



Power of attorney general shareholders' meeting

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

*To be delivered at the registered seat of the Company (together with Dutch version)
at the latest on April 19, 2012 to:*

Telenet Group Holding NV
Dieter Nieuwdorp, VP Corporate Counsel
Lierssesteenweg 4
2800 Mechelen, 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. Frank Donck²

Please tick the appropriate box

¹ *Please fill in. The absence of a specific instruction will be considered as an appointment of Mr. Frank Donck as proxy-holder.*

² *Mr. Frank Donck 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 Annual General Shareholders' Meeting of Telenet Group Holding NV, which will be held as from 3.00 pm on Wednesday, April 25, 2012 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 fiscal year ended on December 31, 2011.

2. Communication and approval of the statutory financial statements

Communication and approval of the statutory financial statements for the fiscal year ended on December 31, 2011, and of the proposed allocation of the result.

Proposed resolution: approval of the statutory financial statements for the fiscal year ended on December 31, 2011, including the allocation of the result as proposed by the board of directors. The allocation includes the decision to pay a (gross) dividend of one euro (€1.00) per share, excluding the own shares acquired by the company in the framework of the Share Repurchase Program 2012 as determined at the meeting. The board of directors is authorized to determine and communicate the procedure and formalities, the ex-dividend date and the payment date of the dividend in accordance with applicable legislation and regulations.

The right to receive payment of the dividend will be represented by coupon number five (5), with corresponding arrangements for dematerialized shares.

<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 fiscal year ended on December 31, 2011.

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 fiscal year ended on December 31, 2011.

Proposed resolution: approval of the remuneration report for the fiscal year ended on December 31, 2011.

<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 fiscal year ended on December 31, 2011.

6. Discharge from liability to the directors

Proposed resolution: to grant discharge from liability to the directors who were in office during the fiscal year ended on December 31, 2011, for the exercise of their mandate during said fiscal year.



a/ Frank Donck	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
b/ Duco Sickinghe	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
c/ Alex Brabers	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
d/ André Sarens	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
e/ De Wilde J. Management BVBA (Julien De Wilde)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
f/ Friso van Oranje- Nassau	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
g/ Cytifinance NV (Michel Delloye)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
h/ Charles Bracken	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
i/ Jim Ryan	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
j/ Bernie Dvorak	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
k/ Ruth Pirie	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
l/ Niall Curran	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
m/ Diederik Karsten	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
n/ Manuel Kohnstamm	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
o/ Balan Nair	<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 fiscal year ended on December 31, 2011.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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8. **Resignation of director**

Communication of the voluntary resignation as director of the company by Mr. Niall Curran.

Proposed resolution: to approve the voluntary resignation as director of the company by Mr. Niall Curran.

9. **(Re)appointment of directors and remuneration**

Taking into account the advice of the remuneration & nomination committee of the board of directors of the company, the board of directors recommends adopting the following resolutions, upon nomination as stated in the articles of association of the company. For further information in relation to the parties involved and their résumé, reference is made to the declaration on corporate governance in the annual report of the board of directors and the website of the company.

Proposed resolutions:

- (a) Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Charles Bracken, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2016.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (b) Re-appointment, upon nomination in accordance with the articles of association, of Mr. Duco Sickinghe, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2016.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (c) Appointment, upon nomination in accordance with article 18.1(iii) of the articles of association, of Mrs. Angela McMullen, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2016.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (d) Appointment, upon nomination in accordance with Article 18.1(i) and article 18.2 of the articles of association, of Cytindus NV, represented by its permanent representative Mr. Michel Delloye, as "independent director", within the meaning of Article 526ter of the Belgian Company Code, clause



2.3 of the Belgian Corporate Governance Code and the articles of association of the company, for a term of 3 years, with immediate effect and until the closing of the general shareholders' meeting of 2015. It appears from the data available to the company as well as from the information provided by Mr. Michel Delloye, that he and the aforementioned company meet the applicable independence requirements.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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(e) The mandate of these directors will be remunerated in accordance with the resolution of the general shareholders' meeting of April 28, 2010.

<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 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, 2012 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.

Done at, on 2012.

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

Signature(s):.....