



**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 24, 2014 to:*

Telenet Group Holding NV
Jeroen De Schauwer, Corporate Counsel
Liersesteenweg 4, PB 54
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):

1. Amendment of the articles of association in order to simplify the articles of association of the company

Proposed resolution: in order to reflect recent changes in the structure of the Telenet Group and to simplify the articles of association of the company, to proceed to the following amendments of the articles of association:

- (a) The following definitions as included in Article 1 of the articles of association of the company are removed: Basisdeeds; Consortium Agreement; Consortium Members; Syndicate Agreement and Syndicate Shareholders.
- (b) To delete “, and (y) any Transfer in accordance with Section 7.6 of the Syndicate Agreement)” in point (a) of article 23.2, “(other than any Transfer in a restructuring in accordance with Section 7.6 of the Syndicate Agreement)” in point (b) and “(other than as part of a restructuring in accordance with Section 7.6 of the Syndicate Agreement)” in point (c) of the articles of association.
- (c) To delete “, a Strategic Committee” in the first sentence of article 25 of the articles of association.
- (d) To add at the end of the first paragraph of article 27 of the articles of association regarding the minutes of meetings of the board of directors: “Transcripts and excerpts of the minutes can be signed by any 2 directors, acting jointly or by the Chairman and the secretary of the board of directors, acting jointly”.
- (e) To change the last paragraph of article 43 of the articles of association regarding the minutes of shareholders meetings by the following text: “Transcripts and excerpts of the minutes can be signed by any 2 directors, acting jointly, or by the Chairman and the secretary of the board of directors, acting jointly”.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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2. Authorization to acquire own securities

Proposed resolution: decision to grant a special authorization to the company to acquire own shares and profit certificates, and certificates relating thereto, and consequently, to resolve as follows:

The board of directors of the company, a directly controlled subsidiary of the company or a person acting in its own name but for the account of the company or such subsidiary, is authorized, in accordance with applicable law and the relevant provisions of the company's articles of association, to (a) acquire shares and profit certificates of the company, and certificates relating thereto, by acquisition, purchase, exchange or otherwise, up to the maximum number as set forth in article 620, §1, 2° of the Belgian Company Code, calculated on each date of purchase, at a price per share, respectively per profit certificate, (x) that must be at least equal to 80 % of the average of the closing prices of the shares of the company, on a “per share” basis, as traded on Euronext Brussels (or any other regulated market or trading platform on which the shares of the company are traded at that time at the initiative of the company) during a term of thirty (30) calendar days preceding the acquisition, and (y) which cannot exceed 120 % of the average of the closing prices of the shares of the company, on a “per share” basis, as traded on Euronext



Brussels (or any other regulated market or trading platform on which the shares of the company are traded at that time at the initiative of the company) during a term of thirty (30) calendar days preceding the acquisition.

The aforementioned authorization also applies to the taking of pledges on shares and profit certificates of the company, and certificates relating thereto, by the company itself, by a directly controlled subsidiary of the company, or by a person acting in its own name but for the account of the company or such subsidiary.

This authorization is valid for a period of 5 years. This authorization is without prejudice to the authorization as set forth in article 17.2 and article 17.3 of the articles of association.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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3. Authorization to dispose of own securities

Proposed resolution: decision to grant a special authorization to the company to dispose of own shares and profit certificates, and certificates relating thereto, and consequently, to resolve as follows:

The board of directors of the company, a directly controlled subsidiary of the company or a person acting in its own name but for the account of the company or such subsidiary, is authorized, without prior approval of the shareholders' meeting and without limitation in time, to dispose of all or part of the shares and profit certificates of the company, and certificates relating thereto, acquired pursuant to the authorization granted in the resolution included in item 2 above, on Euronext Brussels (or any other regulated market or trading platform on which the shares of the company are traded at that time at the initiative of the company) for a price within the range set forth in the resolution included in item 2 above, or by any other means in accordance with applicable law.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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4. Authorization to cancel shares

Proposed resolution: decision to grant a special authorization to the company to cancel own shares, and consequently, to resolve as follows:

The board of directors of the company is authorized to cancel all or part of the company's own shares acquired pursuant to the authorization granted in the resolution included in item 2 above at the moment where it deems it necessary and where it considers it appropriate, in one or more transactions that may occur at varying time intervals, 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 proxy holders.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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5. Approval in accordance with Article 556 of the Belgian Company Code

Proposed resolution: Approval, in as far as needed and applicable, in accordance with Article 556 of the Belgian Company Code, of the terms and conditions of the performance shares plans issued by the Company, which may grant rights that either could have an impact on the company's equity or could give rise to a liability or obligation of the company in case of a change of control over the company.

<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 15, 2014 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 2014.

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

Signature(s):.....