

**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.***

*Original Dutch version to be delivered to Telenet Group Holding NV
(the Company)
at the latest on Thursday 18 April 2019:*

per mail at:
Telenet Group Holding NV
Investor Relations
Liersesteenweg 4, PB 54
2800 Mechelen, Belgium

or per mail at:
Telenet Group Holding NV
Investor Relations
Neerveldstraat 105
1200 Sint-Lambrechts-Woluwe, Belgium

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 President 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 Extraordinary General Shareholders' Meeting of Telenet Group Holding NV, which will be held on **Wednesday, 24 April 2019** as from **11.30 a.m. CET** with the following agenda (and any other meeting which would be held later with the same agenda):

1. Cancellation of shares

Proposed resolution: The cancellation of 1,1881,040 own shares, acquired by the Company in accordance with article 620, §1 of the Belgian Companies Code under the current share repurchase program (the so-called Share Repurchase Program 2018bis), i.e. the cancellation of the number of shares above the balance of 3.7 million shares repurchased under the 2018b Share Repurchase Program, whereby the remainder allows the Company to meet its obligations towards its employees under its stock option plans. In view of the reduced number of outstanding shares as a result of this cancellation, the Company will generate a higher profit per share and operational free cash flow per share, which has a positive effect on the underlying valuation parameters of the Company. The unavailable reserve created for the acquisition of own shares as provided for in article 623 of the Belgian Companies Code will be transferred to the available reserves.

Article 6 of the articles of association will be amended and reformulated as follows:

“The share capital of the company amounts to € 12,799,049.40. It is represented by 115,835,283 shares without nominal value, each of which represents an equal portion of the share capital. The share capital has been fully and unconditionally subscribed for and is fully paid up. All Shares are normal Shares except for:

- (1) the 30 Golden Shares, which have the same rights and benefits as the common Shares except when expressly provided for otherwise in these Articles of Association;*
- (2) the 94,843 Liquidation Dispreference Shares, which have the same rights and benefits as the common Shares except when expressly provided for otherwise in these Articles of Association.”*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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2. Authorization to acquire own securities

Proposed resolution: decision to grant a special authorization to the Company to acquire own shares and profit certificates, and certificates relating thereto, and consequently, to resolve as follows:

The board of directors of the Company, a directly controlled subsidiary of the Company or a person acting in its own name but for the account of the Company or such subsidiary, is authorized, in accordance with applicable law and the relevant provisions of the Company's articles of association, to (a) acquire shares and profit certificates of the Company, and certificates relating thereto, by acquisition, purchase, exchange or otherwise, up to the maximum number as set forth in the applicable legislation, calculated on each date of purchase, at a price per share, respectively per profit certificate, (x) that must be at least equal to 80 % of the average of the closing prices of the shares of the company, on a “per share” basis, as traded on Euronext Brussels (or any other regulated market or trading platform on which the shares of the Company are traded at that time at the initiative of the

company) during a term of thirty (30) calendar days preceding the acquisition, and (y) which cannot exceed 120 % of the average of the closing prices of the shares of the company, on a “per share” basis, as traded on Euronext Brussels (or any other regulated market or trading platform on which the shares of the Company are traded at that time at the initiative of the Company) during a term of thirty (30) calendar days preceding the acquisition.

The aforementioned authorization also applies to the taking of pledges on shares and profit certificates of the company, and certificates relating thereto, by the company itself, by a directly controlled subsidiary of the company, or by a person acting in its own name but for the account of the company or such subsidiary. This authorization is valid for a period of 5 years.

<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 vote on decisions to be taken by the extraordinary 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 Tuesday, 9 April 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 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):.....