Statement Telenet Group Holding NV of September 11, 2018

Introduction

Telenet consistently strives to maintain an open dialog with its shareholders and other stakeholders. In recent months, Telenet has constructively engaged with Lucerne and other shareholders and stakeholders through various contacts, including investor roadshows and conferences hosted in Belgium and the main financial centres.

Telenet places high importance on its investor outreach program and regularly discusses investor feedback and shareholder' views during its plenary board meetings. The board of directors takes concerns expressed by minority shareholders and other stakeholders seriously and seeks to respond with the greatest transparency possible within regulatory, legal and commercial constraints. Telenet has sought to engage in a constructive manner with Lucerne. Following meetings, amongst others, with both the Company's CEO and Chairman of the board of directors in December 2017, mid-February 2018, early May 2018 and early July 2018, Telenet looks forward to meeting Lucerne on 12 September 2018 in New York at the Goldman Sachs Communacopia Conference as part of a series of investor meetings.

The board of directors confirms that Lucerne has tabled proposals for the forthcoming special shareholders' meeting. Unfortunately, the request does not comply with applicable law, as these proposals cover areas such as capital allocation strategy which do not fall within the competence of the shareholders' meeting, but rather the board of directors. In addition, the formal certification requirements of the Belgian Company Code were not complied with. Therefore, these proposals will not be formally tabled for the upcoming special shareholders' meeting. However, as always, Telenet remains open to address any queries on these subjects at the special shareholders' meeting.

Executing against the anticipated shareholder remuneration timeline

In February 2018, the board of directors reconfirmed the Company's leverage framework of 3.5x to 4.5x Net Total Debt to Consolidated Annualized EBITDA, but now based on net total leverage versus net covenant leverage previously. As previously communicated, the board of directors believes that net total leverage provides a more accurate picture of the Company's underlying debt commitments, whereas the net covenant leverage ratio generally excludes both vendor financing-related and lease-related liabilities. Moreover, the Consolidated Annualized EBITDA agreed with lenders under the net covenant leverage ratio includes unrealized synergies related to acquisitions. The Company discloses both leverage metrics in its quarterly earnings release, including a detailed calculation through its quarterly Investor & Analyst Toolkit. Both documents can be retrieved from the Company's investor relations website.

As part of these discussions, the board of directors also considered different forms of shareholder remuneration in view of Telenet's full year results, balance sheet and leverage framework. In light of the circumstances and prospects then existing, the board of directors did not decide on any other form of distribution other than the Share Repurchase Program 2018, consistent with the Share Repurchase Program 2017. Under this program, Telenet sought to acquire from time to time its common stock, for a maximum of 1.1 million shares or a maximum consideration of €75.0 million, up to 31 December 2018. In its full year earnings release of 13 February 2018, Telenet stated that the board of directors would continue to assess potential shareholder distributions throughout the course of the year.

At the end of June 2018, the Company's net total leverage ratio reached 3.8x versus 4.0x at the end of March 2018. Following the confirmed decrease in the Company's net total leverage framework, the Company announced significant steps with regards to its capital allocation framework and proposed shareholder remuneration.

At the end of June 2018, Telenet announced a €300.0 million share repurchase program (the "Share Repurchase Program 2018bis"). This program succeeded the previous Share Repurchase Program 2018, which commenced on 13 February 2018 and under which 526,637 shares had been repurchased for an aggregate amount of €28.9 million. Under this program, Telenet will seek to repurchase up to €300.0 million of its own shares, or up to 7.5 million shares, by the end of June next year (partially subject to the renewal of the share buy-back mandate by the AGM in April 2019). By the end of August 2018, nearly 1.6 million shares had been repurchased for an aggregate amount of €69.1 million, equivalent to around 23% of the aforementioned share repurchase program. Consequently, the Company held just over 4 million own shares, equivalent to 3.4% of the total outstanding shares. The Company will continue to use excess cash and cash equivalents to repurchase shares under the aforementioned program. In the 25 June 2018 press release in respect of the "Share Repurchase Program 2018bis", Telenet also stated that it would revert on additional forms of shareholder remuneration in the second half of 2018.

Then, in conjunction with the announcement of the half year 2018 results, Telenet's board announced, having again considered different forms of shareholder remuneration in view of Telenet's half year results, balance sheet and leverage framework and in light of the circumstances and prospects then existing, to propose a €600.0 million extraordinary dividend, subject to approval of the special shareholders'meeting to be convened on 26 September 2018. Consistent with the board's previously stated intention to revert on additional forms of shareholder remuneration in the second half of the year, the board's decision was supported by a series of elements, including, amongst other factors, (i) the board's assessment of any meaningful short-term M&A opportunities within the markets and segments the Company operates, as well as (ii) the confirmed decrease in the Company's net total leverage from 4.0x end-March 2018 to 3.8x end-June 2018 on the back of a robust 9% rebased Adjusted EBITDA growth in Q2 2018. The final dividend per share amount will be determined on 25 September 2018 based on the number of dividend-entitled shares at that time as treasury shares are not entitled to receive dividends. Should the special shareholders' meeting approve the extraordinary dividend, Telenet intends to pay the extraordinary dividend on 4 October 2018 with the ex-dividend date being set at 2 October 2018 (from 1 October 2018 previously communicated) and the record date at 3 October 2018.

2018 will be the final year as part of Telenet's medium-term outlook as presented in April 2016 during its 2016 Capital Markets Day. On 1 August 2018, Telenet reconfirmed its full year outlook, including 7-8% rebased Adjusted EBITDA growth. Consequently, the Company is on track to deliver on its medium-term outlook with a 6-7% Adjusted EBITDA CAGR over the 2015-2018 period on a rebased basis. Telenet will host a Capital Markets Day on 5 December 2018 at which the Company will elaborate on its strategic value drivers for the future and detail its financial outlook for the medium term, including its proposed capital allocation framework within the boundaries of the aforementioned net total leverage profile.

We refer to the attached Q&A document, which addresses the questions raised by Lucerne in its letters of 20 July 2018, 21 August 2018 and 4 September 2018.