



Power of attorney extraordinary 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 September 7, 2012 to:

Telenet Group Holding NV
Dieter Nieuwdorp, VP Corporate Counsel
Liersesteenweg 4
2800 Mechelen, Belgium

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)¹
(Adress).....

The Chairman 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 Extraordinary General Shareholders' Meeting of Telenet Group Holding NV, which will be held as from 3.00 pm on Thursday, September 13, 2012 with the following agenda (and any other meeting which would be held later with the same agenda):

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 cancellation 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.

<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 proposition mentioned in the agenda, and to modify or reject this;*
- *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 agenda item 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 Wednesday, August 29, 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):.....