

## TELENET GROUP HOLDING NV

Limited Liability Company under Belgian law  
Liersesteenweg 4 - 2800 Mechelen, Belgium  
RLP Mechelen 0477.702.333

### INVITATION TO AN EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

The board of directors of Telenet Group Holding NV invites the holders of securities issued by the company to an extraordinary general shareholders' meeting of the company before Notary Public.

#### GENERAL INFORMATION

**Date, time and location:** The extraordinary general shareholders' meeting will be held on **September 13, 2012 at 3.00 p.m.** at the registered office of the company or at any other place which will be indicated there. There is a quorum requirement for the extraordinary general shareholders' meeting (see also under "Extraordinary Shareholders' Meeting"). If the quorum for the extraordinary general shareholders' meeting would not be obtained, a second extraordinary general shareholders' meeting will be held on October 1, 2012 at 3.00 p.m. at the same location as the first meeting, unless indicated otherwise.

**Doors open:** In order to facilitate an expedient registration, the participants to the extraordinary general shareholders' meeting are requested to be present at least half an hour prior to the commencement of the meeting.

#### EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

**Agenda and proposed resolution:** The sole item on the agenda and proposed resolution for the extraordinary general shareholders' meeting, which, as the case may be, can be amended at the meeting by the Chairman of the board of directors, is as follows:

##### **Additional powers to cancel own shares**

**Proposed resolution:** to give additional powers to the Board of Directors to cancel all or part of the company's own shares acquired on the basis of the shareholders' authorization dated May 29, 2009 at the moment where it deems it necessary and where it considers it appropriate, together with the cancelation of the corresponding unavailable reserves, at the moment of the destruction, for the accounting value of such shares.

The Board of Directors is entitled to use this authorization at any time, on several occasions if it so wishes, and is entitled to determine freely the moment of the cancellation. In this respect, it is also authorized to make the correction to the number of shares mentioned in the articles of association and to have the corresponding amendments to the articles of association enacted before a notary by any member of the board of directors, acting separately, or by:

- a) Mr. Luc, Robert, Joanna MACHTELINCKX, residing in 2950 Kapellen, Mispelaarlaan 17;
- b) Mr. Dieter, Hans, Egon NIEUWDORP, residing in 3020 Winksele, Snoy et D'Oppuerslaan 13;

c) Mr. Jeroen DE SCHAUWER, residing in 2860 Sint-Katelijne-Waver, Zandstraat 40, each acting separately in their capacity of special proxyholders.

**Quorum:** In accordance with the Belgian Company Code, a quorum of at least 50% of the outstanding shares must be present or represented at the extraordinary shareholders' meeting in relation to the deliberation and voting of the respective items mentioned in the agenda of the extraordinary shareholders' meeting. If this quorum would not be obtained, a second extraordinary general shareholders' meeting will be held, unless announced otherwise. The quorum requirement will not apply to this second meeting.

**Voting:** Subject to the applicable legislation, each share entitles to one vote. In accordance with Article 537 of the Belgian Company Code, the holders of warrants issued by the company may attend the extraordinary general shareholders' meeting, hence with advisory vote only.

## PARTICIPATION TO THE GENERAL SHAREHOLDERS' MEETINGS

**Registration date:** The registration date for the extraordinary general shareholders' meeting shall be **Thursday August 30, 2012**, at midnight (12:00 a.m., Central European Time, GMT+1). Only persons owning securities of the company on August 30, 2012, at midnight (12:00 a.m., Central European Time, GMT+1) shall be entitled to participate and, as the case may be, vote at the extraordinary general shareholders' meeting.

**Conditions of admission:** In order to be admitted to the general shareholders' meetings of the company, the holders of securities issued by the company must comply with Article 536 of the Belgian Company Code and with the company's articles of association, and must fulfill the following formalities and make the following notifications:

- Firstly, the right for a holder of securities issued by the company to participate to and, as applicable, to vote at a general meeting is only granted on the basis of the registration of the securities concerned, on the registration date, either via a registration, in the applicable register book for the securities concerned, via a registration in the accounts of a certified account holder or relevant settlement institution for the securities concerned, or via a presentation at the counter of an office of ING Belgium of the securities concerned. The settlement institution, a certified account holder or financial intermediary must issue a certificate to the holder of dematerialized shares and/or physical bearer shares, confirming the number of dematerialized shares and/or physical bearer shares registered or presented at the registration date.
- Secondly, the holders of securities must notify the company or ING Belgium whether they want to participate to the meeting. The notice must reach the company by mail at its registered office (Liersesteenweg 4, 2800 Mechelen, Belgium) or by e-mail at [corporategovernance@staff.telenet.be](mailto:corporategovernance@staff.telenet.be) at the latest on the sixth calendar day prior to the extraordinary general shareholders' meeting, *i.e.* on or before Friday, September 7, 2012 at the latest. The notice to ING Bank can be made at the counters of ING Belgium on or before **Friday, September 7, 2012** at the latest. In addition, the holders of dematerialized securities or physical bearer shares should include with this notice the certificate delivered by the certified account holder, the applicable settlement institution, or the relevant financial intermediary, on the registration date and confirming the number of securities that were owned by them on the registration date.

**Powers of Attorney:** The holders of securities issued by the company, who wish to be represented by means of a power of attorney, are requested to use the proxy form established by the board of directors and that is made available at the registered office (Liersesteenweg 4, 2800 Mechelen, Belgium) and on the following website of the company: <http://investors.telenet.be>. The proxy must be signed in writing. Signed proxies must reach the company by registered mail at its registered office (Liersesteenweg 4, 2800 Mechelen, Belgium) on or before **Friday, September 7, 2012** at the latest. Furthermore, they must comply with the formalities for participation to the meetings, as described above.

**Voting by mail:** Each shareholder further has the right to cast its votes by mail. Votes by mail must be cast by means of the form made available at the company's registered office (Liersesteenweg 4, 2800 Mechelen, Belgium) and on the following website of the company: <http://investors.telenet.be>. The postal voting form must be signed in writing. Signed voting by mail forms must reach the company by registered mail at its registered office (Liersesteenweg 4, 2800 Mechelen, Belgium) on **Friday, September 7, 2012** at the latest. Furthermore, shareholders must comply with the formalities for participation to the meetings, as described above.

**Additional agenda items and proposed resolutions:** Shareholders who alone or together with other shareholders hold at least 3% of the outstanding shares of the company have the right to put additional items on the agenda of the extraordinary general shareholders' meeting and to table draft resolutions in relation to items that have been or are to be included in the agenda. If the required quorum for the extraordinary general shareholders' meeting is not reached and a second extraordinary general shareholders' meeting is convened, this right will not apply in relation to the agenda of the second extraordinary general shareholders' meeting. Shareholders wishing to exercise this right must prove on the date of their request that they own at least 3% of the outstanding shares. The ownership must be based: for bearer shares, on a certificate issued by a financial intermediary confirming the number of bearer shares that has been deposited; for dematerialized shares, on a certificate issued by the applicable settlement institution for the securities concerned, or by a certified account holder, confirming the number of securities that have been registered in the name of relevant shareholders; and, for registered shares, on a certificate of registration of the relevant shares in the share register book of the company. In addition, the shareholders concerned must, in any case, comply with the formalities to register for the meetings, with at least 3% of the outstanding shares. A request to put additional items on the agenda and/or to table draft resolutions must be submitted in writing, and must contain, in the event of an additional agenda item, the text of the agenda item concerned and, in the event of a draft resolution, the text of the draft resolution. The request must also mention the mail or e-mail address to which the company will send the confirmation of receipt of the request. The request must reach the company by mail at its registered office (Liersesteenweg 4, 2800 Mechelen, Belgium) or by e-mail at [corporategovernance@staff.telenet.be](mailto:corporategovernance@staff.telenet.be) at the latest on or before Wednesday, August 22, 2012. 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 Wednesday, August 29, 2012 at the latest. In addition, the company shall make amended forms available for votes by mail and votes by proxy. Proxies and votes by mail that reach the company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies and votes by mail apply, subject, however, to applicable law and the further clarifications set out on the proxy forms and postal voting form.

**Questions to the directors and/or the external auditor of the company:** Each shareholder has the right to ask questions to the directors or the external auditor of the company related to items on the agenda of a general shareholders' meeting, provided that he/she has complied with the formalities to register for the meeting as explained further in this notice. Questions can be asked during the meeting or can be submitted in writing prior to the meeting. Written questions must reach the company by mail at its registered office (Liersesteenweg 4, 2800 Mechelen, Belgium) or by e-mail at [corporategovernance@staff.telenet.be](mailto:corporategovernance@staff.telenet.be) at the latest on or before Friday, September 7, 2012. Written and oral questions will be answered during the meeting concerned in accordance with applicable law.

**Documents:** The following documentation is available on the company's website ([investors.telenet.be](http://investors.telenet.be)) as of thirty (30) days prior to the general shareholders' meetings: the notice convening the extraordinary general shareholders' meeting, the agenda and additional proposed resolutions or, if no resolutions are proposed, a commentary by the board of directors, updates of the agenda and proposed resolutions, in case of amendments to the agenda and proposed resolutions, a registration notice, the postal voting forms, and the proxy forms. Prior to the extraordinary general shareholders' meeting, holders of securities of the company can also obtain at the registered office of the company (Liersesteenweg 4, 2800 Mechelen, Belgium), free of cost, a copy of this documentation.

**Access to the meeting room:** The natural persons who attend the extraordinary general shareholders' meeting in their capacity as owners of securities, holders of proxies or representatives of a legal entity must be able to provide evidence of their identity in order to be granted access to the meeting room. In addition, the representatives of legal entities must hand over the documents establishing their capacity as corporate representative or attorney-in-fact.

The board of directors