STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Stakeholder Interaction - S172(1) Statement

We understand the importance of regular constructive two-way discussions with our stakeholders on how we create value and the delivery of our strategy and success. This is balanced against the needs of the business as we face industry-wide and macroeconomic challenges.

This statement explains how the Board has acted in good faith in the interest of the shareholders, whilst having regard to the matters set out in section 172(1) (a) to (f) of the Companies Act 2006. This includes our obligation to have regard to the long-term sustainability and our stakeholders when taking principal decisions of strategic importance which are significant to any of our key stakeholders.

In discharging our responsibilities a governance framework has been put in place which includes procedures to support the assessment of those matters necessary for us to make informed decisions in our delivery of the long-term success and sustainability of the Company and the Group as a whole.

The Company's key stakeholders are integral to the key stakeholders of the operating businesses in the Group. For administrative efficiencies, key stakeholder engagements are conducted at operational level led by members of the Executive Management Team as Executive Sponsors (Executives).

Some examples of how we considered matters of concern to our key stakeholders including the outcomes are detailed below:

Customers

Our customer base comprises of both consumer and business customers. Customer satisfaction is essential to our long-term success and putting our customers first is, and will always be, a foundational strategic priority for the organisation. Our large customer bases have broad needs and expectations, and the business remains increasingly focused on meeting and exceeding as many of them as possible as the household economic outlook continues to prove challenging.

Topic	How we engage and monitor	Outcomes
Championing and prioritising Customer Fairness.	How we engage: We stay as close to our customers through an extensive primary insight calendar, ensuring we understand and meet their	Free connectivity to people experiencing data poverty via the National Databank. We have committed over 60 million GB of
	needs, by: Continually interacting with all customer types with different product holdings, at different lifecycle stages.	O2 data to it and people can be given a free O2 Prepaid sim card and up to 12 months of vouchers that provide 20GB a month of data, free calls and free texts.
	Customer focus groups; to identify customer pain-points and make improvements. How we monitor: Analyse customer journeys through customer journey measurement framework.	Financial support (discount or change of tariff to lower cost to help the stay connected) to any customer who inform us of the financial struggles.
	Customer insight from NPS, Social Media communities. Customer segmentation embedded across the organisation.	

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

People:

Our people are core to the continuing success of our business and the wellbeing of our people is important to us. Further details of our People strategy can be found in the Employees section on page 9.

Topics	How we engage and monitor	Outcomes
Integrating as one team.	How we engage:	Harmonised DE&I strategy "All in"
	Quarterly live streams lead by the	focused on increasing DE&I
Employee retention and	CEO and the Executives including	awareness across the business.
commitment.	Questions and Answers session.	
		A family friend policy.
Diversity, Equity and Inclusion.	Workplace, an interactive social	
Wellbeing.	platform two- way communication.	One-off cost of living support
		package for employees earning
	Executives tour across the country	£35,000 and below.
	and corporate sites. The focus was	
	to have a dialogue on the cost-of-	
	living with employees.	
	How we monitor:	
	Pulse surveys with a wide range of	
	questions to understand the views	
	and perceptions of employees.	

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Suppliers

We rely on a number of partners for important aspects of our operations, in particular the provision of products and services to our customers. The Board and Executives recognise that effective management of suppliers is important to the business reputation and long-term success of the company.

We take a zero-tolerance approach to modern slavery and human trafficking in our operations. During the year, we have undertaken modern slavery risk management reviews with high-risk suppliers: our annual Modern Slavery statement details our due diligence activities on this issue. Details of our Modern Slavery Statement can be found at https://www.o2.co.uk/abouto2/corporate-statements.

Topics	How we engage and monitor	Outcomes
Supply continuity and protecting	How we engage:	We shared our ESG goals and the
service quality against a volatile	Dialogue with selected suppliers to	strategy expectation with our
geopolitical background.	understand any exposure and	suppliers.
	impacts of the pandemic and the	
Alignment with our ESG strategy,	Ukraine conflict on their ability to	Integrated ESG goals into our
decarbonisation goals and our	deliver services to us and how any	procurement process and
supply chain sustainability standards.	impact would be managed.	established and implemented carbon reduction programmes for
Standards.	How we monitor:	significant supply chain emission
Regulatory compliance, in particular	Vendor Management Programmes	sources both at a product and
Telecoms Security Act.	with dedicated relationship leads.	supplier level.
Tologomic decamy / tea	The second second results from the second se	
	Formal reviews.	Despite an unusual year of
	Suppliers samples: to understand	disruptive events impacting the
	and address any gaps that may	supply chain we have been able to
	exist about the requirements of the	successfully work with our supplier
	Telecoms Security Act.	partners to adapt and have
	l	maintained supply and customers
	How we engage:	service quality.
	Dialogue with selected suppliers to	
	understand any exposure and impacts of the pandemic and the	
	Ukraine conflict on their ability to	
	deliver services to us and how any	
	impact would be managed.	
	,	
	How we monitor:	
	Vendor Management Programmes	
	with dedicated relationship leads.	
	<u></u>	
	Formal reviews.	
	Suppliers samples: to understand	
	and address any gaps that may exist about the requirements of the	
	Telecoms Security Act.	
	Telecomo decunty Act.	

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Regulator

Our regulators are important to delivering on our purpose, a connectivity champion and provide services to our customers at affordable prices in a competitive market whilst taking into account the wider economic challenges impacting businesses and customers.

Topics	How we engage and monitor	How we are responding
Spectrum utilisation and opportunity.	How we engage: Regular CEO roundtables, executive steering working groups. Monthly working groups on matters of that important to the delivery of our purpose.	Ofcom amended the 2.6GHz TDD spectrum licence to unrestricted use which would enable us to have more flexibility on the use.
Future spectrum availability.	How we monitor: We responded to Ofcom's publication of spectrum roadmap and WRC-23 preparation as our position. Their payment management and disconnection processes.	Ongoing discussion on the long- term sustainability of the mobile spectrum as our position, is that additional spectrum must be reserved for mobile use.

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Our risk

Risk Management

Our approach is to support the business to identify and realise opportunities which deliver value creation and preservation, to aid our employees to effectively manage risks, and ultimately to help improve the Company and Group's position. Risk is managed at the Group level and the entities adopt the Risk Management framework. Risk management helps us to strike the optimal balance of how much uncertainty to accept whilst seeking value generation for all our stakeholders by:

- a. Aiding alignment of risk appetite and strategy
- b. Enhancing risk response decisions
- c. educing operational surprises and losses
- d. Identifying and managing multiple and cross-enterprise risks
- e. Helping seize opportunities
- f. Improving deployment of capital

There are operational thresholds in place to escalate and drive enhanced oversight of risks in accordance with the risk appetite of each business area.

Governance and Reporting

Our risk management model is aligned to both Committee of Sponsoring Organizations of the Treadway Commission (COSO) and ISO31000 guidelines and is integrated into the management of our strategy, objectives, operations, and transformational activities. Additionally, executive management has established a culture of accountability for risk, embedding risk management into the responsibilities of all employees. Our risk governance model enables aligned risk oversight across operational divisions, delivering an enterprise-level view to senior management with focus on significant and emerging risks facing the business.

For administrative efficiency the oversight of risk management is overseen at group level with the Virgin Media O2 Board having overall oversight of the Group's Risk Management program adopted by the Company.

This responsibility has been delegated to the Audit Committee, which performs the following Risk Management oversight functions:

- a. Ensures that management has established an appropriate risk management program
- b. Obtains periodic updates relevant risks included in the Company's risks register
- c. Obtains periodic updates from management (at least twice annually) to review the adequacy of mitigation plans to address key risks in the underlying risk register
- d. Reports to the Board significant risks that are either not sufficiently mitigated or where mitigation plans have not been executed on a timely basis

Risks are housed in the risk register and categorised into three profiles to ensure appropriate oversight and proportionate focus on risks in accordance with the risk appetite of each business area. The risk profiles are based on the likelihood of their occurrence and the potential impact on the Company and Group. Controls and action plans to mitigate the risks are also tagged to the risks and monitored. The Priority risks are reported quarterly to shareholders via the Audit Committee and to the Executive Management Team quarterly; the Enhanced Oversight risks are reviewed by the Wider Leadership teams at agreed frequencies; Locally Managed risks have local proportionate oversight by the accountable business area with escalation as appropriate.

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Principal risks and Uncertainties

All risks in our framework are linked to one of 10 principal risk categories, through which all risks are linked, reported, and managed. These categories and our enterprise-wide approach collectively ensure we undertake aligned micro- and macro- analysis of our business, the external environments, and the markets in which we operate to identify and manage applicable risks. This enables management to effectively direct their focus to material risks, helping us to deliver our purpose of Reimagining Connectivity, live our values of Brave, Real, Together, and fulfil our mission of Upgrading the UK.

Our risks

The section below details our Risk Categories, example risks, and how we are monitoring and managing them. Respective context of specific risks and how we are monitoring and managing them is provided:

Principal risk categories	Why this is important and what we consider	How we manage it	Year-on-Year trend	Example risks in this category	
Financial	Why this is important: Planning for and managing adverse movements in financial variables, so that we continue to meet our financial commitments. What we consider: a. The economic environment and financial market conditions regarding Interest rates, inflation, foreign exchange rates, taxes and access to capital markets. b. Asset impairment. c. Counterparty risk. d. Changes in and compliance with accounting standards. e. Our pension schemes and related funding commitments. f. Our cash generation, liquidity, ability to pay dividends, and ability to refinance debt. g. Creating sustainable value for	a. Regularly reviewing actual and forecast cash flow performance. b. Performing regular viability assessments and conducting scenario analyses. c. Shareholders agreement for Treasury Services agrees shareholder responsibilities for management of capital markets activity which includes lender relationship management. d. Undertaking treasury risk management processes with Executive committee and Audit committee oversight. e. e. Hedging and buying forward energy to limit our exposures	Increased: Due to rise in cost of energy, inflationary pressures, and potential increased financing costs.	a. Various Treasury-related risks due to current financial variables and the structure of our financial vehicles. b. Increased energy cost exposures. c. Increased pensions funding risk caused by current economic factors. Emerging risks: Shifting economic policies from governments, financial conditions and capital markets may present new or increased risk exposures over the coming months.	

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Transformational Why this is important: Prioritisation of Stable: Following Transformational Successful design the merger we delays causing change programmes, and delivery of initiated integration impacts to our change programmes plans, including our including a review integration, own transformation, is key for our of risk, through our synergy or business given the Investment for which its commercial ever- evolving market Committee. delivery has goals. we operate in. The b. Robust continued through b. Significant the year operational and execution of our governance: transformation will change customer realise the anticipated programmes are disruption regularly reviewed caused by a strategic and failed/delayed commercial benefits. by the senior This is in addition to leadership team launch. our continuous and EMT at operational Emerging risks: steering The speed and improvement as we committees. complexity of change deliver a customer-Monthly tracking of across the Telecoms **OKRs and KPIs** first mentality, efficiencies, and impacted by market and related Compliance by transformation. technologies, design. d. Postcombined with the implementation scale, costs and time What we consider: reviews to to respond and a. Design and deliver our own understand impact delivery of our change initiatives will and ensure customer-first continue to present lessons are mentality and documented for new and evolving ever improving future risks in this space. customer transformation. experience. b. Prioritisation of transformational activities as we deliver our strategy and value creation for our stakeholders. Synergy and efficiency opportunities in our operations. d. Compliance by Design. e. Resilience, security and capacity across our operations and systems and their timely modernisation.

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Security and Privacy

Why this is important: When Virgin Media O2 customers use our products and services, they expect and trust that the information they share is suitably used and protected. We appreciate and respect this at Virgin Media O2 and reflect this in our data governance and security practices.

Virgin Media O2 must be able to provide services, prevent the loss of data to ensure consumer information remains confidential, system integrity is maintained and personal data is available to each consumer.

What we consider:

- General Data
 Protection Regulation
 (GDPR) and other
 applicable regulations.
- b. Codes of practice and guidance published by the Information Commissioner's Office.
- c. The ever-evolving security landscape, security threats and our security posture.
- d. New business initiatives and the associated potential security risk implications.

- Our Security function ensures our data is protected from external and internal threats:
 - i. Our Security risk approach defines the security specific risk management requirements, security risk appetite, security risk ownership model and risk categorisation.
 - ii.Enhanced the security risk reporting to generate business discussions on the security risk profile at Security Council meetings.
- b. Our Digital Security function performs security architecture and engineering; performs posture management; delivers security products; and advises on digital risks, controls, and compliance; enabling us to accelerate growth securely as we digitalise our business and customer channels.
- Our Data Protection Office advises across the business on our privacy obligations and monitors compliance.
- d. Our Digital Privacy
 Management function
 verifies our use of data
 complies with our obligations
 and internal policies.
- e. Our internal audit team and external advisors assess the effectiveness of our programs and controls.

Stable:

We continue to adapt our privacy practices and security posture to manage and protect customer's data which has resulted in a stable risk exposure trend over 2022.

- a) A direct or indirect data breach.
- b) Unintentional non-compliance with associated regulations (see Legal, Regulatory and Compliance section).

Emerging risks: Security threats due togeopolitical activities.

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Legal,
Regulatory
and
Compliance

Why this is important: We are subject to many different regulations and all applicable laws in order to deliver positive customer journeys and outcomes. Additionally, in going about providing our products and services we have contractual and Intellectual Property obligations to adhere to

What we consider:

- a. Current applicable laws and regulations relating to our market, customers, technology, people, and divisions
- b. Emerging and evolving laws and regulations
- c. Contractual performance and litigation

- regulators on compliance with regulations, laws, corporate governance obligations and to protect Virgin Media O2 from penalties, sanctions and loss of licenses.
- We contribute to consultations by Government and our regulators to influence the direction and content of legislation and regulation as it is developed.
- c. An internal team of lawyers, supported by external legal counsel, drafts contracts to protect the Company and Group, including actively negotiating terms and securing the right protections for the business.
- d. Litigation and contractual disputes are managed by an internal team of lawyers who protect the Company and Group's assets and interests and limits exposure to risk and liability. Specialist external resource is also used where required.
- e. We require employees to take regular compliance training, whether through electronic training modules or bespoke training requirements, as appropriate.

Stable: No material changes in regulatory position.

- a. Unintentional non-compliance with a U.K. Telecoms regulation or applicable piece of legislation.
- b. Litigation risks
 arising from
 contractual
 relationships
 with third
 parties.

Emerging risks:
Telecoms Security
Regulations: We are
working closely with
regulator to define
the basis for
compliance with new
regulations made
under the Telecoms
Security Act 2021.

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Market	Why this is important:	In a competitive and fast-	Increased:	a. Reduced
Dynamics	The U.K. Telecoms	changing operating	Possible further	margins on
-,	sector remains a highly	environment, having a clear	consolidation of	certain airtime
	competitive	strategy is key to ensuring the	the U.K.	products.
	environment with many	organisation remains focused	Telecoms	b. Risk of
	factors driving change.	on the most important	sector presents	competitor
	It is therefore key that	activities.	new uncertainty.	inorganic activity
	Virgin Media O2	a. Our corporate and		due to mergers
	suitably adapts its	business Strategy teams		and acquisitions
	strategy, brand and	monitor risk from		in the Telecoms
	offerings to remain	competitors' evolving		market.
	relevant and	strategies. 'State of the		
	competitive	sector' report produced		Emerging risks:
	considering these	quarterly and shared with		a. The current
	ever-changing	our EMŤ.		inflationary
	variables.	b. Robust governance with		environment
		regular JV board, Audit		which has led to
	What we consider:	Committee, EMT and		an increased
	a. Emerging	Senior Leadership Team		cost of living
	technologies	steering committees on		presents new
	b. Economic	strategic topics.		and exacerbates
	environment	c. Monthly tracking of OKRs		existing Market
	c. Competitor activity	to measure and report		Dynamics risks.
	and positioning	against strategy		b. Customer
	(such as pricing,	execution		expectations
	speed and	d. Sales and marketing		regarding 5GSA
	convergence)	teams monitor and report		availability
	d. Customer	on competitor trading and		
	behaviours and	campaign activity		
	preferences	reporting back to the		
	e. Our business	EMT.		
	model, unique	e. Insight teams track and		
	assets and	report on changing		
	capabilities	customer attitudes and		
		behaviours.		

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Supply Chain Why this is important: We contractually Supply Increased: disruption for a. We rely on our commit suppliers to Over the course partners for our supplier code of of this year we example silicon important aspects of conduct, with defined and microchips. have seen postb. our operations, in sustainability pandemic, Supplier particular the requirements and geopolitical and shortage and provision of products integrated ESG goals. reliance. economic factors Supplier b. and services to our We use Vendor each present new c. Management resilience customers. Like or increased Programmes, most large operators Supply Chain risk. concerns our delivery is including risk- based (financial and underpinned by a due diligence and operational). global supply chain. monitoring of financial To deliver customer stability. Emerging risks: C. value and a great We run formal a. Energy supply customer experience business continuity over the winter we must carefully forums to track, continues to be manage our supply understand and an evolving chain across many manage the impact of variable. elements including the Ukraine conflict. b. Ukraine war We run Modern quality, risk, and d. potentially sustainability. Slavery Risk causing supply management reviews chain What we consider: with suppliers disruptions, a. The capability of operating in at risk rising costs, and suppliers to deliver materials sectors. the products and e We work with our and equipment services we need shareholders to gain shortages. and the value they Supply Chain bring to our business intelligence and and our customers. expertise. f. b. How well suppliers We engaged with a uphold our business sample group of suppliers to values and align with our ESG goals. understand and c. The risk inherent in address any gaps that trading with specific may exist with regards suppliers. to the requirements of

the Telecoms Security

Act.

energy costs.

TELEFONICA UK LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Economic and Why this is important: We are actively Increased: Economic Economic and political Political monitoring the evolving We have seen new factors affecting factors present a economic and political and increased risk customers dynamic set of environments to exposures in 2022 appetite for challenges and risks for determine how they as a direct and either our us to consider. We are could impact our indirect result of products and resilient but not immune operations and political and services. to negative changes in performance: economic root b. Political factors the economic a. We pro-actively affecting U.K. causes in the environment or political engage the national and energy supply, activities with the respective international in-turn affecting potential to disrupt the government environments. our network U.K. Telecoms sector. departments and service parliament to continuity. What we consider: understand the a. Changes to the political and policy legislative and environment. policy environment We provide input b. driven by the into the respective government and consultation and economic draft legislation motivations that including impacts areas in supporting which Virgin Media evidence to support O2 and its supply our position. chain operates. c. Individual divisions Changes in the consider the b. global and U.K. specific economic economy and drivers affecting financial markets their areas and such as: inflation; adjust their risks, economic growth or budgetary commitments, and recession; increased cost of forecasting as living; pressure on required. labour market (for example supply of network engineers); interest rates and

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

ESG Why this is important: Our principal ESG risk is committed to Climate Change, For details regarding ESG risks associated with our Supply Chain and People, see separate entries in this table. We are collectively facing a climate emergency: Earth is warming at an unprecedented rate and the effects are already being felt across the globe. We know that climate change has the potential to impact our business over the short, medium and long-term and have taken steps to and services. understand the possible impacts and consequences of We have worked with both physical and transitional climate-related risks, as well as considering any climaterelated opportunities that may arise for our business. Assessing the likelihood and impact of a range of risks, and integrating them into how we plan and make decisions, helps us future proof our business. What we consider:

Virgin Media O2 is achieving net zerocarbon emissions across its entire value chain by 2040. In addition, we're helping the U.K. to transition to net zero faster empowering our customers and the U.K. to avoid 20 million tonnes of carbon entering Earth's atmosphere through our products

best practice expert organisations such as The Carbon Trust, the Science-Basted Target Initiative and The Climate Pledge to ensure our actions are aligned with the latest climate science.

Increased: Due to increased extreme weather events in the U.K. and the effect on our infrastructure and operations.

- Risk to Virgin Media O2 assets. offerings, and supply chain due to climate change.
- b. Details of 'Task Force on Climate-Related Disclosures (TCFD)' during the financial year ended 31 December 2022 are included in the 2022 Consolidated Annual Report of VMED 02 UK Limited published on the website https://news.virgin mediao2.co.uk.

- a. Climate-related regulation.
- b. Extreme weather events impacting service and infrastructure

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

People

Why this is important: We are brave, real and together we are reimagining how we attract, develop and excite an inclusive. empowered and high performing Teams. Maintaining and increasing the skills our people are developing is a critical enabler in achieving our medium and long-term growth plan in a sustainable way across our Work, Workforce and Workplace. We aim to attract, retain, train, and inspire our People.

What we consider:

- a. Hiring needs of the business (including succession planning).
- b. Training needs.
- c. Providing competitive benefits to our people.
- d. The diversity of our workforce including equal opportunities. Greater workplace trends, including benefits and pay.
- e. Employment legislation.

We manage our growth plan via our People Strategy:

Work: Re-designing the work and job architecture and enable the future operating model through implementing the required changes.
Workforce: Build and nurture adaptability, innovation and tenacity in our workforce and grow the next generation of leaders.
Workplace: Enable a

high-performance culture and facilitate innovation, inclusion, and productivity through the alignment of physical and digital workplaces to embody our new ways of working.

Stable:

The emerging risks have not increased in risk through the year despite recent a squeezed labour supply and inflationary pressures on the cost of living and therefore wages.

Emerging risks:

- a. Increased salaries due to inflationary pressures.
- b. Decreased productivity due to the loss of talent, smaller pool of skilled people and challenge to attract the level of talent required in order to maximise productivity.

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Technology	Why this is important:	a.	We have an annual	Stable: Alongside	Se	rvice impact due to:
1	Customers have an		targeted	our rollout we have	a.	Capacity
	ever increasing demand		programme of	continued to invest		constraints
	for our services and		technology refresh	in our future	b.	Components
	products and our		to address	capability, innovation		nearing end of life
	technology underpins		obsolescence and	and improving our		and support
	their experiences. In		any associated or	capacity, continuity,	C.	Recovery of
	order to continue to		developing security	and resilience.		systems and
	improve our customers		risks.			network elements
	experience it is key our	b.	We have a number			is incomplete in
	offering, networks and		of ongoing projects,			the event of a disaster
	systems keep pacewith demand and		focusing on resilience,			uisasiei
	expectations to deliver a		obsolescence,			
	high quality of customer		replacement, and			
	experience.		transformation, that			
			improved our			
	What we consider:		network and			
	a. Aging technologies		services for			
	b. Technology		customers.			
	maintenance	C.	Our Digital			
	c. Technology		Technology and			
	protection, including		Security functions			
	security		design and build			
	d Capacity		secure digital			
	Technology		platforms that are			
	evolution		optimised to			
			meeting the needs			
			of our customers.			

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

E Medina Malo

Director

Date:22 June 2023