



**Power of attorney extraordinary
general shareholders' meeting**

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

*To be returned (together with Dutch version)
by mail at the latest on April 20, 2017 to:*

Telenet Group Holding NV
Bart van Sprundel, Company Secretary
Liersesteenweg 4, PB 54
2800 Mechelen, Belgium

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 following person as proxy-holder, with right of substitution:

Mr/Mrs (name and First name)¹
(Adress).....

The President of the board of directors of the company, IDw Consult BVBA, with Mr. Bert De Graeve as permanent representative²

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 Mr. Bert De Graeve as permanent representative) as proxy-holder.

² IDw Consult BVBA (with Mr. Bert De Graeve as permanent representative) 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 Company Code. 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 vote in favor of the proposed resolutions which are supported by the board of directors.

*To represent it/him/her at the Extraordinary General Shareholders' Meeting of Telenet Group Holding NV, which will be held on **Wednesday, April 26, 2017** as from **2.00 p.m. CET** with the following agenda (and any other meeting which would be held later with the same agenda):*

1. Report of the board of directors in respect of the renewal of the powers regarding the authorized capital

Communication, discussion and filing of the special report of the board of directors in accordance with article 604 of the Belgian Companies Code, wherein the board proposes to renew the powers regarding authorized capital and indicates the circumstances in which the board of directors will be able to use its powers under the authorized capital, and the purposes that it shall pursue.

2. Renewal of the powers of the board of directors under authorized capital - Amendment of the articles of association

Proposed resolution: The meeting resolves to renew the powers of the board of directors in connection with the authorized capital as follows:

(a) The board of directors will be authorized to increase the capital of the company on one or several occasions by a maximum amount of five million euro (€ 5,000,000.00).

This authorization is valid for a period of five (5) years as from the date of publication in the Annex to the Belgian Official Journal of an extract of the minutes of the extraordinary shareholders' meeting of the company held on April 26, 2017, granting the authorization, and will for the remainder have the modalities and conditions as set forth below.

(b) In light of the provisions set forth in paragraph (a), article 7 of the articles of association will be amended and reformulated as follows:

"Article 7: Authorized Capital

By virtue of a resolution of the extraordinary general shareholders' meeting held on April 26, 2017, the board of directors may increase the capital of the company on one or several occasions by a maximum amount of € 5,000,000.00.

This authorization is valid for a period of five years as from the date of publication in the Annex to the Belgian Official Journal of an extract of the minutes of the extraordinary shareholders' meeting of the company held on April 26, 2017.

These powers of the board of directors can be renewed.

The board of directors may increase the capital by contributions in cash or in kind within the limits of applicable law, by capitalization of reserves, whether available or unavailable for distribution, with or without the issuance of new shares (with or without voting rights). The board of directors may also use this authorization for the issuance of convertible bonds, warrants or bonds to which warrants or other securities are attached, and for the issuance of other securities.

In accordance with the applicable provisions of the articles of association and applicable law, when using its powers under the authorized capital, the board of directors may, in the interest of the company, limit or cancel the preferential



subscription right, including in favour of one or more specific persons other than personnel of the company or of its subsidiaries.

Where, in the event of a capital increase decided by the board of directors pursuant to the authorized capital, an issue premium is paid, this issue premium will be automatically booked under the account "Issue premium", which shall, like the share capital, serve as the guarantee for third parties, and which can, except the possibility to convert this reserve into share capital, only be reduced or cancelled on the basis of a new lawful resolution of the general shareholders' meeting passed in the manner required for an amendment to the company's articles of association.

When using its powers under the authorized capital, the board of directors is authorized, with power of substitution, to amend the company's articles of association to reflect the outstanding share capital and outstanding shares."

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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3. *Change of the date of the annual general shareholders' meeting - Amendment of the articles of association*

Proposed resolution: The meeting decides to replace the date of the annual general shareholders' meeting from the last Wednesday of the month of April at 3:00 p.m. to the last Wednesday of the month of April at 10 a.m., and for the first time in the year 2018, and amending the first sentence of Article 31: Annual, special and extraordinary general shareholders' meeting of the articles of association accordingly:

"The annual general shareholders' meeting shall be convened each year on the last Wednesday of the month of April at 10:00 a.m."

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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4. *Amendment of the articles of association*

Proposed resolution: The meeting decides to:

- rephrase the last sentence of Article 2: Name of the articles of association as follows:

"The company has the capacity of a company that is making, or has made, a public appeal on savings, as provided in the Belgian Company code, and is a company whose shares are admitted to trading on a regulated market within the meaning of article 4 of the Belgian Company Code."

- amend the first sentence of Article 3: Registered office of the articles of association to the decision of the board of directors of April 26, 2016, published in the annexes to the Belgian Official Gazette of June 27, 2016 under number 16087654 pursuant to which the registered office of the company was



transferred from 2800 Mechelen, Liersesteenweg 4 to the present address, and amending the sentence as follows:

“The registered office of the company is located at 1200 Sint-Lambrechts-Woluwe (Brussels), Neerveldstraat 105, in the judicial district Brussels, Dutch division.”

- delete the Temporary provision regarding bearer shares at the end of Article 9: Nature of the Shares of the articles of association;
- delete the words “bearer shares or” in the last sentence of Article 16: Declaration of transfer of the articles of association;
- delete the fourth sentence of point 17.2 in Article 17: Acquisition and transfer of own shares of the articles of association; and
- replace the words “Banking, Finance and Insurance Commission” by “Financial Services and Markets Authority (FSMA)” in Article 45: Transparency Obligations of the articles of association.

<input type="checkbox"/> 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 do all what is necessary or useful to execute this proxy, with a promise of ratification.

The Undersigned hereby ratifies and approves all acts carried out by the aforementioned proxy holder. 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, the proxy holder will always vote in favor of the proposed resolution, possibly as amended at the meeting.

In case of amendments to the agenda and proposed additional resolutions as mentioned in article 533ter of the Belgian Company Code, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions no later than on or before Tuesday, April 12, 2017 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: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.*

Done at, on 2017.

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

Signature(s):.....