

VOTING LETTER

Annual General Shareholders' Meeting

April 30, 2014 (3.00 p.m. CET)

*This is an unofficial English translation, for information purposes only.
Please only sign and return the original Dutch version.*

*To be returned (together with Dutch version)
by mail 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 / Name of the Company)
.....

Residing / Registered Office
.....
.....

Owner of

(Number)

Shares of Telenet Group Holding NV

Votes by letter in the following way with respect to the Annual General Shareholders' Meeting, which will be held on Wednesday April 30, 2014 as from 3.00 p.m. CET

**My vote on the proposed resolutions is as follows:
(please mark the appropriate boxes):**

General Shareholders' Meeting

- 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. 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, 2013.

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3. *Communication and approval of the statutory financial statements*

Communication and approval of the statutory financial statements for the fiscal year ended on December 31, 2013, and of the proposed allocation of the result.

Proposed resolution: approval of the statutory financial statements for the fiscal year ended on December 31, 2013, including the allocation of the result as proposed by the board of directors.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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4. *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, 2013.

5. *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, 2013.

Proposed resolution: approval of the remuneration report for the fiscal year ended on December 31, 2013.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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6. *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, 2013.

7. *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, 2013, for the exercise of their mandate during said fiscal year.

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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/ John Porter	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
d/ Alex Brabers	<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/ Cytindus NV (Michel Delloye)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
h/ Charles Bracken	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
i/ Jim Ryan	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
j/ Ruth Pirie	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
k/ Diederik Karsten	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
l/ Manuel Kohnstamm	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
m/ Balan Nair	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
n/ Angela McMullen	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION

8. *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, 2013.

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

Taking into account the advice of the remuneration- and nomination committee of the board of directors of the company, the board of directors recommends adopting the following resolutions, upon nomination as stated in the articles of association of the company. For further information in relation to the parties

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involved and their resume, reference is made to the declaration on corporate governance in the annual report of the board of directors.

Proposed resolutions:

- a) Confirmation appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Jim Ryan, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2018.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- b) Appointment, upon nomination as provided in the articles of association of the company, of IDw Consult BVBA, represented by its permanent representative Mr. Bert De Graeve, as director and "independent director", within the meaning of Article 526ter of the Belgian Company Code, clause 2.3 of the Belgian Corporate Governance Code and the articles of association of the company, for a term of four (4) years, with immediate effect and until the closing of the general shareholders' meeting of 2017. It appears from the data available to the company as well as from the information provided by Mr. Bert De Graeve, that he meets the applicable independence requirements.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- c) Appointment, upon nomination as provided in the articles of association of the company, of SDS Invest NV, represented by its permanent representative Mr. Stéfan Descheemaeker, as director and "independent director", within the meaning of Article 526ter of the Belgian Company Code, clause 2.3 of the Belgian Corporate Governance Code and the articles of association of the company, for a term of four (4) years, with immediate effect and until the closing of the general shareholders' meeting of 2018. It appears from the data available to the company as well as from the information provided by Mr. Stéfan Descheemaeker, that he meets the applicable independence requirements.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- d) The mandates of the directors appointed in accordance with item 8(a) up to (c) of the agenda, are remunerated in accordance with the resolutions of the general shareholders' meeting of April 28, 2010 and April 24, 2013.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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10. *Re-appointment of statutory auditor*

Proposed resolution: The board of directors of the company recommends, upon advice of the Audit Committee, to re-appoint Klynveld Peat Marwick Goerdeler - Bedrijfsrevisoren CVBA, abbreviated as KPMG Bedrijfsrevisoren CVBA, a civil company that has the form of a cooperative company with limited liability under Belgian law, represented by Mr. Götwin Jackers, as statutory auditor of the company charged with the audit of the statutory and consolidated annual accounts, for a term of three years which will end immediately after the closing of the annual shareholders' meeting which will have deliberated and voted on the (statutory and consolidated) financial statements for the fiscal year ended on

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December 31, 2016. The remuneration for the exercise of the mandate of statutory auditor for the Telenet group is determined at € 571,900 per annum (excluding VAT).

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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In case of amendments to the agenda and proposed additional resolutions as mentioned in article 533ter of the Belgian Company Code, 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 mail. Votes by mail that reach the company prior to the publication of an amended agenda remain valid for the agenda items to which the votes by mail apply, subject, however, to applicable law and the further clarifications set out on the postal voting form. In accordance with the Belgian Company Code, a vote by letter regarding an agenda item for which a new proposed resolution was filed by a shareholder holding at least 3% of the shares, is null and void.

In case of amendments to a proposed resolution or a new proposed resolution:¹

- the Undersigned votes for the amended or new resolution*
- the Undersigned votes against the amended or new resolution*
- the Undersigned abstains from the vote on the amended or new resolution*
- the following person is appointed as special proxy holder, with power of substitution, to vote in the name of the Undersigned on the amended or new resolution: Mr./Mrs.*

.....

¹ *Absence of instructions on this form or to the proxy holder shall be tantamount to an instruction to vote for the amended or new resolution.*

Done at, on 2014.

Signature(s):.....