

TELENET GROUP HOLDING NV

Public Limited Liability Company under Belgian law
Neerveldstraat 107 - 1200 Sint-Lambrechts-Woluwe
RLE (RPR/RPM) Brussels - Dutch speaking division 0477.702.333

(the Company)

CONVOCAATION OF THE SPECIAL AND THE EXTRAORDINARY SHAREHOLDERS' MEETING

The board of directors of the Company invites the shareholders of the Company to participate in the special and extraordinary general shareholders' meeting of the Company. For both general meetings, without prejudice to applicable legislation, each share is entitled to one vote.

GENERAL INFORMATION

Date, time and location:

- The special general shareholders' meeting will be held on Wednesday **December 4, 2019** at **10.00 a.m. CET** at Liersesteenweg 4, 2800 Mechelen. There is no quorum requirement for the special general shareholders' meeting.
- The extraordinary general shareholders' meeting will be held on Wednesday **December 4, 2019** at **10.30 a.m. CET** at Liersesteenweg 4, 2800 Mechelen. There is a quorum requirement for the extraordinary general shareholders' meeting: those present must represent at least half of the share capital. If the quorum for the extraordinary general shareholders' meeting is not met, a second extraordinary general shareholders' meeting will be convened for **27 December 2019** at **10.00 a.m. CET**, which will be able to decide regardless of the portion of the share capital that is represented.

AGENDA SPECIAL GENERAL SHAREHOLDERS' MEETING

1. Intermediate dividend totaling EUR 63.2 million (gross)

Proposed resolution: The special general meeting approves an intermediate dividend amounting to a total of EUR 63.2 million gross, being, on 29 October 2019, EUR 0.57 per share gross, payable as from 9 December 2019, by deduction from the available reserves of the Company.

2. Delegation of powers

Proposed resolution: The special general meeting delegates all further powers with regard to the payment of the intermediate dividend to the board of directors.

AGENDA EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

1. Cancellation of shares - Amendment of Articles of Association

Proposed resolution: The cancellation of 1,178,498 own shares, acquired by the Company under the Share Repurchase Program 2018bis and as disclosed in this regard. The unavailable reserve created for the acquisition of own shares as provided for in article 623 of the Belgian Companies Code is released.

Article 6 of the articles of association will be amended as follows:

“The share capital of the company amounts to € 12,799,049.40. It is represented by 114,656,785 shares without nominal value, each of which represents an equal portion of the share capital. The share capital has been fully and unconditionally subscribed for and is fully paid up. All Shares are normal Shares except for:

- (1) the 30 Golden Shares, which have the same rights and benefits as the common Shares except when expressly provided for otherwise in these Articles of Association;*
- (2) the 94,843 Liquidation Dispreference Shares, which have the same rights and benefits as the common Shares except when expressly provided for otherwise in these Articles of Association.”*

PARTICIPATION TO THE SPECIAL AND EXTRAORDINARY GENERAL 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 and/or extraordinary general shareholders' meeting. The registration date for the special and extraordinary general shareholders' meeting is **20 November 2019 at midnight (00.00am, Central European Time)**.

2. Conditions of admission

To be admitted to the special and/or extraordinary general shareholders' meeting, the shareholders must fulfill the following conditions:

a. Registration

Shareholders must be registered as shareholders on the registration date:

- for registered shares, based on the registration of the shares in 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 28 November 2019**, notify their intention to participate in the special and/or extraordinary general shareholders' meeting:

- electronically to ABN AMRO Bank N.V. via 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 e-mail to the Company, at corporategovernance@telenetgroup.be; or
- by post addressed to the Company, at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of Investor Relations, or at the Company's registered office.

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 accounts on the registration date, which such shareholder has indicated that it wants to participate with at the special and/or extraordinary general 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. ABN AMRO Bank N.V. will send an admission ticket either directly to the shareholders having registered electronically, or via the relevant financial intermediary.

3. Participation

The shareholder who fulfilled the admission requirements can participate in the special and/or extraordinary general shareholders' meeting as follows: (i) personally, (ii) by proxy or (iii) by letter.

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

The natural persons attending the special and/or extraordinary general 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.

a. Personal

Each shareholder has the right to participate to the special and/or extraordinary general shareholders' meeting in person.

b. Powers of attorney

Each shareholder can also be represented by a proxy holder at the annual and/or extraordinary general shareholders' meeting. The shareholder who wishes to be represented by proxy must deliver a power of attorney in written or electronic form on **28 November 2019 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) where the shareholder can issue a proxy with voting instructions via an electronic form;
 - ABN AMRO Bank N.V. will provide the proxy to the shareholders who have given an electronic power of attorney, which the shareholder must sign in writing or by electronic signature and provide to the proxy holder; and
 - with respect to the extraordinary general shareholders' meeting the dated and signed power of attorney must reach the Company in original by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of Investor Relations, or at the registered office of the Company.

- the written power of attorney:
 - the model of proxy that is made available by the board of directors (i) at the registered office of the Company and (ii) on the website of the Company (investors.telenet.be) must be used;
 - with respect to the special general shareholders' meeting the dated and signed power of attorney must reach the Company as set out in article 36.1 of the articles of association, amongst others (i) by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of Investor Relations, or at the registered office of the Company; or (ii) by e-mail to corporategovernance@telenetgroup.be; and
 - with respect to the **extraordinary general shareholders' meeting** the dated and signed power of attorney must reach the Company in **original** by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of Investor Relations, or at the registered office of the Company.

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 by **28 November 2019 at the latest**.

- Use must be made of the form made available by the board of directors (i) at the registered office of the Company and (ii) on the website of the Company (investors.telenet.be). The form for voting by letter must be signed in writing.
- The **original** form must reach the Company by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of Investor Relations, or at the registered office of the Company.

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

4. Others

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 and/or extraordinary general shareholders' meeting and to submit proposed resolutions in relation to items that have been or are to be included in the agenda.

Shareholders that wish to exercise this right must, in order for their request to be examined at the special and/or extraordinary general 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, (i) if applicable, accompanied by the text of the subjects to be discussed and the corresponding proposals for decision, or of the text of the proposals for decision to be placed on the agenda, (ii) including a postal or e-mail address to which the Company can send a proof of delivery. Such written request must reach the Company (i) by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the

attention of Investor Relations, at the registered office of the Company, or (ii) by e-mail to corporategovernance@telenetgroup.be, **before or at the latest on 12 November 2019**.

If applicable, the Company will publish an updated agenda, before or at the latest on **19 November 2019**. At the same time, the Company will in such case make amended forms available on the Company's website to its shareholders that can be used for the voting by correspondence 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 correspondence.

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 and/or extraordinary general 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 Investor Relations or at the registered office of the Company, or (ii) by e-mail at corporategovernance@telenetgroup.be, **before or at the latest on 28 November 2019**. 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 (investors.telenet.be) as of thirty (30) days prior to the special and extraordinary general shareholders' meeting:

- this convocation, including agenda and proposals for resolution (if necessary, as updated);
- the total number of shares and voting rights on the date of the convocation;
- the documents to be presented to the shareholders' meeting; 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 registered office of the Company (Neerveldstraat 107, 1200 Sint-Lambrechts-Woluwe, Belgium).

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 and extraordinary general 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 and extraordinary general 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

***** Unofficial English translation – For convenience purposes only *****

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.