

**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.*

Dutch version to be delivered to Telenet Group Holding NV
(the Company)
at the latest on 22 April 2021:

per mail at:
Telenet Group Holding NV
Company Secretary
Liersesteenweg 4
2800 Mechelen, 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 following person as proxy-holder, with right of substitution:

Mr/Mrs (name and first name)¹
(Adress).....

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

Please tick the appropriate box

¹ Please complete. The absence of a specific instruction will be considered as an appointment of IDw Consult BV, with permanent representative Mr. Bert De Graeve, as proxy-holder.

² *IDw Consult BV, 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 7:143 of the Code of Companies and Associations. 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.*

³ *If a designated proxy-holder is appointed, the above procedure of article 7:143 of the Code of Companies and Associations 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, 28 April 2021** 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, 2020.

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, 2020.

3. Communication and approval of the statutory financial statements; dividend; POA

Communication and approval of the statutory financial statements for the financial year ended on December 31, 2020, and of the proposed allocation of the result, including the approval of a dividend. Power of attorney.

Proposed resolution: approval of the statutory financial statements for the financial year ended on December 31, 2020, and of the proposed allocation of the result, including the approval of a dividend of EUR 1.375 per share gross, payable as from 5 May 2021. This represents an aggregate amount of EUR 150.1 million gross as per 19 March 2021 while noting that this aggregate amount may change in function of possible changes in the number of own shares held by the Company on the record date for the payment of the dividend. The annual general meeting delegates all further powers with regard to the payment of the dividend to the board of directors.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<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, 2020.

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, 2020.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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5. Communication of and discussion on the remuneration policy

In accordance with Article 7:89/1 of the Belgian Code of Companies and Associations, the Company is required to establish a remuneration policy and to submit such policy to the approval of the general shareholders' meeting. The remuneration policy also takes into account the recommendation of Provision 7.1 of the Belgian Corporate Governance Code 2020.

Proposed resolution: approval of the remuneration policy.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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6. Discharge from liability to the directors

Proposed resolution: to grant discharge from liability to the directors who were in office during the financial year ended on December 31, 2020, for the exercise of their mandate during said financial year.

6.a/ Bert De Graeve (IDw Consult BV)	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.b/ Jo Van Biesbroeck (JoVB BV)	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.c/ Christiane Franck	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.d/ John Porter	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.e/ Charles H. Bracken	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.f/ Manuel Kohnstamm	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.g/ Severina Pascu	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.h/ Amy Blair	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.i / Enrique Rodriguez	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION

7. 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, 2020.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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8. Re-appointment of a director

Taking into account the advice of the remuneration and nomination committee of the Board, the Board recommends adopting the following resolutions. For further information, in relation to the relevant person proposed to be (re-)appointed and his resume, reference is made to the corporate governance statement in the annual report of the Board.

Proposed resolutions:

- (a) Re-appointment of Mr. John Porter as director of the Company, for a term of 4 years, with immediate effect and until the closing of the general shareholders’ meeting of 2025 which will be held to deliberate on the financial statements of the financial year ended on December 31, 2024.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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- (b) The mandate of the director appointed is not remunerated.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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9. Ratification and approval in accordance with Article 7:151 of the Code of Companies and Associations

Proposed resolution: Ratification and approval, in as far as needed and applicable, in accordance with Article 7:151 of the Belgian Code of Companies and Associations, of the terms and conditions of (i) the performance share plans, (ii) the share option plans and (iii) the restricted share plans issued on 11 May 2020 to (selected) employees of the Company, which may grant rights that either could have a substantial impact on the Company’s assets or could give rise to substantial liability or obligation of the Company in case of a change of control over the Company or a public takeover bid on the shares of the Company.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<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 annual general shareholders' 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 the agenda and proposed additional resolutions as provided in article 7:130 of the Code of Companies and Associations, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions **by 13 April 2021 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 annual 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
- 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 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 2021.

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

Signature(s):.....