

## TELENET GROUP HOLDING NV

Public Limited Liability Company under Belgian law  
Neerveldstraat 105 - 1200 Sint-Lambrechts-Woluwe  
RLE Brussels - Dutch division 0477.702.333

(the Company)

### INVITATION TO THE SPECIAL SHAREHOLDERS' MEETING

The board of directors of the Company invites the shareholders of the Company to the special general shareholders' meeting of the Company, scheduled to take place on Wednesday 26 September 2018 at 14.00 CET at **Liersesteenweg 4, 2800 Mechelen**, to deliberate and decide on the agenda as set out below.

This special general shareholders' meeting is not subject to any quorum requirements and, without prejudice to applicable legislation, each share is entitled to one vote.

### AGENDA OF THE SPECIAL MEETING

**1. Proposal to adopt an extraordinary intermediate dividend totaling EUR 600 million (gross)**

*Proposed resolution:* On the recommendation of the board of directors, the special general meeting resolves to approve an extraordinary intermediate dividend amounting to a total of EUR 600 million gross, being, on the date of 17 August 2018 (latest published information on the share repurchase program 2018bis), EUR 5.26. per share gross, payable as from 4 October 2018 (which amount per share may change in function of the number of own shares held by the Company on the date of payment of the extraordinary intermediate dividend), by deduction from the available reserves of the Company.

**2. Proposal to delegate powers to the board of directors**

*Proposed resolution:* The special general meeting resolves to delegate to the board of directors all further powers with regard to the payment of the extraordinary intermediate dividend to the shareholders.

### PARTICIPATION TO THE SPECIAL SHAREHOLDERS' MEETINGS

**1. Registration date**

Only the persons who are shareholder on the registration date are entitled to participate in and, if applicable, vote at the special general meeting. The registration date for the special general shareholders' meeting is **Wednesday 12 September 2018 at midnight (00.00am, Central European Summer Time, GMT+2)**.

**2. Conditions of admission**

To be admitted to the special general shareholders' meeting, the shareholders must fulfill the following conditions:

**a. Registration**

Shareholders must be registered as shareholders on the registration date:

- for registered shares, based on the registration of the shares in share register of the Company;

- for dematerialized shares, on the basis of the registration of the shares in the accounts of a recognized account holder or clearing institution.

#### **b. Notification**

Shareholders must, **before or at the latest on 20 September 2018**, notify their intention to participate in the special general shareholders' meeting:

- by post addressed to the Company, at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of Investor Relations, or at the Company's registered office;
- by e-mail to the Company, at [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be); or
- electronically to ABN AMRO Bank N.V. via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) (in the case of dematerialized shares, whether or not through the intervention of a financial intermediary acting on instruction of the shareholder).

Holders of dematerialized shares must attach a certificate to the notification, delivered by the recognized account holder or clearing institution, evidencing the number of dematerialized shares registered in the name of the shareholder on its accounts on the registration date, which such shareholder has indicated that it wants to participate with at the special general shareholders' meeting.

In the event of an electronic notification to ABN AMRO Bank N.V., the accredited account holder or clearing institution must provide such attestation electronically via the following website: <https://corporatebroking.abnamro.com/intermediary>. ABN AMRO Bank N.V. will send an admission ticket either directly to the shareholders having registered electronically, or via the relevant financial intermediary.

### **3. Participation**

The shareholder who fulfilled the admission requirements can participate in the special general meeting as follows: (i) personally, (ii) by proxy or (iii) by letter.

To allow an efficient registration process, the shareholders or their proxy holders who personally attend the special general shareholders' meeting are requested to register by **1.30pm at the latest**.

The natural persons attending the special general shareholders' meeting in their capacity as shareholder, proxy holder or representative of a legal entity are requested to provide evidence of (i) their identity and (ii) the number of shares they represent in order to gain access to the meeting room. In addition, the representatives of legal persons must provide the documents that determine their status as legal representative or proxy holder. Access to the meeting room is also granted to holders of an admission ticket delivered by ABN AMRO.

#### **a. Personal**

Each shareholder has the right to participate to the special general shareholders' meeting in person.

#### **b. Powers of attorney**

Each shareholder can also be represented by a proxy holder at the special general shareholders' meeting. The shareholder who wishes to be represented by proxy must deliver a power of attorney in written or electronic form on **Thursday 20 September 2018 at the latest**, as set out below:

- the written power of attorney:

- the model of proxy that is made available by the board of directors (i) at the registered office of the Company and (ii) on the website of the Company (investors.telenet.be) must be used; and
  - the dated and signed power of attorney must reach the Company (i) by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of Investor Relations, or at the registered office of the Company; or (ii) by e-mail to corporategovernance@telenetgroup.be.
- the electronic power of attorney:
    - is available to the shareholders who have registered electronically, by using the ABN AMRO platform (www.abnamro.com/evoting) where the shareholder can issue a proxy with voting instructions via an electronic form.
    - ABN AMRO Bank N.V. will provide the proxy to the shareholders who have given an electronic power of attorney, which the shareholder must sign in writing or by electronic signature and provide to the proxy holder.

The appointment of a proxy holder must be made in accordance with the applicable rules of Belgian law, including the rules on conflicts of interest and the keeping of a register. In addition, the shareholders must meet the admission requirements as described above.

#### **c. Voting by letter**

Each shareholder further has the right to cast its votes by letter by providing a dated and signed form to the Company by **Thursday 20 September 2018 at the latest**.

- Use must be made of the form made available by the board of directors (i) at the registered office of the Company and (ii) on the website of the Company (investors.telenet.be). The form for voting by letter must be signed in writing.
- The original form must reach the Company by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of Investor Relations, or at the registered office of the Company.

In addition, the shareholders must meet the admission requirements as described above.

### **4. Others**

#### **a. Additional agenda items and proposed resolutions**

Shareholders who, alone or together with other shareholders, hold at least 3% of the share capital of the Company have the right to put additional items on the agenda of the special general shareholders' meeting and to submit proposed resolutions in relation to items that have been or are to be included in the agenda.

Shareholders that wish to exercise this right must, in order for their request to be examined at the special general meeting:

- prove that they own at least 3% of the share capital on the date of their request (i) on the basis of a certificate of registration of relevant shares in the register of registered shares of the Company, or (ii) on the basis of a certificate drawn up by the recognized account holder or the settlement institution stating that the relevant number of dematerialized shares have been registered in their name on their account;
- have fulfilled the admission requirements as described above for such percentage of the share capital;
- formulate a written request, (i) if applicable, accompanied by the text of the subjects to be discussed and the corresponding proposals for decision, or of the text of the proposals for decision to be placed on the agenda, (ii) including a postal or e-mail address to which the Company can send a proof of delivery. Such written request must

reach the Company (i) by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of Investor Relations, at the registered office of the Company, or (ii) by e-mail to [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be), **before or at the latest on Tuesday 4 September 2018.**

If applicable, the Company will publish an updated agenda, before or at the latest on **Tuesday, 11 September 2018.** At the same time, the Company will in such case make amended forms available on the Company's website to its shareholders that can be used for the voting by correspondence and the voting by proxy. Powers of attorney and votes by letter that reach the Company prior to the publication of an updated agenda remain valid for the agenda items to which they apply, subject to the applicable legislation and the further clarifications set out in the proxy forms and the forms for voting by correspondence.

#### **b. Questions to the directors and/or the statutory auditor of the Company**

Each shareholder has the right to ask questions to the directors or the statutory auditor of the Company relating to items on the agenda of the special general shareholders' meeting, provided that he/she has complied with the admission conditions as set out above.

Questions can be asked during the meeting or can be submitted in writing prior to the meeting. Written questions must reach the Company (i) by mail at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of Investor Relations or at the registered office of the Company, or (ii) by e-mail at [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be), **before or at the latest on Thursday, 20 September 2018.** Written and oral questions will be discussed during the meeting in accordance with applicable law.

#### **c. Documents**

The following documentation is available on the Company's website ([investors.telenet.be](http://investors.telenet.be)) as of thirty (30) days prior to the special general shareholders' meeting:

- this convocation, including agenda and proposals for resolution (if necessary, as updated);
- the total number of shares and voting rights on the date of the convocation; and
- the forms for the notification of registration and the voting by proxy and by letter.

Shareholders can also obtain a free copy of this documentation at the registered office of the Company (Neerveldstraat 105, 1200 Sint-Lambrechts-Woluwe, Belgium).

#### **d. Data protection**

The Company is responsible for the processing of the personal data it receives from shareholders and proxy holders in the context of the special general shareholders' meeting in accordance with the applicable data protection legislation. The processing of such personal data will in particular take place for the analysis and management of the attendance and voting procedure in relation to the special general shareholders' meeting, this in accordance with the applicable legislation and the Company's Privacy Policy. This personal data will be transferred to third parties for the purpose of providing assistance in the management of attendance and voting procedures, and for analyzing the composition of the investor base. The personal data will not be stored any longer than necessary in light of the aforementioned objective and will therefore be erased or made anonymous in accordance with the Company's Privacy Policy.

Shareholders and proxy holders can find the Company's Privacy Policy on the Company's website. This Privacy Policy contains detailed information regarding the processing of the personal data of, among others, shareholders and proxy holders, including the rights that they can assert towards the Company in accordance with the applicable data protection legislation.

**\*\*\* Unofficial English translation – For convenience purposes only \*\*\***

Shareholders and proxy holders can exercise their rights with regard to their personal data provided to the Company by contacting the Company's Data Protection Officer via [privacy@telenetgroup.be](mailto:privacy@telenetgroup.be).