

**Power of attorney ordinary
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 April 19, 2018:

per mail at:
Telenet Group Holding NV
Bart van Sprundel, Company Secretary
Liersesteenweg 4, PB 54
2800 Mechelen, 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 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 Annual General Shareholders' Meeting of Telenet Group Holding NV, which will be held on **Wednesday, April 25, 2018** 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, 2017.

2. Communication and approval of the statutory financial statements

Communication and approval of the statutory financial statements for the financial year ended on December 31, 2017, and of the proposed allocation of the result.

Proposed resolution: approval of the statutory financial statements for the financial year ended on December 31, 2017, including the allocation of the result as proposed by the board of directors.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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3. Reports on the consolidated financial statements

Communication of and discussion on the annual report of the board of directors and the report of the statutory auditor on the consolidated financial statements for the financial year ended on December 31, 2017.

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, 2017.

Proposed resolution: approval of the remuneration report for the financial year ended on December 31, 2017.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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5. Communication of and discussion on the consolidated financial statements

Communication of and discussion on the consolidated financial statements for the financial year ended on December 31, 2017.

6. Discharge and interim discharge from liability to the directors

6.i. Proposed resolution: to grant discharge from liability to the directors who were in office during the financial year ended on December 31, 2017, for the exercise of their mandate during said financial year.

6.i.a/ Bert De Graeve (IDw Consult BVBA)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
6.i.b/ Jo Van Biesbroeck (JoVB BVBA)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
6.i.c/ Christiane Franck	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
6.i.d/ John Porter	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
6.i.e/ Charles H. Bracken	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
6.i.f/ Jim Ryan	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
6.i.g/Diederik Karsten	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
6.i.h/ Manuel Kohnstamm	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
6.i.i/ Dana Strong	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
6.i.j/Suzanne Schoettger	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION

6.ii. Proposed resolution: to grant interim discharge from liability to Ms. Dana Strong and Ms. Suzanne Schoettger who were in office during the financial year ending on December 31, 2018 until their voluntary resignation on April 25, 2018, for the exercise of their mandate during said period.

<u>6.ii.a/</u> Dana Strong	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
<u>6.ii.b/</u> Suzanne Schoettger	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION

7. 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, 2017.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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8. Resignation and appointment of directors

Taking into account the advice of the remuneration- and nomination committee of the board of directors of the Company, the board of directors 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 persons proposed to be appointed and their resume, reference is made to the declaration on corporate governance in the annual report of the board of directors.

Proposed resolutions:

- a) Acknowledgement of the voluntary resignation of Ms. Dana Strong as director of the Company with effect as of April 25, 2018.
- b) Acknowledgement of the voluntary resignation of Ms. Suzanne Schoettger as director of the Company with effect as of April 25, 2018.
- c) Re-appointment, upon nomination in accordance with Article 18.1(i) of the articles of association, of IDw Consult BVBA (with permanent representative Bert De Graeve) as “independent director”, in accordance with article 526ter of the Belgian Companies Code, article 2.3 of the Belgian Corporate Governance Code and Article 18.1 (i) and 18.2 of the articles of association of the Company, remunerated as set forth below under (h), for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2022. The reasons based upon which IDw Consult BVBA (with permanent representative Bert De Graeve) is accorded the status of independent director are as follows: (i) IDw Consult BVBA (with permanent representative Bert De Graeve) meets the minimum criteria provided for in article 526ter of the Belgian Companies Code, and (ii) Bert De Graeve, permanent representative of IDw Consult BVBA, has (a) an acknowledged expertise in the field of both telecommunications and media, (b) a high level of local expertise with extensive international business knowledge and (c) an extraordinary level of strategic and financial expertise.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- d) Re-appointment, upon nomination in accordance with Article 18.1(i) of the articles of association, of Ms. Christiane Franck as “independent director”, in accordance with article 526ter of the Belgian Companies Code, article 2.3 of the Belgian Corporate Governance Code and article 18.1 (i) and 18.2 of the articles of association of the Company, remunerated as set forth below under (h), for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2022. The reasons based upon which Ms. Christiane Franck is accorded the status of independent director are as follows:

Ms. Christiane Franck (i) meets the minimum criteria provided for in article 526ter of the Belgian Companies Code, and (ii) (a) has a strong level of service company experience, (b) extensive strategic know-how and (iii) is familiar with the Belgian context in which Telenet operates.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- e) Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Jim Ryan as director of the Company, remunerated as set forth below under (h) for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2022.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- f) Appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Ms. Amy Blair as director of the Company, remunerated as set forth below under (h), for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2022.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- g) Appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Ms. Severina Pascu as director of the Company, remunerated as set forth below under (h), for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2022.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- h) The mandates of the directors appointed in accordance with item 8(a) up to (g) of the agenda, are remunerated in accordance with the resolutions of the general shareholders' meeting of April 28, 2010, April 24, 2013 and April 26, 2017, in particular:

- a. For IDw Consult BVBA as independent director and chairman of the board of directors: (i) a fixed annual remuneration of €120,000 as chairman of the board of directors, (ii) an attendance fee of €3,500 as independent director for board meetings with a maximum of €24,500 per year, and (iii) an attendance fee per meeting of €2,000 for attending meetings of the Remuneration and Nomination Committee.
- b. For Christiane Franck as independent director and member of the Audit Committee: (i) a fixed annual remuneration of €45,000, (ii) an attendance fee of €3,500 as independent director for board meetings with a maximum of €24,500 and (iii) an attendance fee per meeting of €3,000 for attending meeting of the Audit Committee.
- c. For directors nominated and appointed in accordance with Article 18.1 (ii) of the articles of association: (i) a fixed annual remuneration of €12,000 and (ii) an attendance fee of €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 these directors attending Committee meetings.

<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 556 of the Belgian Companies Code

Proposed resolution: Ratification and approval, in as far as needed and applicable, in accordance with Article 556 of the Belgian Companies Code, of the terms and conditions of the share option plan issued on 8 June 2017 (ESOP 2017) and 25 September 2017 (ESOP 2017bis) to (selected) employees issued by the Company, which may grant rights that either could have an impact on the Company’s equity or could give rise to a liability or obligation of the Company in case of a change of control over the Company.

<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 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 aforementioned, 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 10, 2018 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 2018.

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

Signature(s):.....