



**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 April 18, 2013 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 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 Extraordinary General Shareholders' Meeting of Telenet Group Holding NV, which will be held on Wednesday, April 24, 2013 as from 3.00 PM CET with the following agenda (and any other meeting which would be held later with the same agenda):

Amendment to warrants as a result of the extraordinary dividend payment

Proposed resolution: decision to make, following and subject to the condition precedent of the resolution with respect to the extraordinary dividend payment set forth in item 2 of the agenda of the annual shareholders' meeting held before this meeting, the following amendments to the conditions and features of the warrants mentioned hereafter, and to the resolutions related thereto that have been approved in the past:

- (a) In this resolution, the following terms with a capital letter have the following meaning (unless the context requires otherwise):

"Share": "Share", as defined in the articles of association of the company;

"Warrant": each of the warrants, called (A) "Warrants 2007" which were issued by resolution of the extraordinary general shareholders' meeting of December 27, 2007, (B) "Warrants 2008", which were issued by resolution of the extraordinary general shareholders' meeting of May 29, 2008, (C) "Warrants 2009", which were issued by resolution of the extraordinary general shareholders' meeting of May 28, 2009, and (D) "Warrants 2010", which were issued by resolution of the extraordinary general shareholders' meeting of April 28, 2010;

"Ex-Date": the date on which the Share is traded on Euronext Brussels without coupon number seven (7) (being the right to receive payment of the extraordinary dividend) for the first time, which date will be determined by the board of directors;

"Conversion Ratio": the result of the fraction with (A) as numerator (x) the last closing stock exchange price of the company's Share as listed on Euronext Brussels with coupon number seven (7) attached thereto (the "Reference Stock Price"), less (y) the amount of the extraordinary dividend, and (B) as denominator the Reference Stock Price, and this rounded to six numbers after the comma, whereby the following rounding rules will be applied: if the calculation number results into a number with more than six numbers after the comma, the number will be rounded up to the nearest higher number with six numbers after the comma (if the seventh number after the comma is higher than or equal to five (5)) or rounded down to the nearest lower number with six numbers after the comma (if the seventh number after the comma is less than five (5));

- (b) The number and the exercise price of the Warrants will be amended (whereby no other amendments are made to the issuance and exercise conditions of the relevant Warrants), on and effective as of the Ex-Date, as follows:
- (i) The respective number of each type of the already granted Warrants which still exist on the Ex-Date and which were not yet exercised will be split, per warrant holder, by dividing these numbers of Warrants by the Conversion Ratio.
 - (ii) The applicable exercise price of the already granted respective Warrants which still exist on the Ex-Date and which were not yet exercised will, after the split set forth in item (i) above, be equal to the applicable exercise price of the concerned Warrant, multiplied by the Conversion Ratio.



- (iii) For the purposes of the amendments foreseen in items (i) and (ii) above, the following rounding rules are applied, per holder of the Warrants and per type of Warrants held by such holder:
 - (A) if the calculation of the new number of Warrants of a holder of such Warrants in accordance with the resolution relating to the split set forth in item (i) results into a number with numbers after the comma, this number will be rounded up to the nearest higher number without numbers after the comma (if the first number after the comma is higher than or equal to five (5)) or rounded down to the nearest lower number without numbers after the comma (if the number after the comma is less than five (5));
 - (B) if the calculation of the new exercise price of the Warrants (after the decision relating to the split set forth in item (i) above) in accordance with the resolution set forth in item (ii) results into a number with more than two numbers after the comma, the exercise price will be rounded up to two numbers after the comma (if the third number after the comma is higher than or equal to five (5)) or rounded down to two numbers after the comma (if the third number after the comma is less than five (5)).
- (iv) For clarity purposes, it is pointed out that the number of Warrants issued, but not yet granted to a beneficiary prior to the Ex-Date, does not change following the aforementioned decisions (i) up to and including (iii).
- (c) On and effective as of the Ex-Date, the respective resolutions adopted by the general shareholders' meeting relating to the Warrants, to the issuance of new shares and to the capital increase upon and to the extent of the exercise of the concerned Warrants, will be amended in order to take into account the resolutions set forth in item (b), and consequently it is resolved that as far as necessary and applicable:
 - (i) subject to and to the extent of the exercise of a concerned Warrant, one new ordinary Share will be issued per exercised Warrant, which share shall be an ordinary share and shall have the rights and benefits as determined in the company's articles of association and in the issuance and exercise conditions of the concerned Warrant and shall participate in the result of the company in the same way as the outstanding ordinary shares; and
 - (ii) subject to and to the extent of the exercise of a Warrant, per exercised Warrant, the company's share capital will be increased, mutatis mutandis, in accordance with the issuance and exercise conditions of the concerned Warrant, taking into account the amendments set forth in item (b).

<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 9, 2013 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 2013.

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

Signature(s):.....