Change to capital structure and shareholder remuneration policy

Investor & Analyst Conference Call

August 13, 2012

telenet

Safe harbor disclaimer

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995.

Various statements contained in this document constitute “forward-looking statements” as that term is defined under the U.S. Private Securities Litigation Reform Act of 1995. Words like “believe,” “anticipate,” “should,” “intend,” “plan,” “will,” “expects,” “estimates,” “projects,” “positioned,” “strategy,” and similar expressions identify these forward-looking statements related to our financial and operational outlook, dividend policy and future growth prospects, which involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements or industry results to be materially different from those contemplated, projected, forecasted, estimated or budgeted whether expressed or implied, by these forward-looking statements. These factors include: potential adverse developments with respect to our liquidity or results of operations; potential adverse competitive, economic or regulatory developments; our significant debt payments and other contractual commitments; our ability to fund and execute our business plan; our ability to generate cash sufficient to service our debt; interest rate and currency exchange rate fluctuations; the impact of new business opportunities requiring significant up-front investments; our ability to attract and retain customers and increase our overall market penetration; our ability to compete against other communications and content distribution businesses; our ability to maintain contracts that are critical to our operations; our ability to respond adequately to technological developments; our ability to develop and maintain back-up for our critical systems; our ability to continue to design networks, install facilities, obtain and maintain any required governmental licenses or approvals and finance construction and development, in a timely manner at reasonable costs and on satisfactory terms and conditions; our ability to have an impact upon, or to respond effectively to, new or modified laws or regulations, pending debt exchange transactions, our ability to make value-accretive investments, and our ability to sustain or increase shareholder distributions in future periods. We assume no obligation to update these forward-looking statements contained herein to reflect actual results, changes in assumptions or changes in factors affecting these statements.

Adjusted EBITDA and Free Cash Flow are non-GAAP measures as contemplated by the U.S. Securities and Exchange Commission’s Regulation G. For related definitions and reconciliations, see the Investor Relations section of the Liberty Global, Inc. website (http://www.lgi.com). Liberty Global, Inc. is our controlling shareholder.

Policy changes to enhance returns to shareholders

1 **Net leverage to higher end of target range**

- **Target range** of 3.5-4.5x Net Total Debt to EBITDA(*) **maintained**
- **Objective** to move to **around 4.5x** from c.3.5x
- Higher net leverage supported by:
  - Strong cash flow generation
  - Stable business profile
  - Solid future growth
  - No significant acquisitions in the foreseeable future

2 **Future shareholder remuneration mainly via share repurchases**

- Underpins **future growth** potential
- **Tax neutral** for shareholders if in form of program (if in form of self-tender, for Belgian retail shareholders and other investors that cannot benefit from exemption or reduction, rate of the Belgian withholding tax is 21%)
- **Enhances flexibility for shareholder distributions** and increases FCF per share potential
- **Increase of ownership percentage** for remaining shareholders as repurchased shares will be cancelled

(*) Net leverage ratio is calculated as per the Senior Credit Facility definition, using net total debt, excluding subordinated shareholder loans, capitalized elements of indebtedness under the clientele and annuity fees and any other finance leases, divided by last two quarters' annualized EBITDA.

Immediate actions

1 **Incurrence of additional debt**

- **Opportunistic time** to raise additional debt financing
- Further **improvement** of long-term capital structure
- Proceeds of any additional debt are intended to be used to fund a share buy-back
- Telenet is targeting a Net Total Debt to EBITDA ratio of around 4.5x (*)

(*) Net leverage ratio is calculated as per Senior Credit Facility definition, using net total debt, excluding subordinated shareholder loans, capitalized elements of indebtedness under the clientele and annuity fees and any other finance leases, divided by last two quarters' annualized EBITDA

2 **Share buy-back of €656.4 million via self-tender offer**

- **Voluntary conditional tender offer**
- 20,673,043 shares or up to 18.2% of the share capital (**)
- Offer price of €35.0 per share (***)
- Majority shareholder LGI will not tender its shares
- Current €50.0 million Share Repurchase Program 2012, of which 91% has been executed, has been terminated

(**) Total number of shares issued by the Company including own shares currently held by the Company. These treasury shares represent 0.76% of the total number of shares.

(***) To be adjusted downwards by the gross amount of any distributions prior to the closing of the tender offer (including the €3.25 per share to be paid on August 31, 2012 pursuant to the capital decrease approved by the extraordinary shareholders' meeting on April 25, 2012).

Details about share repurchase plan via self-tender offer

Purpose

- Share buy-back **enhances flexibility for shareholder distributions** and increases FCF per share potential
- However, shareholders **with focus on cash only** returns can opt for voluntary tender offer

Form

- Self-tender in accordance with the Belgian tender offer rules for a **maximum of 20,673,043 shares, or 18.2% of the share capital of TGH NV (*), at a price of €35.0 per share** (to be adjusted downwards by the gross amount of any distributions prior to the closing of the tender offer, including the €3.25 per share capital return to be paid on August 31, 2012)
- **LGI**, Telenet's majority shareholder, **would not tender any shares in the tender offer,** but reserves its position concerning tendering in possible future repurchase programs. (**)
- **Each shareholder would be able to tender approximately 37% of the shares it owns** and tender additional shares by way of a pro ration mechanism (to the extent the tender offer is under-subscribed)

(*) Total number of shares issued by the Company including own shares currently held by the Company. These treasury shares represent 0.76% of the total number of shares.

(**) If the maximum number of shares is tendered and subsequently cancelled, LGI's shareholding in Telenet would increase from 50.04% to 61.18% of the share capital of Telenet and to 61.75% if treasury shares are not counted.

Details about share repurchase plan via self-tender offer

Conditions

- Telenet raising sufficient debt funding
- No material adverse change occurs with respect to the financial situation or prospects of Telenet or in the financial markets in general, including material adverse regulatory developments or the adverse outcome of material litigations
- Tender price not differing by more than 20% from the average of the closing prices of the Telenet shares during 30 days prior to the date of acquisition of the shares

Documents

- Bid prospectus and other required documentation will be filed with the Belgian Financial Services and Markets Authority in the course of September 2012
- As is required by the Royal Decree, the prospectus will include a valuation report by an independent expert appointed by the independent directors of Telenet

Retail Investors

- Payment of tender offer price will be subject to Belgian withholding tax of 21% for Belgian retail investors (increased to 25% if investment income exceeds €20,020 in taxable year) and for other Belgian or foreign investors not qualifying for exemption or reduced rate

Capital structure at 4.5x leverage and share repurchase improves FCF / share

Improved FCF / share(*)

- Continued strong cash flow generation post transaction
- Share buy-backs yield higher FCF per share under theoretical assumption that all FCF and proceeds from additional debt will be used to repurchase shares at e.g. €35/share (note: concept for illustrative purpose only)

ILLUSTRATIVE ONLY

		2013	2014	2015
3.5x leverage	FCF (€m)	287	304	295
	Shares (m)	113.5	113.5	113.5
	FCF / share (€)	2.5	2.7	2.6
4.5x leverage	FCF (€m)	230	245	235
	Shares (m) (1)	85.6	74.1	63.8
	FCF / share (€)	2.7	3.3	3.7
	FCF / share accreation	6%	23%	41%

Sufficient headroom under covenants

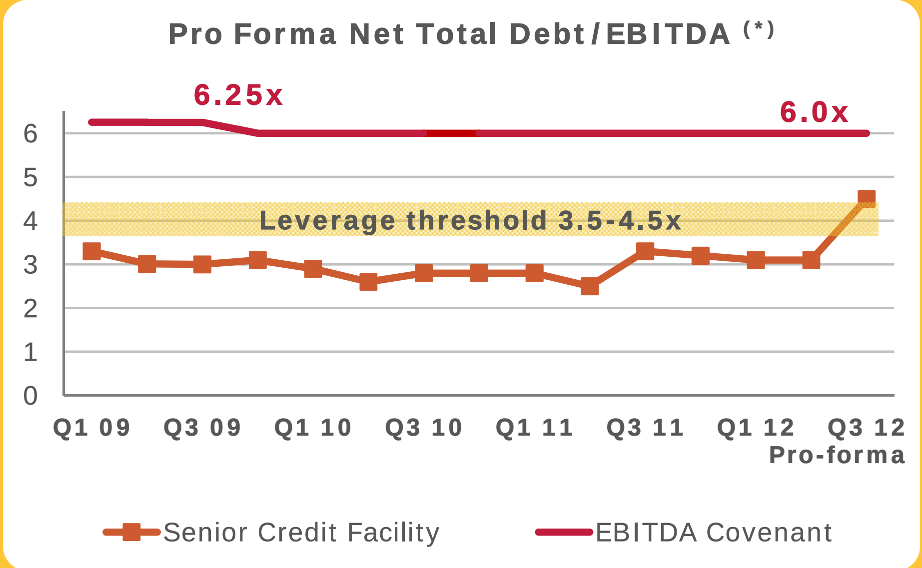
- Post transaction, sufficient headroom on covenants

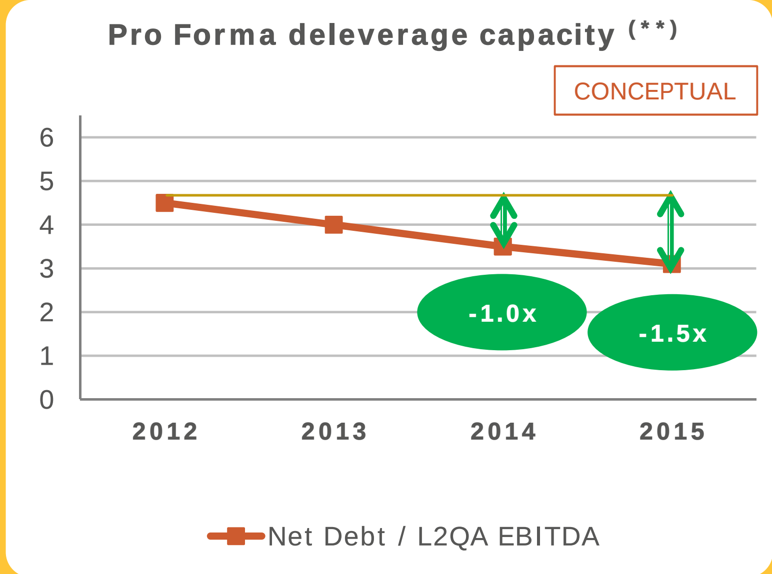
		2013	2014	2015
Covenant	Net debt / EBITDA	6.0	6.0	6.0
	EBITDA / Net interest	2.1	2.1	2.1
3.5x leverage	Net debt / EBITDA	3.5	3.5	3.5
	EBITDA / Net interest	4.3	4.2	4.2
4.5x leverage	Net debt / EBITDA	4.5	4.5	4.5
	EBITDA / Net interest	3.3	3.3	3.3

(*) All estimations are based solely on Bloomberg consensus as of August 7, 2012, do not reflect management projections and are included for informational purposes. The Company takes no responsibility for the accuracy of such data.

(1) Share count under 4.5x leverage scenario assumes that all FCF and proceeds from additional debt will be used to repurchase shares at a hypothetical price of €35/share.

Leverage to higher end of range while maintaining strong deleverage capacity



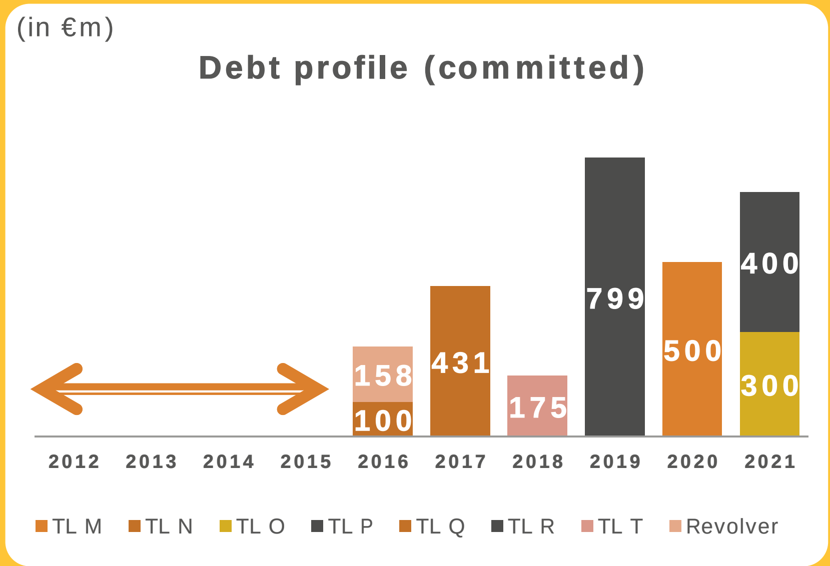


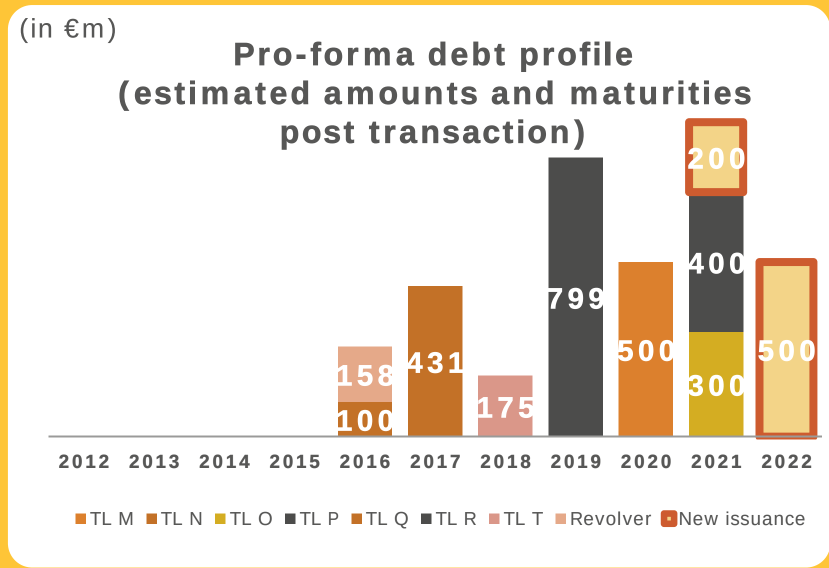
- Leverage ratio to **increase to around 4.4x** (pro-forma Q3'12) from 3.1x (Q2'12)
- Reflects planned €3.25 per share capital reduction (€369.2 million in aggregate) and proposed €656.4 million share buy-back
- Telenet maintains **strong autonomous deleverage capacity**
- Assuming all Free Cash Flow would be used for debt repayments, leverage would decrease by ~1.0x by 2014 and by ~1.5x by 2015

(*) Calculated as per Senior Credit Facility definition, using net total debt, excluding subordinated shareholder loans, capitalized elements of indebtedness under the clientele and annuity fees and any other finance leases, divided by last two quarters' annualized EBITDA.

(**) Conceptual, assuming that all FCF will be used to repay existing debt instruments. FCF based on Bloomberg consensus estimates as of Aug 7, 2012 that do not reflect management projections and are included for informational purposes. The Company takes no responsibility for the accuracy of such data.

Balanced debt profile remains unchanged





- Average maturity of ~7 years
- No debt repayments before 2016

- New issuance of €700 million equivalent with ~9-10 year or longer tenor
- Further extends average maturity

Enhanced shareholder return for 2012

	Initial shareholder return 2012	Amended shareholder return 2012
Regular dividend	**€1.00 per share** (paid May 10)	**€1.00 per share** (paid May 10)
Capital reduction	**€3.25 per share** (to be paid Aug 31)	**€3.25 per share** (to be paid Aug 31)
Share buy back	**€50.0m in total**	**€702.1m in total (*)**

(*) Of which €45.7m under the Share Repurchase Program 2012 as announced on Feb 16, 2012 and terminated on August 11, 2012.

Strong fundamentals to deliver long-term shareholder value

1 Future growth

- Convert 62% of 1P and 2P customers **to triple play**
- Repositioning in **mobile** and quadplay enhancing ARPU
- **Broadband market growth** from c.80% now to c.95% by 2015
- Convert 32% remaining analog TV base **to digital**

2 Invest and maintain leadership position

- **Continued investments** in fixed network (Pulsar node splitting project)
- Maintain **leadership position** on broadband speed and interactive digital TV platform
- Strong focus on **customer excellence** and loyalty

3 Sound financial profile

- **Balanced revenue mix** underlines defensive characteristics
- **Solid** EBITDA margins and **Free Cash Flow** generation
- **No debt maturities** before 2016, average maturity around 7 years
- Interest risks **fully hedged**

4 Strong share-holder potential

- Significant **availability of cash** at 4.5x leverage
- **Enhanced flexibility** for long-term shareholder distributions
- Stable leverage target of ~4.5x projects **attractive and recurring** shareholder distributions

Thank you.

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