

**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 Telenet Group Holding NV
(the Company) (together with Dutch version)
at the latest on April 21, 2016 to:*

Telenet Group Holding NV
Bart van Sprundel, Company Secretary
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 (number) shares of Telenet Group Holding NV

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. Bert De Graeve, permanent representative of IDw Consult BVBA²

Please tick the appropriate box

¹ *Please fill in. The absence of a specific instruction will be considered as an appointment of Mr. Bert De Graeve, permanent representative of IDw Consult BVBA, as proxy-holder.*

² *IDw Consult BVBA, with as permanent representative Mr. Bert De Graeve, 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 27, 2016 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, 2015.

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, 2015, and of the proposed allocation of the result.

Proposed resolution: approval of the statutory financial statements for the fiscal year ended on December 31, 2015, 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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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, 2015.

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, 2015.

Proposed resolution: approval of the remuneration report for the fiscal year ended on December 31, 2015.

<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, 2015.

6. Discharge and interim 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, 2015, for the exercise of their mandate during said fiscal year.

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/ Jo Van Biesbroeck (JoVB BVBA)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
e/ Christiane Franck	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
f/ John Porter	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
f/ Charles H. Bracken	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
h/ Diederik Karsten	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
i/ Balan Nair	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
j/ Manuel Kohnstamm	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
k/ Jim Ryan	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
l/ Angela McMullen	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
m/ Suzanne Schoettger	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION

Proposed resolution: to grant interim discharge from liability to Mr. Balan Nair who was in office during the fiscal year ending on December 31, 2016 until his voluntary resignation on February 9, 2016, for the exercise of his mandate during said period.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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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, 2015.

<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*

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) Confirmation of appointment, upon nomination in accordance with Article 18.1(i) and 18.2 of the articles of association, of JoVB BVBA (with permanent representative Jo Van Biesbroeck) as "independent director", in the meaning of article 526ter of the Belgian Company Code, provision 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 2019.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- b) Confirmation of appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mrs. Suzanne Schoettger, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2020.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- c) Confirmation appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mrs. Dana Strong, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2020.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- d) Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Charlie Bracken, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2020.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- 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
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9. **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 and/or share option plans to (selected) employees 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 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 12, 2016 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 2016.

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

Signature(s):.....