

**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.*

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, currently IDW Consult BV, represented by its permanent representative Mr Bert De Graeve, as proxy-holder, 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 Annual General Shareholders' Meeting of Telenet Group Holding NV, which will be held on **Wednesday, 29 April 2020** 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, 2019.
- 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, 2019.
- 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, 2019, 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, 2019, and of the proposed allocation of the result, including the approval of a dividend of EUR 1.3050 per share gross, payable as from 6 May 2020. This represents an aggregate amount of EUR 143.2 million gross as per 20 March 2020 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"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<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, 2019.

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, 2019.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- 5. 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, 2019, for the exercise of their mandate during said financial year.

5.a/ Bert De Graeve (IDw Consult BV)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.b/ Jo Van Biesbroeck (JoVB BV)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.c/ Christiane Franck	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.d/ John Porter	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.e/ Charles H. Bracken	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.f/ Manuel Kohnstamm	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.g/ Severina Pascu	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.h/ Amy Blair	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.i / Enrique Rodriguez	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
5.j/Diederik Karsten	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION

6. 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, 2019.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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7. 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, if applicable, upon nomination as stated in Article 18 of the articles of association of the Company. 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, upon nomination in accordance with Article 18.1 (ii) of the articles of association, of Mr. Charles H. Bracken as director of the Company, remunerated as set forth below under (b) for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2024 which will be held to deliberate on the financial statements of the financial year ended on December 31, 2023.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (b) The mandate of the director appointed in accordance with item 7(a) of the agenda, is remunerated in accordance with the resolutions of prior general shareholders' meetings, in particular (i) a fixed annual remuneration of EUR 12,000 and (ii) an attendance fee of EUR 2,000 for attended meetings of the board of directors. The fixed remuneration will only be payable if the director has participated in at least half of the scheduled board meetings. No separate remuneration is provided for meetings of the committees of the board of directors.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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8. Re-appointment of the statutory auditor

Proposed resolution: Reappointment of KPMG Bedrijfsrevisoren CVBA (B00001), Luchthaven Brussel Nationaal 1K, 1930 Zaventem, as statutory auditor of the Company, charged with the audit of the statutory and consolidated annual accounts of the Company, for a period of three (3) years. The mandate will expire at the closing of the general meeting called to approve the accounts for the year ending December 31, 2022. KPMG Bedrijfsrevisoren CVBA has designated Mr. Götwin Jackers (IBR No. 2158), bedrijfsrevisor / réviseur d'entreprises, as permanent representative. The fees of the statutory auditor for the audit of the statutory annual accounts of the Company for the year ending December 31, 2020 amount to EUR 9,572. The fees for the audit of the other companies included in the consolidation and for which KPMG Bedrijfsrevisoren CVBA has been appointed as statutory auditor, amount to EUR 1,293,714 for the year ending December 31, 2020.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<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 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 6 May 2019 to (selected) employees of the Company, which may grant rights that either could have an impact on the Company's equity or could give rise to 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="radio"/> 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 special general 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 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

¹Absence of instructions on this form 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):.....