

**Power of attorney  
Extraordinary general shareholders' meeting  
to be held on 6 December 2022**

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

Dutch version to be delivered to Telenet Group Holding NV  
(the Company)  
at the latest on 30 November 2022:

per mail at:  
Telenet Group Holding NV  
Company Secretary  
Liersesteenweg 4  
2800 Mechelen, Belgium

or per e-mail to:  
[corporategovernance@telenetgroup.be](mailto: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 following person as proxy-holder, with right of substitution:*

Mr/Mrs (name and first name) .....<sup>1</sup>  
(Adress).....

The Chairman of the board of directors of the Company, Mr. Jo Van Biesbroeck, permanent representative of JoVB BV

*Please tick the appropriate box*

<sup>1</sup> Please complete. The absence of a specific instruction will be considered as an appointment of JoVB BV, with permanent representative Mr. Jo Van Biesbroeck, as proxy-holder.

<sup>2</sup> JoVB BV, with as permanent representative Mr. Jo Van Biesbroeck, 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 7:143 of the Code of Companies and Associations. 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.

<sup>3</sup> If a designated proxy-holder is appointed, the above procedure of article 7:143 of the Code of Companies and Associations 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 **Tuesday, 6 December 2022** with the following agenda (and any other meeting which would be held later with the same agenda):

**1. Transfer of Golden Shares**

Proposed resolution: Amendment and restatement of article 15.1 of the articles of association as follows:

“Article 15.1:

*15.1 Golden Shares shall only be transferable but always be freely transferable to other associations between communes and to communes, provinces or any other public law entities or private companies directly or indirectly controlled by public law entities or Fluvius System Operator CV (“Public Law Entities”).*

*In case the existing holders or the transferees would no longer be Public Law Entities, these entities will Transfer the concerned Golden Shares to an entity which qualifies as Public Law Entity within four weeks as of the date on which they have legally ceased to be Public Law Entities.”*

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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**2. Acknowledgment of the proposed merger between Interkabel Vlaanderen CV, holder of 16 liquidation dispreference shares in Telenet Group Holding NV, and Fluvius System Operator CV, as a result of which the liquidation dispreference shares will be transferred by operation of law to Fluvius System Operator CV at the time of the proposed merger.**

**3. Cancellation of shares**

*Proposed resolution:* cancellation of six hundred thirty-one thousand eight hundred nineteen (631,819) own shares that the Company has acquired under the past and closed share repurchase programs. The unavailable reserve that has been created in accordance with the provisions of article 7:217 §2 of the Belgian Code of Companies and Associations, will be abrogated as set forth under article 7:219 §4 of the Belgian Code of Companies and Associations.

The text of paragraph 6.1 Capital and shares of Article 6: Capital - Shares of the articles of association will accordingly be amended as follows:

“6.1. Capital and shares

*The capital of the company amounts twelve million seven hundred and ninety-nine thousand forty-nine euro forty cents (€ 12,799,049.40).*

*It is represented by one hundred and twelve million one hundred and ten thousand (112,110,000) shares without par value, comprising*

- \* one hundred twelve million fifteen thousand one hundred twenty seven (112,015,127) Ordinary Shares;*
- \* thirty (30) Golden Shares;*
- \* ninety-four thousand eight hundred forty-three (94,843) Liquidation Dispreference Shares.*

*The capital has been fully and unconditionally subscribed for and is fully paid up.”*

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<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 general shareholders’ 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 the agenda and proposed additional resolutions as provided in article 7:130 of the Code of Companies and Associations, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft

resolutions by **21 November 2022 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 extraordinary general shareholders’ meeting):<sup>1</sup>

- 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. ....

<sup>1</sup> *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 ..... 2022.

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

Signature(s):.....