

TELENET GROUP HOLDING NV

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

(the Company)

CONVOCATION 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 3 December 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. And without prejudice to applicable legislation, each share is entitled to one vote.

COVID19

THE COMPANY WILL ONLY BE ABLE TO GRANT ACCESS TO THE SPECIAL SHAREHOLDERS' MEETING TO SHAREHOLDERS, PROXY HOLDERS AND OTHER PERSONS TO THE EXTENT PERMITTED BY THE COMPETENT AUTHORITIES AT THE MOMENT OF THE SPECIAL SHAREHOLDERS' MEETING WITH RESPECT TO THE REGION OF THE PLACE OF THE GENERAL MEETING.

IT IS POSSIBLE THAT THE COMPANY MAKES USE OF DEROGATIONS PERMITTED BY LAW OR ROYAL DECREE FROM THE RULES OF CONVENING, OPERATION OF AND PARTICIPATION IN THE SPECIAL SHAREHOLDERS' MEETING (INCLUDING POSSIBLE RESTRICTIONS TO THE EXERCISE BY SHAREHOLDERS OF THEIR RIGHTS TO PARTICIPATE IN THE SPECIAL SHAREHOLDERS' MEETING), DEPENDING ON THE EVOLUTION OF COVID-19 IN BELGIUM OR IN THE REGION OF THE PLACE OF THE GENERAL MEETING DURING THE PERIOD BETWEEN THE MOMENT OF THIS CONVOCATION AND THE DATE OF THE SPECIAL SHAREHOLDERS' MEETING. THE COMPANY WILL FURTHER COMMUNICATE IN THAT CASE.

IT IS POSSIBLE THAT TRAVELLING TO THE PLACE OF THE GENERAL MEETING TO ATTEND THE SPECIAL SHAREHOLDERS' MEETING IS SUBJECT TO SPECIAL CONDITIONS OR RESTRICTIONS IN THE LIGHT OF THE FIGHT AGAINST THE FURTHER DISSEMINATION OF COVID-19, PARTICULARLY FOR SHAREHOLDERS NOT LOCATED IN THE REGION OF THE PLACE OF THE GENERAL MEETING. SHAREHOLDERS ARE REQUESTED TO RESEARCH AND COMPLY WITH ANY SUCH CONDITIONS OR RESTRICTIONS.

IN ANY EVENT, THE FOLLOWING GENERAL SAFETY PRECAUTIONS WILL APPLY TO ENTERING THE PLACE OF THE GENERAL MEETING:

- MOUTH / NOSE MASK OBLIGATION WHEN ENTERING THE PLACE OF THE GENERAL MEETING;
- STRICT COMPLIANCE WITH SOCIAL DISTANCING AND HYGIENE MEASURES;
- DO NOT PARTICIPATE PHYSICALLY IF YOU SHOW SYMPTOMS OR ARE SICK;
- PROVIDE CONTACT DETAILS INCLUDING TELEPHONE AND EMAIL ON A CONFIDENTIAL LIST THAT WILL BE MADE AVAILABLE ON SITE BY THE COMPANY AND WILL ONLY BE USED FOR PURPOSES OF CONTACT TRACING.

IN ADDITION, SHAREHOLDERS ARE KINDLY REQUESTED TO MAKE MAXIMUM USE OF THE SHAREHOLDER OPTIONS TO REMOTELY PARTICIPATE AND VOTE. MORE PARTICULARLY, SHAREHOLDERS ARE REQUESTED TO CAST THEIR VOTE PRIOR TO THE MEETING BY VOTING LETTER VOTE OR BY (ELECTRONIC) PROXY.

FINALLY, SHAREHOLDERS WHO DO NOT PERSONALLY PARTICIPATE IN THE SPECIAL SHAREHOLDERS' MEETING WILL BE OFFERED THE POSSIBILITY TO FOLLOW THE PROCEEDINGS OF THE SPECIAL SHAREHOLDERS' MEETING PER LIVE WEBCAST (PROVIDED THAT, FOR CLARITY, FOR CASTING THEIR VOTE AT THE SPECIAL SHAREHOLDERS' MEETING, REMOTELY, REFERENCE IS MADE TO THE PREVIOUS PARAGRAPH.)

AGENDA SPECIAL SHAREHOLDERS' MEETING

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

Proposed resolution: On the recommendation of the board of directors, the special shareholders' meeting resolves to approve an intermediate dividend per share of EUR 1.375, or in total EUR 150.1 million on the date of 29 October 2020, payable as from 8 December 2020, 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.

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 **19 November 2020 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 27 November 2020**, notify their intention to participate in the special 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 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 accounts on the registration date, which such shareholder has indicated that it wants to participate with at 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.

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) or (iii) by letter.

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 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.

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 **27 November 2020 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.
- the written power of attorney:
 - the model of proxy 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) must be used;
 - with respect to the **special shareholders' meeting** 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 e-mail to 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 **27 November 2020 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). The form for voting by letter must be signed in writing.
- The form must reach the Company by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of the Company Secretary, or by e-mail to corporategovernance@telenetgroup.be.

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

4. Miscellaneous

a. Webcast

Each shareholder who has issued voting instructions (in accordance with the formalities set out in points 3.b. and 3.c. above) and who does not wish to be present in person at the special shareholders' meeting, can follow the proceedings via a live webcast.

Participation to the webcast takes place via the following procedure:

- Each shareholder who has issued voting instructions (in accordance with the formalities set out in points 3.b and 3.c above) and wishes to be granted access to the webcast, is requested to communicate to the Company or ABN Amro (whether or not through the accredited account holder or settlement institution) an e-mail address at which it wishes to receive further explanation and instructions. Subsequently, the shareholder must register for the webcast via the link communicated by e-mail.
- Access to the webcast is possible on 3 December 2020 from 9:30 am (30 minutes before the start of the special shareholders' meeting) via the link as communicated by email.
- There will be no possibility for shareholders to ask questions via the webcast during the special shareholders' meeting. Questions about agenda items can be submitted in writing prior to the special shareholders' meeting in accordance with item 4.c. below.
- Voting is only possible prior to the special shareholders' meeting and is also an admission condition for participation in the webcast (as described above).

For further questions regarding the following of the the webcast or if you still wish to participate in the webcast and you have not received an e-mail from ABN AMRO, please contact ABN AMRO at the following e-mail address (ava@nl.abnamro.com).

b. 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 e-mail to corporategovernance@telenetgroup.be, **before or at the latest on 11 November 2020**.

If applicable, the Company will publish (an) updated agenda, before or at the latest **on 18 November 2020**. 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.

c. 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 e-mail at corporategovernance@telenetgroup.be, **before or at the latest on 27 November 2020**. Written and oral questions will be discussed during the meeting in accordance with applicable law.

d. Documents

The following documentation is available on the Company's website (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);
- 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 e-mail to corporategovernance@telenetgroup.be.

e. 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 annual 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 annual 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 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.