

VOTING LETTER

Annual General Shareholders' Meeting

24 April 2019 (10.00 a.m. CET)

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

The signed original Dutch version of the voting letter shall be returned to
Telenet Group Holding NV (*the Company*) by mail
at the latest on **Thursday 18 April 2019** to:

Telenet Group Holding NV
Investor Relations
Liersesteenweg 4, PB 54
2800 Mechelen, Belgium

or

Telenet Group Holding NV
Investor Relations
Neerveldstraat 105
1200 Sint-Lambrechts-Woluwe, Belgium

The Undersigned (name and first name / Name of the Company)

.....

Residing / Registered Office

.....

Owner of

(Number)

Shares of Telenet Group Holding NV

Nature of shares dematerialized
 registered

votes by letter in the following way with respect to the Annual General Shareholders' Meeting, which will be held on Wednesday 24 April 2019 as from 10.00 a.m. CET.

My vote on each of the proposed resolutions is as follows:

(please mark the appropriate boxes)

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
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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
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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.

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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
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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
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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
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- 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
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- 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
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- 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
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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
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In case of amendments to the agenda and proposed additional resolutions as mentioned in article 533ter of the Belgian Companies 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 mail. Votes by mail that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the votes by mail apply, subject, however, to applicable law and the further clarifications set out on the postal voting form. In accordance with the Belgian Companies Code, a vote by letter regarding an agenda item for which a new proposed resolution was filed by a shareholder holding at least 3% of the shares, is null and void.

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

- 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.

¹ *Absence of instructions on this form or 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.

Signature(s):.....