

**VOTING LETTER**

**Annual General Shareholders' Meeting**

**April 29, 2015 (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 23, 2015 to:***

Telenet Group Holding NV  
Bart van Sprundel, Corporate Counsel  
Liersesteenweg 4, PB 54  
2800 Mechelen, Belgium

***The Undersigned (name and first name / Name of the Company)***  
.....

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

Owner of  Shares of Telenet Group Holding NV

(Number)

***Votes by letter in the following way with respect to the Annual General Shareholders' Meeting, which will be held on Wednesday April 29, 2015 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, 2014.
- 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, 2014, and of the proposed allocation of the result.

***Unofficial English translation – Please sign original Dutch version***

***Proposed resolution:*** approval of the statutory financial statements for the fiscal year ended on December 31, 2014, 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
----------------------------------	---	-------------------------------------

**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, 2014.

**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, 2014.

***Proposed resolution:*** approval of the remuneration report for the fiscal year ended on December 31, 2014.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

**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, 2014.

**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, 2014, for the exercise of their mandate during said fiscal year.

*Unofficial English translation – Please sign original Dutch version*

a/ Bert De Graeve (IDw Consult BVBA)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
b/ Michel Delloye (Cytindus NV)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
c/ Stéfan Descheemaeker (SDS Invest NV)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
d/ John Porter	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
e/ Charles H. Bracken	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
f/ Diederik Karsten	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
g/ Balan Nair	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
h/ Manuel Kohnstamm	<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/ Angela McMullen	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
k/ Frank Donck	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
l/ Alex Brabers	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
m/ Julien De Wilde (De Wilde J. Management BVBA)	<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, 2014.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

**8. 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 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) Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Diederik Karsten, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2019.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

- b) Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Balan Nair, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2019.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

- c) Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Manuel Kohnstamm, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2019.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

- d) Appointment, upon nomination in accordance with Article 18.1(i) and 18.2 of Mrs. Christiane Franck, as "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 3 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 Mrs. Franck, that she meets the applicable independence requirements.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

- e) The mandates of the directors appointed in accordance with item 8(a) up to (d) 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
----------------------------------	---	-------------------------------------

**9. Replacement permanent representative of statutory auditor**

Proposed resolution: Acknowledgement of the fact that the company KPMG Bedrijfsrevisoren CVBA burg. CVBA, statutory auditor of the company charged with the audit of the statutory and consolidated financial statements of the company, has decided to replace Mr. Götwin Jackers, auditor, as permanent representative by Mr. Filip De Bock, auditor, with effect after the closing of the annual shareholders' meeting which will have deliberated and voted on the financial statements for the fiscal year ended on December 31, 2014.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

**10. 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
----------------------------------	---	-------------------------------------

***Unofficial English translation – Please sign original Dutch version***

*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 14, 2015 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:<sup>1</sup>*

- 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.*

.....

<sup>1</sup> *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 ..... 2015.*

*Signature(s):.....*