

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

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

IN ACCORDANCE WITH THE APPLICABLE COVID 19 EMERGENCY LEGISLATION, THE DEADLINE FOR PROVISION OF PROXIES HAS BEEN EXTENDED TO 25 APRIL 2020. HOWEVER, GIVEN THAT THE ADMISSION CONDITIONS REMAIN APPLICABLE, SHAREHOLDERS ARE REMINDED THAT THE DEADLINE FOR THE FULFILMENT OF SUCH ADMISSION CONDITIONS ALSO REMAINS APPLICABLE, I.E. 23 APRIL 2020. WE REFER TO THE 10 APRIL 2020 PRESS RELEASE OF THE COMPANY OR ITS WEBSITE FOR MORE DETAILS (investors.telenet.be).

*Dutch version to be delivered to Telenet Group Holding NV
(the Company)
at the latest on 25 April 2020*

per mail at:
Telenet Group Holding NV
Company Secretary
Liersesteenweg 4
2800 Mechelen, Belgium

or per mail at:
Telenet Group Holding NV
Company Secretary
Neerveldstraat 107
1200 Sint-Lambrechts-Woluwe, Belgium

or per e-mail to:
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 Chairman of the board of directors of the Company as proxy-holder, currently IDW Consult BV, represented by its permanent representative Mr Bert De Graeve, with right of substitution:

The Chairman of the board of directors of the Company, is a director of Telenet Group Holding NV. In his/her capacity of director, he/she has a potential conflict of interest as set out in article 7:143 of the Code of Companies and Associations. In case of a potential conflict of interest he/she 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/she will be supposed to have received the specific voting instruction to vote in favor.

To represent it/him/her at the Extraordinary General Shareholders' Meeting of Telenet Group Holding NV, which will be held on **Wednesday, 29 April 2020** as from **11.30 a.m. CET** with the following agenda (and any other meeting which would be held later with the same agenda):

1. Transfer of registered office - Amendment to the articles of association

Proposed resolution: The meeting resolves to establish the company's registered office in the Flemish Region and to transfer the company's address from presently 1200 Sint-Lambrechts-Woluwe, Neerveldstraat 107 to 2800 Mechelen, Liersesteenweg 4, it being understood that the company's address will no longer be mentioned in the articles of association, and as a consequence replace the text of Article 3: Registered office of the articles of association by the following text:

“3.1. The company's registered office is established in the Flemish Region.

3.2. By simple resolution of the board of directors the address of the company's registered office can be transferred within Belgium, insofar this transfer will cause no change in the linguistic regime applicable on the company.

Such resolution entails no amendment to the articles of association, unless the registered office is transferred to another Region.

The company's address can be transferred in the Flemish Region by a simple board resolution, and is made public in the Annexes to the Belgian Official Journal (Bijlagen bij het Belgisch Staatsblad).

3.3. The company can, by simple resolution of the board of directors, establish additional administrative or operating offices, as well as offices and branches, both in Belgium and abroad.”

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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2. Cancellation of own shares - Amendment to the articles of association

Proposed resolution: The meeting resolves to the cancellation of eight hundred and fourteen thousand nine hundred and sixty-six (814,966) own shares that the company has acquired under the past and closed share repurchase programs. The unavailable reserve that has been created in accordance with the provisions of article 7:217 §2 of the Code on companies and associations (hereinafter designated as “CCA”), will be abrogated as set forth under article 7:219 §4 of the CCA.

The text of Article 6: Share capital of the company's articles of association will accordingly be amended as follows:

"Article 6: Share capital - Shares

6.1. Capital and shares

The capital of the company amounts twelve million seven hundred and ninety-nine thousand forty-nine euro forty cents (€ 12,799,049.40).

It is represented by one hundred and thirteen million eight hundred and forty-one thousand eight hundred and nineteen (113,841,819) shares with no face value, of which

- one hundred and thirteen million seven hundred and forty-six thousand nine hundred and forty-six (113,746,946) Common Shares;
- thirty (30) Golden Shares;
- ninety-four thousand eight hundred and forty-three (94,843) Liquidation Dispreference Shares

The capital has entirely and unconditionally been subscribed for and is fully paid up.

6.2. Classes of shares

The company has three (3) classes of shares.

All the Shares will be Common Shares, except for

- (1) the 30 Golden Shares, that have the same rights and benefits as the Common Shares except when expressly provided otherwise in these Articles of Association;
- (2) the ninety-four thousand eight hundred and forty-three (94,843) Liquidation Dispreference Shares, that have the same rights and benefits as the Common Shares except when expressly provided otherwise in these Articles of Association.

6.3. Rights of the shares

6.3.1. All shares will have an equal voting right, and each share entitles to one (1) vote.

6.3.2. Without prejudice to the prescriptions of these Articles of Association, each share entitles to an equal part in the profit and in the liquidation balance in proportion to the part of the capital represented by such share."

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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3. Reformulation of the articles of association

Proposed resolution: The meeting resolves to align the articles of association to the provisions of the CCA whereby the company will maintain the corporate form of a limited liability company (“naamloze vennootschap”)

- * of which the registered office will be established in the Flemish Region;
- * of which the address, that will not be mentioned in the articles of association, is established at 2800 Mechelen, Liersesteenweg 4, in the jurisdiction of the enterprise court of Antwerpen, division Mechelen;
- * of which the website is www.telenetgroup.be and that uses the e-mail address corporategovernance@telenetgroup.be for its relations with its shareholders, directors and auditor, which are mentioned in the articles of association, it being understood that the company may at any moment create, amend and made public another website and/or e-mail address, that will be mentioned in the articles of association or not;
- * of which the capital amounts twelve million seven hundred and ninety-nine thousand forty-nine euro forty cents (€ 12,799,049.40) that is represented by one hundred and thirteen million eight hundred and forty-one thousand eight hundred and nineteen (113,841,819) shares with no face value of which
 - one hundred and thirteen million seven hundred and forty-six thousand nine hundred and forty-six (113,746,946) Common Shares
 - thirty (30) Golden Shares
 - ninety-four thousand eight hundred and forty-three (94,843) Liquidation Dispreference Shares
- * of which all shares will belong to the same class and shall have the same rights and advantages, except for
 - (1) the 30 Golden Shares, that have the same rights and benefits as the Common Shares except when expressly provided otherwise in these Articles of Association;
 - (2) the ninety-four thousand eight hundred and forty-three (94,843) Liquidation Dispreference Shares, that have the same rights and benefits as the Common Shares except when expressly provided otherwise in these Articles of Association.
- * of which the shares will be freely transferrable except for the thirty (30) Golden Shares;
- * that will be managed according the monistic board model, and where the board of directors will be composed of maximum seventeen (17) directors, of which at least three (3) will be Independent Directors (who will also qualify as Independent Directors for the purposes of the CCA)

and at this occasion, where necessary, amend, reformulate, renumber, complete and/or simplify the articles of association even though without altering the essential clauses, it being understood that wherever necessary the word “object” (in Dutch “doel”) of the company will be replaced by “purpose” (in Dutch “voorwerp”) and in consequence adopt an entirely new text for the articles of association according the draft that was made available for all shareholders on the company’s website and was at their disposal on the company’s address at 1200 Sint-Lambrechts-Woluwe,

Neerveldstraat 107, and at the address of “Telenet BV” at 2800 Mechelen, Liersesteenweg 4.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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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 extraordinary meeting during the meeting subject to compliance with the Code of Companies and Associations 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 Code of Companies and Associations, the proxy holder will always vote in favor of the proposed resolution, possibly as amended.

In case of amendments to a proposed resolution or a new proposed resolution (insofar as legally possible during the extraordinary general shareholders’ 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

¹Absence 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 2020.

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

Signature(s):.....