

**TELENET GROUP HOLDING NV**

Public Limited Liability Company under Belgian law  
Liersesteenweg 4 - 2800 Mechelen  
RLE (RPR/RPM) Antwerp - Division Mechelen 0477.702.333

(the Company)

**CONVOCAATION OF THE SPECIAL SHAREHOLDERS' MEETING**

The board of directors of the Company (the **Board**) invites the shareholders of the Company to participate in the special shareholders' meeting of the Company which will take place on **Thursday 2 December 2021 at 10.00 a.m CET at YR KV Mechelen, Kleine Nieuwedijkstraat 53, 2800 Mechelen** to deliberate and decide on the agenda set out below.

There is no quorum requirement for the special shareholders' meeting. Without prejudice to applicable legislation, each share is entitled to one vote.

**COVID-19-MEASURES | ATTENDANCE | VOTING**

**1. Physical attendance**

Due to the COVID-19 pandemic - despite the easing trend - we are still experiencing unpredictable times. Unless the federal government imposes stricter sanitary measures in the weeks ahead, the meeting will be open for attendance in person (as well as electronic attendance and voting as explained below) and with due regard for the safety measures at the time. Should a Belgian law or decree prevent the special shareholders' meeting from being attended in person by the time the special shareholders' meeting is to take place, we will inform you in due time.

**2. Other means of attendance and voting options**

In this regard, the Board encourages the shareholders to attend the special shareholders' meeting by means of an electronic communication tool and vote. More particularly, shareholders are encouraged to cast their vote prior to the meeting by (i) voting by letter or by (electronic) proxy or (ii) by virtually participating in the special shareholders' meeting and voting electronically during the meeting.

Applicable formalities are detailed further in this convening notice. Shareholders are encouraged, to the extent indicated, to use ABN AMRO'S AGM platform [www.abnamro.com/evoting](http://www.abnamro.com/evoting), to complete all participation formalities, vote by proxy or virtually participate in and vote during the special shareholders' meeting. Shareholders should ensure that the device and the internet connection they are using to connect are adequate and stable in order to virtually participate in the meeting in a proper manner.

## AGENDA SPECIAL SHAREHOLDERS' MEETING

### 1. Proposal to adopt an intermediate (gross) dividend per share of EUR 1.375

Proposed resolution: At the recommendation of the board of directors, the special shareholders' meeting resolves to approve an intermediate (gross) dividend per share of EUR 1.375 (net: EUR 0.9625 per share) or in total EUR 150.4 million based on the number of dividend-entitled shares outstanding on 26 October 2021, (which total amount may vary in function of the dividend-entitled shares on 6 December 2021), payable as from 8 December 2021, by deduction from the available reserves of the Company.

### 2. Proposal to delegate powers to the board of directors

Proposed resolution: The special shareholders' meeting resolves to delegate to the board of directors all further powers with regard to the payment of the intermediate dividend to the shareholders.

#### USE OF ABN AMRO'S AGM PLATFORM

Shareholders who wish to do so can complete, as further detailed below, all participation formalities via ABN AMRO's AGM platform: [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

This platform enables shareholders to either vote by proxy prior to the special shareholders' meeting or to virtually participate in and vote during the special shareholders' meeting.

More information on the procedure can be found in the convening notice as well as on the Company's website ([www.telenetgroup.be](http://www.telenetgroup.be)).

## PARTICIPATION TO THE SPECIAL SHAREHOLDERS' MEETING

### 1. *Registration date*

Only the persons who are shareholder on the registration date are entitled to participate in and, if applicable, vote at the special shareholders' meeting. The registration date for the special shareholders' meeting is **18 November 2021 at midnight (24:00, Central European Time)**.

### 2. *Conditions of admission*

To be admitted to the special shareholders' meeting, the shareholders must fulfill the following conditions:

#### a. **Registration**

Shareholders must be registered as shareholders on the registration date at midnight:

- for registered shares, based on the registration of the shares in the share register of the Company;
- for dematerialized shares, on the basis of the registration of the shares in the accounts of a recognized account holder or clearing institution.

## **b. Notification**

Shareholders must, **before or at the latest on 26 November 2021**, notify their intention to participate in the special shareholders' meeting:

- electronically to ABN AMRO Bank N.V. via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) (in the case of dematerialized shares, whether or not through the intervention of a financial intermediary acting on instruction of the shareholder);
- by email to the Company, at [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be) through the notice of registration that is available at the seat of the Company and on the Company's website; or
- by post addressed to the Company, at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of the Company Secretary through the notice of registration that is available at the seat of the Company and on the Company's website.

Holders of dematerialized shares must attach a certificate to the notification, delivered by the recognized account holder or clearing institution, evidencing the number of dematerialized shares registered in the name of the shareholder on its account on the registration date, in which such shareholder has indicated that it wants to participate in the special shareholders' meeting.

In the event of an electronic notification to ABN AMRO Bank N.V., the accredited account holder or clearing institution must provide such attestation electronically via the following website: [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary).

## **3. Participation**

The shareholder who fulfilled the admission requirements can participate in the special shareholders' meeting as follows: (i) personally, (ii) by proxy (written or electronic), (iii) by letter or (iv) virtually.

To allow an efficient registration process, the shareholders or their proxy holders who personally attend the special shareholders' meeting are requested to register by **9.30 am CET at the latest**.

The natural persons attending the special shareholders' meeting in their capacity as shareholder, proxy holder or representative of a legal entity may be requested to provide evidence of their identity. In addition, the representatives of legal persons must provide the documents that determine their status as legal representative or proxy holder.

**As mentioned above, the Company will only grant access to the premises of the special shareholders' meeting to shareholders, proxy holders and other persons if and to the extent public gatherings are permitted by competent authorities on the date of the special shareholders' meeting.**

### **a. Personal**

Each shareholder has the right to participate to the special shareholders' meeting in person.

### **b. Powers of attorney**

Each shareholder can also be represented by a proxy holder at the special shareholders' meeting. The shareholder who wishes to be represented by proxy must deliver a power of attorney in written or electronic form on **26 November at the latest**, as set out below:

- the electronic power of attorney is available to the shareholders who have registered electronically, by using the ABN AMRO platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)) where the shareholder can issue a proxy with voting instructions via an electronic form.
- the written power of attorney:
  - the model of power of attorney that is made available by the board of directors (i) at the office of the Company and (ii) on the website of the Company ([www.telenetgroup.be](http://www.telenetgroup.be)) must be used;
  - the dated and signed power of attorney must reach the Company as set out in article 35.5 of the articles of association, amongst others (i) by email to [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be), or (ii) by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of the Company Secretary.

The appointment of a proxy holder must be made in accordance with the applicable rules of Belgian law, including the rules on conflicts of interest and the keeping of a register. In addition, the shareholders must meet the admission requirements as described above.

### **c. Voting by letter**

Each shareholder further has the right to cast its votes by letter by providing a dated and signed form to the Company on **26 November 2021 at the latest**.

- Use must be made of the form made available by the board of directors (i) at the office of the Company and (ii) on the website of the Company ([www.telenetgroup.be](http://www.telenetgroup.be)). The form for voting by letter must be validly signed.
- The form must reach the Company by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of the Company Secretary, or by email to [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be).

In addition, the shareholders must meet the admission requirements as described above.

### **d. Voting by virtually participating**

Shareholders who wish to do so can virtually participate in and vote during the special shareholders' meeting which will be broadcasted via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

Access to the live webcast is subject to compliance with the following procedure:

- Each shareholder who wishes to be granted access to the webcast, is requested to register for the webcast via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). If you hold registered shares, please select 'Registrar' as your intermediary. You must complete the registration process for the webcast **before or at the latest on 26 November 2021**. After this date, registration will no longer be possible.
- Each shareholder who has notified their participation, will receive an email with a link via [www.abnamro.com/evoting](http://www.abnamro.com/evoting), to login to the Telenet online voting platform.
- After successful login and confirmation of the login via two-factor authentication (by SMS verification), the shareholder is automatically logged into the special shareholders' meeting. Once registered for the webcast, the shareholder will receive an invitation and reminder for the webcast. Further instructions may be provided via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and/or the Telenet online voting platform.

- Access to the webcast is possible on 2 December 2021 from 9.00 am CET (1 hour before the start of the special shareholders' meeting) until the end of the meeting via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

The Telenet online voting platform allows shareholders to (i) be directly, simultaneously and continuously informed on the discussions in the special shareholders' meeting, (ii) to exercise their right to vote on all matters on which the special shareholders' meeting is called upon to decide and (iii) participate in the deliberations and exercise their right to ask questions during the special shareholders' meeting.

In accordance with article 7:137 of the Belgian Code of Companies and Associations, shareholders who virtually participate in and vote during the special shareholders' meeting through the respective platform will be deemed to be present at the meeting. The used platform allows the Company to verify the capacity and identity of the shareholders.

As stated above, shareholders should make sure that the device and the internet connection they are using to connect are adequate and stable in order to virtually participate in the meeting. Telenet Group Holding NV cannot be held responsible should the shareholder encounter any connectivity issues, technical failures or malfunction of equipment attributable to his/her own internet connection and/or device.

For further questions regarding the following of the webcast or if you still wish to follow the webcast and you have not received an email confirming your participation from ABN AMRO or Beernink productions, please contact ABN AMRO at the following email address ([ava@nl.abnamro.com](mailto:ava@nl.abnamro.com))

#### 4. *Miscellaneous*

##### a. **Additional agenda items and proposed resolutions**

Shareholders who, alone or together with other shareholders, hold at least 3% of the share capital of the Company have the right to put additional items on the agenda of the special shareholders' meeting and to submit proposed resolutions in relation to items that have been or are to be included in the respective agendas.

Shareholders that wish to exercise this right must, in order for their request to be examined at the special shareholders' meeting:

- prove that they own at least 3% of the share capital on the date of their request (i) on the basis of a certificate of registration of relevant shares in the register of registered shares of the Company, or (ii) on the basis of a certificate drawn up by the recognized account holder or the settlement institution stating that the relevant number of dematerialized shares have been registered in their name on their account;
- have fulfilled the admission requirements as described above for such percentage of the share capital;
- formulate a written request, if applicable, accompanied by the text of the items to be discussed and the corresponding proposed resolutions, or of the text of the proposed resolutions to be placed on the agenda. Such written request must reach the Company (i) by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of the Company Secretary or (ii) by email to [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be), **before or at the latest on 10 November 2021**.

If applicable, the Company will publish (an) updated agenda, before or at the latest on **17 November 2021**. At the same time, the Company will in such case make forms adapted to the updated agenda available on the Company's website to its shareholders that can be used for the voting by letter and the voting by proxy. Powers of attorney and votes by letter that reach the Company prior to the publication of an updated agenda remain valid for the agenda items to which they apply, subject to the applicable legislation and the further clarifications set out in the proxy forms and the forms for voting by letter.

#### **b. Questions to the directors and/or the statutory auditor of the Company**

Each shareholder has the right to ask questions to the directors or the statutory auditor of the Company relating to items on the agenda of the special shareholders' meeting, provided that he/she has complied with the admission conditions as set out above. Questions can be asked during the meeting or can be submitted in writing prior to the meeting. Written questions must reach the Company (i) by mail at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of the Company Secretary or (ii) by email at [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be), **before or at the latest on 26 November 2021**. Written and oral questions will be discussed during the meeting in accordance with applicable law.

#### **c. Documents**

The following documentation is available on the Company's website ([www.telenetgroup.be](http://www.telenetgroup.be)) as of thirty (30) days prior to the special shareholders' meeting:

- this convocation, including agenda and proposed resolutions (if necessary, as updated) as well as any supporting documentation;
- the total number of shares and voting rights on the date of the convocation; and
- the forms for the notification of registration and the voting by proxy and by letter.

Shareholders can also obtain a free copy of this documentation at the seat of the Company (Liersesteenweg 4, 2800 Mechelen, Belgium) or by email to [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be).

#### **d. Data protection**

The Company is responsible for the processing of the personal data it receives from shareholders and proxy holders in the context of the special shareholders' meeting in accordance with the applicable data protection legislation. The processing of such personal data will in particular take place for the analysis and management of the attendance and voting procedure in relation to the special shareholders' meeting, this in accordance with the applicable legislation and the Company's Privacy Policy. This personal data will be transferred to third parties for the purpose of providing assistance in the management of attendance and voting procedures, and for analyzing the composition of the investor base. The personal data will not be stored any longer than necessary in light of the aforementioned objective and will therefore be erased or made anonymous in accordance with the Company's Privacy Policy.

Shareholders and proxy holders can find the Company's Privacy Policy on the Company's website. This Privacy Policy contains detailed information regarding the processing of the personal data of, among others, shareholders and proxy holders, including the rights that they can assert towards the Company in accordance with the applicable data protection legislation.

Shareholders and proxy holders can exercise their rights with regard to their personal data provided to the Company by contacting the Company's Data Protection Officer via [privacy@telenetgroup.be](mailto:privacy@telenetgroup.be).