Power of attorney
Special general shareholders' meeting

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

Original Dutch version to be delivered to Telenet Group Holding NV
*(the **Company**)*
at the latest on 28 November 2019:

per mail at:
Telenet Group Holding NV
Investor Relations
Liersesteenweg 4
2800 Mechelen, Belgium

or per mail at:
Telenet Group Holding NV
Investor Relations
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 _____ *shares of Telenet Group Holding NV*

(number)

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 BVBA

Please tick the appropriate box

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

2   *IDw Consult BVBA, 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 547bis, § 4 of the Belgian Companies Code. 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 547bis, § 4 of the Belgian Companies Code 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 Special General Shareholders' Meeting of Telenet Group Holding NV, which will be held on **Wednesday, 4 December 2019** 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.   **Intermediate dividend totaling EUR 63.2 million (gross)**

   Proposed resolution: The special general meeting resolves 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.

☐ I AGREE	☐ I DO NOT AGREE	☐ ABSTENTION

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

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

☐ I AGREE	☐ I DO NOT AGREE	☐ ABSTENTION

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 special general meeting during the meeting subject to compliance with the Belgian Company Code 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 company code, 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 533ter of the Company Code, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions **by 19 November 2019 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 special general 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 …………………………………………………. 2019.

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

Signature(s):…………………………………………………………………………………………………