



**Power of attorney annual
general shareholders' meeting**

*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 20, 2017 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, IDw Consult BVBA, with Mr. Bert De Graeve as permanent representative²

Please tick the appropriate box

¹ Please complete. The absence of a specific instruction will be considered as an appointment of IDw Consult BVBA (with Mr. Bert De Graeve as permanent representative) as proxy-holder.

² IDw Consult BVBA (with Mr. Bert De Graeve as permanent representative) 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 26, 2017** 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 financial year ended on December 31, 2016.

2. Communication and approval of the statutory financial statements

Communication and approval of the statutory financial statements for the financial year ended on December 31, 2016, and of the proposed allocation of the result.

Proposed resolution: approval of the statutory financial statements for the financial year ended on December 31, 2016, 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 financial year ended on December 31, 2016.

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 financial year ended on December 31, 2016.

Proposed resolution: approval of the remuneration report for the financial year ended on December 31, 2016.

<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 financial year ended on December 31, 2016

6. Discharge from liability to the directors

Proposed resolution: to grant discharge from liability to the directors who were in office during the financial year ended on December 31, 2016, for the exercise of their mandate during said financial 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/ Jo Van Biesbroeck (JoVB BVBA)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
c/ Christiane Franck	<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/ Manuel Kohnstamm	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
h/ 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
m/ Suzanne Schoettger	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION

Proposed resolution: to grant definitive discharge from liability to Mr. Balan Nair who was in office during the financial 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 financial year ended on December 31, 2016.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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8. Reappointment of director

Proposed resolution: to approve the reappointment of Mr. John Porter as a director of the Company, not compensated, for a term of four (4) years, with immediate effect and until the end of the annual general shareholders' meeting of 2021.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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9. Communication of and discussion on the recommendation of the audit committee and the proposal of the board of directors regarding the appointment of the auditor

Communication of and discussion on the recommendation of the audit committee and the proposal of the board of directors regarding the appointment of the auditor of the Company.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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10. Reappointment of the auditor

Proposed resolution: reappointment of KPMG Bedrijfsrevisoren CVBA as the auditor of the Company, on proposal of the board of directors, after recommendation of the audit committee and after approval of the works council.

11. 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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12. Approval in relation to future share plans, option plans and warrant plans to be issued by the board of directors

Proposed resolution: In so far as necessary and required, approval that the board of directors of the company will issue new option- and/or warrant plans (together "options") in the future to the CEO, members of the Executive Team, employees of the Company and her subsidiaries or to any other persons who are self-employed (this, insofar possible and applicable under the authorized capital as approved by the general shareholders' meeting of April 26, 2017), and determines the conditions of these options, whereby the board of directors:

- a) can issue and assign within a period of three (3) years as of April 26, 2017, up to maximum five million (5,000,000) options, under one or more option- or warrant plans;
- b) can determine the conditions under which the options will become definitively acquired, which may be based on a mere time period or which can be conditional upon performance criteria and which can be determined for a period of three (3) years, or a shorter or longer period;
- c) can determine as from when the options can be exercised, which can be after a period of three (3) years or a shorter or longer period;



- d) if it decides to issue and assign options of which the definitive acquisition is conditional upon (general) performance criteria over a period longer than one (1) year, can determine the actual conditions for definitive acquisition on an annual basis (within the limits of the (longer period) general performance criteria) and in such case (i) for the first year, by the latest upon the assignment of options and (ii) for the other years, before March 1 of the year to which the specific criteria for definitive acquisition relate;
- e) can provide that the number and the exercise price of the options will be amended as a result of a “corporate action”, such as for example upon the issuance of an extraordinary dividend or upon a capital decrease; in so far as necessary and applicable, such power also relates to any outstanding or to be issued share plans with acquisition based on performance criteria;
- f) can determine, if applicable, under which specified circumstances the definitive acquisition and the possibility to exercise the options can be accelerated (e.g. change of control); in this respect, the general shareholders’ meeting approves, in accordance with article 556 of the Belgian Companies Code, that the board of directors issues and assigns options which are subject to an accelerated definitive acquisition if such change of control would occur;
- g) in the event the definitive acquisition of the options is purely temporal, (i) not to consider such options as a “variable compensation” for purposes of article 520ter of the Belgian companies code, and (ii) not to consider as part of the “annual remuneration” for purposes of determining the relation “variable remuneration” versus “annual remuneration”;
- h) to consider (i) the assignment of a cash amount in the framework of a cash bonus plan based on performance and (ii) the assignment of shares in the framework of a share plan or option plan with acquisition based on performance criteria (so-called “performance shares/-options”) as “variable compensation” for purposes of article 520ter of the Belgian Companies Code;
- i) can determine that the shares acquired by employees in the framework of a share purchase plan (to which the board of directors can decide in the future), will remain freely transferable after termination of a period of two years (following the 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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13. Remuneration of independent directors

Proposed resolution: upon recommendation of the remuneration and nomination committee of the board of directors of the Company, to (i) increase the fixed annual remuneration of the chairman of the board of directors from €100,000 to €120,000, (ii) increase the attendance fee for board meetings for the independent directors from €2,500 to €3,500, but with a maximum of €24,500 per year, (iii) introduce an attendance fee for the chairman of the Audit Committee for Audit Committee meetings at €4,000 per meeting, (iv) introduce an attendance fee for the other independent directors participating in the Audit Committee at 3,000 per meeting, and (v) to introduce an attendance fee for independent directors participating in the Remuneration & Nomination Committee at €2,000. All other remunerations remain unaffected.

<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 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 12, 2017 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.

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 to the proxy holder shall be tantamount to an instruction to vote for the amended or new resolution.

Done at, on 2017.

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

Signature(s):.....