

**Power of attorney**  
**Annual general shareholders' meeting**

*This is an unofficial English translation, for information purposes only.  
Please only sign and return the original Dutch version.*

*Original Dutch version to be delivered to Telenet Group Holding NV  
(the Company)  
at the latest on Thursday 18 April 2019:*

*per mail at:*  
Telenet Group Holding NV  
Investor Relations  
Liersesteenweg 4, PB 54  
2800 Mechelen, Belgium

*or per mail at:*  
Telenet Group Holding NV  
Investor Relations  
Neerveldstraat 105  
1200 Sint-Lambrechts-Woluwe, Belgium

*or per e-mail to:*  
[corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be)

**The Undersigned (name and first name / residing at):**

.....

**or (name of the company / registered office) :**

.....

.....

Represented by .....

Owner of

(number)
----------

shares of Telenet Group Holding NV

**Hereby appoints the following person as proxy-holder, with right of substitution:**

Mr/Mrs (name and first name) .....<sup>1</sup>  
(Adress).....

The President of the board of directors of the Company, Mr. Bert De Graeve, permanent representative of IDw Consult BVBA

Please tick the appropriate box

- <sup>1</sup> Please complete. The absence of a specific instruction will be considered as an appointment of IDw Consult BVBA, with permanent representative Mr. Bert De Graeve, as proxy-holder.
- <sup>2</sup> IDw Consult BVBA, with as permanent representative Mr. Bert De Graeve, is a director of Telenet Group Holding NV. In his capacity of director, he has a potential conflict of interest as set out in article 547bis, § 4 of the Belgian Companies Code. In case of a potential conflict of interest he will only vote in execution of this proxy in accordance with the specific voting instructions set out in this proxy. In absence of a specific voting instruction, he will be supposed to have received the specific voting instruction to vote in favor.
- <sup>3</sup> If a designated proxy-holder is appointed, the above procedure of article 547bis, § 4 of the Belgian Companies Code is applicable. In case of a potential conflict of interest the proxy-holder will only vote in execution of this proxy in accordance with the specific voting instructions set out in this proxy. In absence of a specific voting instruction, the proxy-holder will be supposed to have received the specific voting instruction to vote in favor.

To represent it/him/her at the Annual General Shareholders' Meeting of Telenet Group Holding NV, which will be held on **Wednesday, 24 April 2019** as from **10.00 a.m. CET** with the following agenda (and any other meeting which would be held later with the same agenda):

- 1. Reports on the statutory financial statements**  
Communication of and discussion on the annual report of the board of directors and the report of the statutory auditor on the statutory financial statements for the financial year ended on December 31, 2018.
- 2. Consolidated financial statements and reports on the consolidated financial statements**  
Communication of and discussion on (i) the consolidated financial statements, (ii) the annual report of the board of directors and (iii) the report of the statutory auditor on the consolidated financial statements for the financial year ended on December 31, 2018.
- 3. Communication and approval of the statutory financial statements**  
Communication and approval of the statutory financial statements for the financial year ended on December 31, 2018, and of the proposed allocation of the result.

Proposed resolution: approval of the statutory financial statements for the financial year ended on December 31, 2018, including the allocation of the result as proposed by the board of directors.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

- 4. Communication of and discussion on the remuneration report**  
Communication of and discussion on the remuneration report, included in the annual report of the board of directors, for the financial year ended on December 31, 2018.

Proposed resolution: approval of the remuneration report as included in the annual report of the board of directors, for the financial year ended on December 31, 2018.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

**5. Discharge and interim discharge from liability to the directors**

5.i Proposed resolution: to grant discharge from liability to the directors who were in office during the financial year ended on December 31, 2018, for the exercise of their mandate during said financial year.

5.i.a/ Bert De Graeve (IDw Consult BVBA)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.i.b/ Jo Van Biesbroeck (JoVB BVBA)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.i.c/ Christiane Franck	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.i.d/ John Porter	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.i.e/ Charles H. Bracken	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.i.f/ Jim Ryan	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.i.g/Diederik Karsten	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.i.h/ Manuel Kohnstamm	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.i.i/ Severina Pascu	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.i.j/ Amy Blair	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.i.k/ Dana Strong	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.i.l/Suzanne Schoettger	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION

5.ii Proposed resolution: to grant interim discharge from liability to Mr. Diederik Karsten who was in office during the financial year ending on December 31, 2018

until his voluntary resignation on February 12, 2019 with effect as of February 15, 2019, for the exercise of his mandate during said period.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

**6. Discharge from liability to the statutory auditor**

Proposed resolution: to grant discharge from liability to the statutory auditor for the exercise of his mandate during the financial year ended on December 31, 2018.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

**7. Dismissal and (re)appointment of directors**

Taking into account the advice of the remuneration- and nomination committee of the board of directors of the Company, the board of directors recommends adopting the following resolutions, if applicable, upon nomination as stated in Article 18 of the articles of association of the Company. For further information in relation to the relevant persons proposed to be appointed and their resume, reference is made to the declaration on corporate governance in the annual report of the board of directors.

Proposed resolutions:

- a) Acknowledgement of the voluntary resignation of Mr. Diederik Karsten as director of the Company, with effect as of February 15, 2019.
- b) Re-appointment, upon nomination in accordance with Article 18.1(i) of the articles of association, of JoVB BVBA (with permanent representative Jo Van Biesbroeck) as “independent director”, in accordance with article 526ter of the Belgian Companies Code and Article 18.1 (i) and 18.2 of the articles of association of the Company, remunerated as set forth below under (e), for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2023. JoVB BVBA (with permanent representative Jo Van Biesbroeck) meets the independent criteria provided for in article 526ter of the Belgian Companies Code and Article 18.2 of the articles of association and qualifies as independent director.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

- c) Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Manuel Kohnstamm as director of the Company, remunerated as set forth below under (e) for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2023.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

- d) Appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Enrique Rodriguez as director of the Company, remunerated as set forth below under (e), for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2023.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

- e) The mandates of the directors appointed in accordance with item 8(b) up to (d) of the agenda, are remunerated in accordance with the resolutions of the general shareholders' meeting of April 28, 2010, April 24, 2013 and April 26, 2017, in particular:
- a. *For JoVB BVBA (with Jo Van Biesbroeck as permanent representative) as independent director, chairman of the Audit Committee and member of the Remuneration and Nomination Committee:* (i) a fixed annual remuneration of €45,000, (ii) an attendance fee of €3,500 as independent director for board meetings with a maximum of €24,500, (iii) an attendance fee of €4,000 per meeting as independent director and as chairman of the Audit Committee and (iv) an attendance fee per meeting of €2,000 as independent director and member of the Remuneration and Nomination Committee.
- b. *For directors nominated and appointed in accordance with Article 18.1 (ii) of the articles of association:* (i) a fixed annual remuneration of €12,000 and (ii) an attendance fee of €2,000 for attended meetings of the board of directors. The fixed remuneration will only be payable if the director has participated in at least half of the scheduled board meetings. No separate remuneration is provided for these directors attending Committee meetings.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

**8. Ratification and approval in accordance with Article 556 of the Belgian Companies Code**

Proposed resolution: Ratification and approval, in as far as needed and applicable, in accordance with Article 556 of the Belgian Companies Code, of the terms and conditions of (i) the Performance Share Plans and (ii) the share option plan issued on 6 June 2018 (ESOP 2018) and 2 November 2018 (ESOP 2018bis) to (selected) employees issued by the Company, which may grant rights that either could have an impact on the Company's equity or could give rise to a liability or obligation of the Company in case of a change of control over the Company.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

In order to:

- participate in all deliberations and vote on behalf of the undersigned on the propositions mentioned in the agenda, and to modify or reject these;
- sign the attendance list, the minutes of the meeting and all annexes attached thereto;
- in general, to vote on decisions to be taken by the general meeting during the meeting subject to compliance with the Belgian Company Code and to do all what is necessary or useful to execute this proxy, with a promise of ratification.

The proxy holder will vote on behalf of the undersigned in accordance with the voting instructions given above. In case of absence of voting instructions given to the proxy holder with regard to the respective agenda items or if, for whatever reason, there is a lack of clarity with regard to the voting instructions given or if there should be a vote on decisions to be taken by the general meeting during the meeting, subject to compliance with the company code, the proxy holder will always vote in favor of the proposed resolution, possibly as amended.

In case of amendments to the agenda and proposed additional resolutions as provided in Article 533ter of the Company Code, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions **by Tuesday, 9 April 2019 at the latest**. In addition, the Company shall make amended forms available for votes by proxy. Votes by proxy that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies apply, subject, however, to applicable law and the further clarifications set out on the proxy forms.

In case of amendments to a proposed resolution or a new proposed resolution (insofar as legally possible during the general meeting):<sup>1</sup>

- the Undersigned votes **for** the amended or new resolution
- the Undersigned votes **against** the amended or new resolution
- the Undersigned **abstains** from the vote on the amended or new resolution
- the following person is appointed as special proxy holder, with power of substitution, to vote in the name of the Undersigned on the amended or new resolution: Mr./Mrs. ....

<sup>1</sup> *Absence of instructions to the proxy holder shall be tantamount to an instruction to vote for the amended or new resolution, proposed by the Board of Directors.*

Done at ....., on ..... 2019.

Please date and signature with handwritten the notice “Goed voor volmacht” (good for proxy)

Signature(s):.....