Trust Company, as custodian of the stock, can tender Series C shares on your behalf after they receive your instructions. To instruct Mid-Atlantic to tender your Series C shares, you will need to complete the attached Tender Offer Instruction Form and fax it back to Caribbean Pension Consultants, Inc. (CPC) to the number on the form. If you have any questions regarding this form, please contact Enid Marcus at (561) 392-5149.

If a portion of your individual account is also invested in shares of Liberty Global, Inc. Series A common stock ("Series A shares"), you should also receive materials that provide you with the ability to direct Mid-Atlantic with respect to such Series A shares. If you wish to direct Mid-Atlantic with respect to the Series A shares attributable to your account, you must use the Tender Offer Instruction Form specifically for Series A shares. The attached Tender Offer Instruction Form may only be used to direct Mid-Atlantic with respect to the Series C shares attributable to your account. Similarly, the Tender Offer Instruction Form for the Series A shares may not be used to direct Mid-Atlantic with respect to the Series C shares attributable to your account.

2. How long do I have to tender my Series C shares in the tender offer?

Your direction must be received at CPC by 12:00 p.m. Eastern Time on December 28, 2006, unless the tender offer timeframe is extended. Please note that this date is 5 business days before the regularly scheduled expiration of the tender offer.

3. Where will the proceeds of my tendered Series C shares be invested?

You have the option to invest the proceeds in the Fidelity Money Market Fund or according to the investment elections on the Tender Offer Instruction Form. If you fail to make an election on the Tender Offer Instruction Form, your proceeds will be automatically allocated in the Fidelity Money Market Fund.

4. What if I decide to withdraw my direction?

You have the option to withdraw your direction by calling Enid Marcus at (561) 392-5149. You must do so before 12:00 p.m. Eastern Time on December 28, 2006, unless the expiration date of the tender offer has been extended.

5. Will there be any limitations on transactions if I decide to tender my Series C shares?

Upon receipt of your direction to tender Series C shares, a pending transaction will be posted to your account to isolate the shares that will be tendered on your behalf. As a result, you will not be able to process any additional transactions (including fund transfers, loans or withdrawals) beginning on the date you make an election to tender, and continuing until the shares have been tendered and the proceeds have been credited to your account. This is referred to as a freeze or blackout period. We expect that this limitation may last approximately two weeks following the conclusion of the tender offer. (Please note that if you withdraw your election to tender prior to 12:00 p.m. Eastern Time on December 28, 2006, this freeze will be lifted.) New contributions made to the plan will not be affected by this limitation. You can call Enid Marcus at (561) 392-5149 to obtain updated information on the status of this limitation.

During the period of the freeze, you will be unable to direct or diversify the assets in your account. For this reason, it is very important that you review and consider the appropriateness of your current investments in light of your inability to direct or diversify those investments during the freeze period. For your long-term retirement security, you should give careful consideration to the importance of a well-balanced and diversified investment portfolio, taking into account all your assets, income and investments. You should be aware that there is a risk to holding substantial portions of your assets in the securities of any one company, as individual securities tend to have wider price swings, up and down, in short periods of time, than investments in diversified funds. Stocks that have wide price swings might have a large loss during the freeze period. Be aware that if you elect to tender some but not all of your Series C shares, you will not be able direct the sale of the remaining Series C shares until the end of the freeze period.

The period of the freeze is considered a "blackout period" under the United States federal law. Federal law generally requires that you be furnished notice of a blackout period at least 30 days in advance of the last date on which you could exercise your affected rights immediately before the commencement of any blackout period in order to provide you with sufficient time to consider the effect of the blackout period on your retirement and financial plans. In this case, the tender offer was publicly announced on November 29, 2006 and is scheduled to end on January 4, 2007. In order to process tender directions, the plan trustee requires the blackout period to begin on the date that a participant delivers a notice of intent to tender shares. As the administratively required blackout period for the plan will begin less than 30 days after this notice, it was not possible to give you notice at least 30 days in advance of the commencement of the blackout period. If you have any questions concerning this notice, you should contact the Liberty Global, Inc., c/o Michelle Keist, 12300 Liberty Boulevard, Englewood, Colorado 80112, (303) 220-6600.

You can access additional information regarding your Liberty Global Stock via the participant website (www.cpcpac.com).

Series C Tender Offer Instruction Form

EMPLOYEE INFORMATION

Name:

First	Middle	Last
-------	--------	------

Social Security Number:

TENDER OFFER INSTRUCTIONS

I authorize Mid Atlantic Trust Company to tender the following number of Series C shares on my behalf. These instructions will remain in effect unless I decide to withdraw my direction prior to the cut off date.

_____ Series C Shares*

* This number cannot exceed your current share balance of Series C common stock.

If you authorize Mid Atlantic Trust Company to tender Series C shares, you must then choose either OPTION A or OPTION B below to determine the price at which you are willing to tender such shares.

o Option A

Check this Option if you want to maximize the chance of having Liberty Global accept for purchase all of the Series C Shares shown above (subject to the possibility of proration).

Accordingly, by checking this box, you are tendering the Series C Shares shown above and are willing to accept the purchase price determined by Liberty Global in accordance with the terms of the Offer. If you agree to accept the purchase price determined by Liberty Global, your Series C Shares will be deemed to be tendered at the minimum price of \$25.27 per share. You should understand that this election may lower the purchase price paid for all purchased Series C Shares in the Tender Offer and could result in your Series C Shares being purchased at the minimum price of \$25.27 per share.

o Option B

By checking one of the boxes below, you are tendering the Series C Shares shown above at the price checked. You are also indicating that you understand this action could result in none of your Series C Shares being purchased if the purchase price determined by Liberty Global is less than the price checked below. You may only check one of the boxes below.

Price (in Dollars) Per Series C Share

Tender price is not to be less than \$25.27 or exceed \$28.59

- | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="radio"/> \$25.27 | <input type="radio"/> \$25.87 | <input type="radio"/> \$26.47 | <input type="radio"/> \$27.07 | <input type="radio"/> \$27.67 | <input type="radio"/> \$28.27 |
| <input type="radio"/> \$25.37 | <input type="radio"/> \$25.97 | <input type="radio"/> \$26.57 | <input type="radio"/> \$27.17 | <input type="radio"/> \$27.77 | <input type="radio"/> \$28.37 |
| <input type="radio"/> \$25.47 | <input type="radio"/> \$26.07 | <input type="radio"/> \$26.67 | <input type="radio"/> \$27.27 | <input type="radio"/> \$27.87 | <input type="radio"/> \$28.47 |
| <input type="radio"/> \$25.57 | <input type="radio"/> \$26.17 | <input type="radio"/> \$26.77 | <input type="radio"/> \$27.37 | <input type="radio"/> \$27.97 | <input type="radio"/> \$28.57 |
| <input type="radio"/> \$25.67 | <input type="radio"/> \$26.27 | <input type="radio"/> \$26.87 | <input type="radio"/> \$27.47 | <input type="radio"/> \$28.07 | <input type="radio"/> \$28.59 |
| <input type="radio"/> \$25.77 | <input type="radio"/> \$26.37 | <input type="radio"/> \$26.97 | <input type="radio"/> \$27.57 | <input type="radio"/> \$28.17 | |

INVESTMENT OF PROCEEDS

Check **only one** of the following options:

1. Allocate proceeds according to the following elections:

_____	Baron Growth
_____	Fidelity Blue Chip Growth
_____	Fidelity Investment Grade Bond
_____	Fidelity Equity Income
_____	Freedom Income Fund
_____	Fidelity Freedom 2000
_____	Fidelity Freedom 2010
_____	Fidelity Freedom 2020
_____	Fidelity Freedom 2030
_____	Fidelity Freedom 2040
_____	Fidelity Low-Priced Stock
_____	Fidelity Spartan International Index Fund
_____	Fidelity Money Market
_____	Fidelity Spartan U.S. Equity Index
_____	Liberty Capital Series A
_____	Liberty Interactive Series A
_____	Davis NY Venture A
_____	PIMCO High Yield Fund
_____	Allianz NFJ Small Cap Value Fund
_____	Templeton Foreign Fund
	Total 100%

2. Allocate proceeds to the Fidelity Money Market Fund.

I hereby authorize the instructions provided above.

Signature of Participant

Date

Please fax the form by 12:00 p.m. ET, December 28, 2006 to:

**Caribbean Pension Consultants, Inc.
Enid Marcus Fax:
(561) 392-6559**

QuickLinks

[Guide for Plan Participants on Tendering Shares of Liberty Global Series C Common Stock](#)

This announcement is neither an offer to purchase nor a solicitation of an offer to sell Shares (as defined below). The Offers (as defined below) are made solely by the Offer to Purchase, dated December 4, 2006, and the related Letters of Transmittal, and any amendments or supplements to the Offer to Purchase or Letters of Transmittal, which are being distributed to registered holders of Shares. The Offers are not being made to, nor will tenders be accepted from or on behalf of, stockholders of the Company residing in any jurisdiction in which the making of the Offers or acceptance thereof would not be in compliance with the laws of that jurisdiction. However, we may, at our sole discretion, take any actions necessary for us to make either or both Offers to stockholders in any of these jurisdictions.

Liberty Global, Inc.

**OFFER TO PURCHASE FOR CASH
UP TO 5,084,746 SHARES OF ITS SERIES A COMMON STOCK,
PAR VALUE \$0.01 PER SHARE,
AT A PURCHASE PRICE NOT GREATER THAN \$29.50 PER SHARE
NOR LESS THAN \$26.08 PER SHARE**

AND

**OFFER TO PURCHASE FOR CASH
UP TO 5,246,590 SHARES OF ITS SERIES C COMMON STOCK,
PAR VALUE \$0.01 PER SHARE,
AT A PURCHASE PRICE NOT GREATER THAN \$28.59 PER SHARE
NOR LESS THAN \$25.27 PER SHARE**

THE OFFERS, WITHDRAWAL RIGHTS AND PRORATION PERIODS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON JANUARY 4, 2007, UNLESS EITHER OR BOTH OFFERS ARE EXTENDED.

Liberty Global, Inc., a Delaware corporation (the "Company"), is offering to purchase for cash up to 5,084,746 shares of its Series A common stock, par value \$0.01 per share ("Series A Shares"), and offering to purchase up to 5,246,590 shares of its Series C common stock, par value \$0.01 per share ("Series C Shares" and, together with Series A Shares, "Shares"), from its stockholders (or such lesser number of Shares as are properly tendered and not properly withdrawn). The Company's offer to purchase Series A Shares is referred to as the "Series A Tender Offer," the Company's offer to purchase Series C Shares is referred to as the "Series C Tender Offer" and the Series A Tender Offer and the Series C Tender Offer are collectively referred to as the "Offers" and individually as an "Offer." Each Offer will be conducted upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 4, 2006 (the "Offer to Purchase"), and in the related Letters of Transmittal (as they may be amended and supplemented from time to time).

The Company is inviting its stockholders to tender their Series A Shares at a purchase price not greater than \$29.50 per share nor less than \$26.08 per share and their Series C Shares at a purchase price not greater than \$28.59 per share nor less than \$25.27 per share, in each case net to the seller in cash, less any applicable withholding taxes, without interest, upon the terms and subject to the conditions of each Offer. Neither Offer is conditioned on any minimum number of Shares being tendered. However, each Offer is subject to other conditions described in Section 7 of the Offer to Purchase.

The Company's Board of Directors has approved the Offers. However, neither the Company nor its Board of Directors, the Information Agent or the Depository (each as defined below) are making any recommendation to the Company's stockholders as to whether to tender or refrain from tendering

their Shares. Stockholders must make their own decision as to whether to tender their Shares and, if so, how many Shares to tender and at what price.

Based upon the number of Series A Shares tendered and the prices specified by the tendering stockholders, the Company will determine, upon the terms and subject to the conditions of the Series A Tender Offer, the lowest single price within the \$26.08 to \$29.50 range that will allow it to buy 5,084,746 Series A Shares or such fewer number of Series A Shares as are properly tendered and not properly withdrawn. Similarly, the Company will determine, upon the terms and subject to the conditions of the Series C Tender Offer, the lowest single price within the \$25.27 to \$28.59 range that will allow it to buy 5,246,590 Series C Shares or such fewer number of Series C Shares as are properly tendered and not properly withdrawn.

Stockholders must follow the procedures set forth in Section 3 of the Offer to Purchase and in each Letter of Transmittal in order to tender their Shares. All Shares properly tendered at or below the relevant purchase price and not properly withdrawn prior to the Expiration Date will be purchased at the applicable purchase price, upon the terms and subject to the conditions of the Offers, including the "odd lot," proration and conditional tender provisions. The Expiration Date for the Offers is 5:00 p.m., New York City time, on January 4, 2007, unless and until the Company, in its sole discretion, shall have extended the period of time during which either or both Offers will remain open, in which case the Expiration Date shall be the latest time and date at which the applicable offer as so extended by the Company, shall expire.

Under no circumstances will interest be paid on the purchase price for the Shares, regardless of any delay in making payment for the Shares. In the event that more than 5,084,746 Series A Shares or more than 5,246,590 Series C Shares are tendered in the Offers, the Company expressly reserves the right to purchase a number of additional Series A Shares equal to up to 2% of its outstanding Series A Shares and/or a number of additional Series C Shares equal to up to 2% of its outstanding Series C Shares, as the case may be, and could decide to purchase more Shares subject to applicable legal requirements. For purposes of the Offers, the Company will be deemed to have accepted for payment (and therefore purchased) Shares properly tendered and not properly withdrawn at or below the purchase price for such Offer, subject to the "odd lot," conditional tender and proration provisions of the Offers, only when, as and if the Company gives oral or written notice to Computershare Shareholder Services, Inc., the Depository for the Offers (the "Depository"), of its acceptance for payment of such Shares in the Offers.

Payment for Shares tendered and accepted for payment under the Offers will be made only after timely receipt by the Depository of certificates for such Shares or a timely confirmation of a book-entry transfer of such Shares into the Depository's account at the "book-entry transfer facility" (as defined in the Offer to Purchase), a properly completed and duly executed applicable Letter of Transmittal (or a manually signed facsimile of the applicable Letter of Transmittal), or an "agent's message" (as defined in the Offer to Purchase) in the case of a book-entry transfer, and any other documents required by the applicable Letter of Transmittal.

Upon the terms and subject to the conditions of the Series A Tender Offer, if at the Expiration Date for the Series A Tender Offer more than 5,084,746 Series A Shares (or such greater number of Series A Shares as the Company may elect to purchase) are properly tendered and not properly withdrawn at or below the applicable purchase price, the Company will purchase 5,084,746 Series A Shares (or such greater number), on the following basis:

- *first*, from all of the holders of "odd lots" of less than 100 Series A Shares who properly tender all of their Series A Shares at or below the purchase price for the Series A Shares and do not properly withdraw them before the Expiration Date for the Series A Tender Offer;

- *second*, from all other stockholders who properly tender Series A Shares at or below the purchase price for the Series A Shares and do not properly withdraw them, on a pro rata basis (except stockholders who tendered Series A Shares conditionally if the condition was not satisfied); and
- *third*, only if necessary to permit the Company to purchase 5,084,746 Series A Shares (or such greater number of Series A Shares as the Company may elect to accept for payment, subject to applicable law), from stockholders who have conditionally tendered Series A Shares at or below the purchase price for the Series A Shares and do not properly withdraw them (if the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, stockholders whose Series A Shares are conditionally tendered must have tendered all of their Series A Shares.

Upon the terms and subject to the conditions of the Series C Tender Offer, if at the Expiration Date for the Series C Tender Offer more than 5,246,590 Series C Shares (or such greater number of Series C Shares as the Company may elect to purchase) are properly tendered and not properly withdrawn at or below the applicable purchase price, the Company will purchase 5,246,590 Series C Shares (or such greater number), on the following basis:

- *first*, from all of the holders of "odd lots" of less than 100 Series C Shares who properly tender all of their Series C Shares at or below the purchase price for the Series C Shares and do not properly withdraw them before the Expiration Date for the Series C Tender Offer;
- *second*, from all other stockholders who properly tender Series C Shares at or below the purchase price for the Series C Shares and do not properly withdraw them, on a pro rata basis (except stockholders who tendered Series C Shares conditionally if the condition was not satisfied); and
- *third*, only if necessary to permit the Company to purchase 5,246,590 Series C Shares (or such greater number of Series C Shares as the Company may elect to accept for payment, subject to applicable law), from stockholders who have conditionally tendered Series C Shares at or below the purchase price for the Series C Shares and do not properly withdraw them (if the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, stockholders whose Series C Shares are conditionally tendered must have tendered all of their Series C Shares.

The Company expressly reserves the right, in its sole discretion, at any time and from time to time, to extend the period of time during which either or both Offers are open and thereby delay acceptance for payment of, and payment for, any Shares by giving oral or written notice of such extension to the Depository and making a public announcement thereof no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled Expiration Date. During any such extension, all Shares previously tendered and not properly withdrawn will remain subject to the applicable Offer and to the right of a tendering stockholder to withdraw such stockholder's Shares.

Tenders of Shares under the Offers are irrevocable, except that tendered Shares may be withdrawn at any time prior to the applicable Expiration Date and, unless previously accepted for payment by the Company under the Offers prior to such withdrawal, may also be withdrawn at any time after 5:00 p.m., New York City time, on January 31, 2007. For withdrawal to be effective, a written or facsimile transmission notice of withdrawal must be timely received by the Depository at its address set forth on the back cover of the Offer to Purchase. Any such notice of withdrawal must specify the name of the tendering stockholder, the series and number of Shares to be withdrawn and the name of the registered holder of such Shares. If the certificates for Shares to be withdrawn have been delivered or otherwise identified to the Depository, then, before the release of such certificates, the serial numbers shown on such certificates must be submitted to the Depository and the signature(s) on the notice of

withdrawal must be guaranteed by an "eligible guarantor institution" (as defined in the Offer to Purchase), unless such Shares have been tendered for the account of an eligible guarantor institution. If Shares have been tendered pursuant to the procedure for book-entry transfer set forth in the Offer to Purchase, any notice of withdrawal also must specify the name and the number of the account at the book-entry transfer facility to be credited with the withdrawn Shares and must otherwise comply with such book-entry transfer facility's procedures. All questions as to the form and validity of any notice of withdrawal, including the time of receipt, will be determined by the Company, in its sole discretion, whose determinations will be final and binding. None of the Company, Computershare Shareholder Services, Inc., as the Depositary, and D. F. King & Co., Inc., as the Information Agent, or any other person will be under any duty to give notification of any defects or irregularities in any tender or notice of withdrawal or incur any liability for failure to give any such notification.

Depending on various factors described in the Offer to Purchase, tendering stockholders whose Shares are purchased in the Offers may be treated for U.S. federal income tax purposes as having received an amount taxable as a distribution or dividend rather than as recognizing a gain or loss. Stockholders are strongly encouraged to read the Offer to Purchase for additional information regarding the U.S. federal income tax consequences of participating in either or both Offers and to consult their own tax advisors.

The information required to be disclosed by Rule 13e-4(d)(1) under the Securities Exchange Act of 1934, as amended, is contained in the Offer to Purchase and is incorporated herein by reference.

The Offer to Purchase and the related Letters of Transmittal are being mailed to record holders of Shares whose names appear on the Company's stockholder list and will be furnished to brokers, dealers, commercial banks, trust companies and similar persons whose names, or the names of whose nominees, appear on the stockholder list or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of Shares.

The Offer to Purchase and the related Letters of Transmittal contain important information. Stockholders should read them carefully before making any decision regarding the Offers.

Any questions or requests for assistance may be directed to the Information Agent at the telephone numbers and address set forth below. Additional copies of the Offer to Purchase, the Letters of Transmittal and the Notices of Guaranteed Delivery may be obtained from the Information Agent at the address and telephone numbers set forth below and will be promptly furnished by the Company at its expense. Stockholders may also contact their broker, dealer, commercial bank, trust company or nominee for assistance concerning the Offers. To confirm delivery of Shares, stockholders are directed to contact the Depositary.

The Information Agent for the Offers is:

D. F. KING & CO., INC.

48 Wall Street
22nd Floor
New York, New York 10005

Banks and Brokers Call: (212) 269-5550
All others call Toll-Free: (800) 207-3158

December 4, 2006

QuickLinks

[OFFER TO PURCHASE FOR CASH UP TO 5,084,746 SHARES OF ITS SERIES A COMMON STOCK, PAR VALUE \\$0.01 PER SHARE, AT A PURCHASE PRICE NOT GREATER THAN \\$29.50 PER SHARE NOR LESS THAN \\$26.08 PER SHARE](#)

[OFFER TO PURCHASE FOR CASH UP TO 5,246,590 SHARES OF ITS SERIES C COMMON STOCK, PAR VALUE \\$0.01 PER SHARE, AT A PURCHASE PRICE NOT GREATER THAN \\$28.59 PER SHARE NOR LESS THAN \\$25.27 PER SHARE](#)