



**Power of attorney ordinary
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 Annual General Shareholders' Meeting of Telenet Group Holding NV, which will be held on Wednesday, April 24, 2013 as from 3.00 p.m. CET 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, 2012.

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, 2012, and of the proposed allocation of the result.

Proposed resolution: approval of the statutory financial statements for the fiscal year ended on December 31, 2012, including the allocation of the result as proposed by the board of directors. The allocation includes the decision to pay an extraordinary (gross) dividend of seven euro ninety cent (€7.90) per share outstanding at the date of the annual general shareholders' meeting, but excluding the own shares held by the company. 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 extraordinary dividend will be represented by coupon number seven (7), 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, 2012.

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, 2012.

Proposed resolution: approval of the remuneration report for the fiscal year ended on December 31, 2012.

<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, 2012.



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, 2012, 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/ Cytindus NV (Michel Delloye)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
i/ Charles Bracken	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
j/ Jim Ryan	<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
p/ Angela McMullen	<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, 2012.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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8. Resignation and appointment of directors

Acknowledgment of the voluntary resignation as director of the company by Mr. Friso van Oranje-Nassau, Mr. Duco Sickinghe and Mr. Jim Ryan.

Proposed resolution: appointment, upon recommendation by the board of directors, based on the advice of the remuneration & nomination committee of the board of directors of the company, of Mr. John Porter as director of the company, for a term of 4 years, with immediate effect and until the closing of the annual general shareholders' meeting of 2017.

Further information in relation to Mr. Porter and his curriculum vitae can be found in the corporate governance chapter in the annual report of the board of directors available on the website of the company of the company.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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9. Remuneration of directors

Proposed resolution: Upon recommendation of the remuneration & nomination committee of the board of directors of the company, decision to determine the fixed annual remuneration for all directors, except the directors appointed upon nomination of the majority shareholder and the CEO, to €45,000 per annum for each of these directors and to €100,000 per annum for the Chairman of the board of directors. The other remuneration principles of the directors, as determined by the general shareholders' meeting of April 28, 2010, remain unchanged.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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10. Approvals in relation to future performance share plans, stock option plans and warrant plans issued by the board of directors

Proposed resolution: In as far as necessary and required, the general shareholders' meeting authorises the board of directors of the company to issue and grant in the future new stock options and/or warrants (together "options") to the CEO, members of the executive team and to employees of the Company and its subsidiaries or other (self-employed) persons (where applicable under the authorized capital as approved by the general shareholders' meeting on April 25, 2012), and to determine the terms and conditions of the options, whereby the board of directors:

- (a) can issue and grant up to 3,000,000 options within a period of three (3) years as from April 24, 2013, under one or more option plans;
- (b) can determine, amongst others, the vesting conditions for the options, which can be time based or performance based and which can relate to a period of three (3) years, a shorter period or a longer period;



- (c) can determine, amongst others, as of when the options can be exercised, which can relate to a period of three (3) years, a shorter period or a longer period;
- (d) if it decides to issue and grant options subject to performance based vesting conditions which span over a period that is longer than one (1) year (or if it issues performance shares), it can determine the actual vesting conditions on an annual basis (within the boundaries however of the (longer term) general performance conditions), in which case such annual vesting conditions will be determined (i) for the first year, at the latest upon granting of the options and (ii) for the other years, prior to March 1 of the year to which the vesting conditions relate;
- (e) can determine that the number and the exercise price of the options will be adapted as a result of a "corporate action", by example as a result of an extraordinary dividend or a capital reduction; this also applies for any outstanding or new to be issued performance shares;
- (f) can determine, as the case may be, under which exceptional circumstances the vesting and exercisability of the options can be accelerated (e.g. change of control); in this respect, the shareholders' meeting approves, in accordance with article 556 of the Belgian Company Code, that the board of directors issues and grants options which are subject to an accelerated vesting upon the occurrence of a change of control.

In as far as necessary and required, the general shareholders' meeting furthermore:

- (g) approves (x) not to consider options with a mere time based vesting as "variable remuneration" for purposes of Article 520ter of the Belgian Company Code, (y) nor to consider them as being part of the "annual remuneration" for purposes of the determination of the ratio "variable remuneration" versus "annual remuneration";
- (h) approves to consider (x) the granting of a cash amount within the framework of a performance based cash bonus plan, and (y) the granting of shares or options within the framework of a share plan or option plan with a performance based vesting (so-called "performance shares/options") as "variable remuneration" for purposes of Article 520ter of the Belgian Company Code;
- (i) approves that the shares acquired by employees within the framework of a stock purchase plan (upon which the board of directors might resolve in the future) will remain freely transferable after the period of two years (following their acquisition) during which they cannot be transferred.

<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):.....