



# Welcome to our Annual General Shareholders' Meeting

26 April 2023



# 1. Welcome



**Jo Van Biesbroeck**

Chairman – Independent  
Director





# Today's agenda

1. Management presentation
2. Communication and approval of the statutory financial statements
3. Communication and approval of the proposed dividend of €1.00 per share (gross)
4. Communication of and discussion on the remuneration report
5. Communication of and approval of the remuneration policy
6. Discharge from liability to the directors
7. Discharge from liability to the statutory auditor
8. Re-appointment of directors: Mr. Jo Van Biesbroeck<sup>1</sup>, Mr. Manuel Kohnstamm and Mr. Enrique Rodriguez
9. Re-appointment of the statutory auditor KPMG
10. Ratification and approval in accordance with article 7:151 of the Belgian Code of Companies and Associations



<sup>1</sup> As permanent representative of JoVB BV



## 2. Management Presentation



Erik Van den Enden

Chief Financial Officer





# Safe harbor disclaimer

## Private Securities Litigation Reform Act of 1995

Various statements contained in this document constitute “forward-looking statements” as that term is defined under the U.S. Private Securities Litigation Reform Act of 1995. Words like “believe,” “anticipate,” “should,” “intend,” “plan,” “will,” “expects,” “estimates,” “projects,” “positioned,” “strategy,” and similar expressions identify these forward-looking statements related to our financial and operational outlook and performance, including revenue, Adjusted Free Cash Flow, Adjusted EBITDA, rebased Adjusted EBTIDAaL and Adjusted EBITDA less property & equipment additions, as well as our financial guidance; future growth prospects; strategies; product, network and technology launches and capabilities and expansion; the strength of our and our affiliates' respective balance sheets (including cash and liquidity position), tenor of our third-party debt, anticipated borrowing capacity; the anticipated endeavors, growth and financial performance of the NetCo creation between Telenet and Fluvius, including the timing, costs and benefits to be derived therefrom; any dividends to be paid to shareholders; the anticipated continued expansion of our 5G network, including the timing, costs and benefits to be derived therefrom; the costs and benefits to be realized as a result of the company's sale of its mobile tower infrastructure to DigitalBridge; and the anticipated impact of acquisitions on our combined operations and financial performance, each of which involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements or industry results to be materially different from those contemplated, projected, forecasted, estimated or budgeted whether expressed or implied, by these forward-looking statements. These factors include: potential adverse developments with respect to our liquidity or results of operations; potential adverse competitive, economic or regulatory developments, the potential adverse impact of the outbreak of the novel coronavirus (COVID-19) pandemic; our significant debt payments and other contractual commitments; our ability to fund and execute our business plan; our ability to generate cash sufficient to service our debt; interest rate and currency exchange rate fluctuations; the impact of new business opportunities requiring significant up-front investments; our ability to attract and retain customers and increase our overall market penetration; our ability to compete against other communications and content distribution businesses; our ability to maintain contracts that are critical to our operations; our ability to respond adequately to technological developments; our ability to develop and maintain back-up for our critical systems; our ability to continue to design networks, install facilities, obtain and maintain any required governmental licenses or approvals and finance construction and development, in a timely manner at reasonable costs and on satisfactory terms and conditions; our ability to have an impact upon, or to respond effectively to, new or modified laws or regulations; our ability to make value-accretive investments; and our ability to sustain or increase shareholder distributions in future periods. We assume no obligation to update these forward-looking statements contained herein to reflect actual results, changes in assumptions or changes in factors affecting these statements.

Adjusted EBITDA, Adjusted EBITDAaL, Adjusted EBITDA less property & equipment additions, Adjusted Free Cash Flow and net total leverage are non-GAAP measures as contemplated by the U.S. Securities and Exchange Commission's Regulation G. For related definitions and reconciliations, see the Investor Relations section of the Liberty Global plc website (<http://www.libertyglobal.com>). Liberty Global plc is our controlling shareholder.



# Achieved FY 2022 guidance on all metrics, despite inflationary headwinds and competitive intensity

	FY 2022 guidance	FY 2022 achieved	
Revenue growth	Around 1%	1.3%	✓
Adjusted EBITDA growth	Around 1%	0.7% <sup>1</sup>	✓
Accrued capital expenditures as a percentage of revenue	Around 25%	24.6%	✓
Adjusted Free Cash Flow (incl. direct acquisition and divestiture costs & principal payments on pre-acquisition additions to network leases)	Stable vs. FY 2021	€409.0 million	✓



<sup>1</sup> Including €2.6 million costs to capture to prepare for the NetCo launch

# Our top line recovered for the 2<sup>nd</sup> consecutive year on a rebased<sup>1</sup> basis and will continue its momentum in 2023

YoY evolution rebased<sup>1</sup> revenue & revenue excl. other (%)



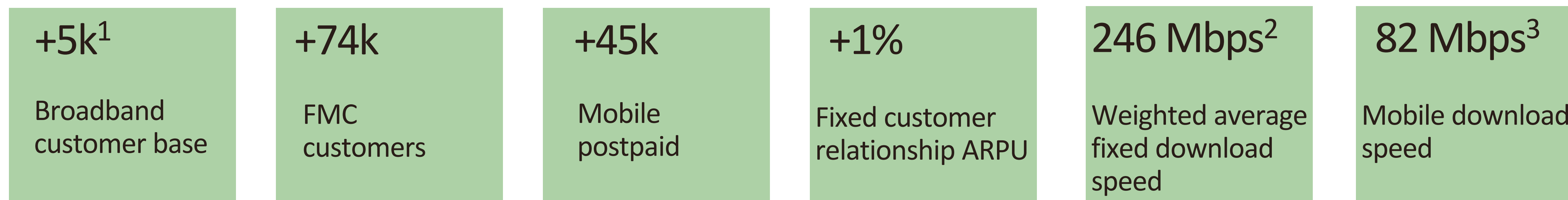
FY 23 revenue guidance:  
Between 1-2% growth  
(rebased<sup>1</sup>)



<sup>1</sup> See Definitions section in the Appendix section

# FMC and infrastructure leadership continued to fuel our operational growth in 2022

FY 22 net subscriber additions – FY 22 yoy ARPU (%)



- ▶ Modest expansion of our broadband customer base by 5,000 net RGUs despite removal of 4,000 inactive TADAAM customers<sup>1</sup> in H2 22
- ▶ Solid growth in our FMC customer base to 823,500 subscribers and driving 45,300 mobile postpaid net adds for the full year
- ▶ Stable fixed customer relationship ARPU, fully absorbing the negative effect from higher mobile telephony revenue allocation from our latest FMC bundles
- ▶ Weighted average fixed download speed up 3% yoy to 246 Mbps with 1 Gbps network capabilities across our entire footprint in Flanders and Brussels
- ▶ Awarded best nationwide mobile coverage by independent consumer organization Testaankoop and highest mobile download speed based on BIPT Sept/Oct 2022 drive tests

Testaankoop/Testachats:  
Best mobile coverage 2022



<sup>1</sup> Both in Q3 & Q4 22, total broadband net additions were adversely impacted by the removal of 2,000 inactive TADAAM customers. TADAAM is our fixed-mobile substitution brand, which combines fully wireless connectivity and TV services

<sup>2</sup> Source: Internal company data

<sup>3</sup> Source: BIPT drive tests Sept/Oct 2022



# We laid the foundations for future growth in 2022



## **Tower asset sale & monetization**

Value crystalized at attractive multiple of 25.1x EV/EBITDAaL, tower proceeds to be reinvested in fiber upgrades



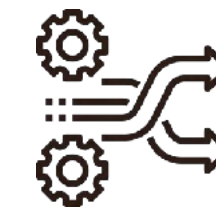
## **Creation of NetCo<sup>1</sup>, joining forces with Fluvius**

Fully funded fixed infra-asset with ~60% network penetration, attractively positioned to attract strategic/financial partners



## **Commercial wholesale agreements Orange Belgium<sup>2</sup>**

Targeting Wallonia as a new avenue of growth, maintaining Orange Belgium as a wholesale customer in Flanders on HFC and FTTH



## **New digital CRM platform**

IT-stack modernization finalized, allowing us to accelerate on the journey to customer centricity



## **Caviar & Eltrona acquisitions**

Reinforcing entertainment franchise & international expansion to adjacent Luxembourg telco market



<sup>1</sup> Pending regulatory approval by the European Commission, expected by the summer of 2023;

<sup>2</sup> Subject to the completion of the VOO acquisition by Orange Belgium



# Getting external recognition for our ESG efforts



## Progress

By 2030, accelerate 150k people and businesses into the digital age



## Empowerment

Be internally and externally recognized as an inclusive and purpose-driven organization



## Responsibility

Net Zero Target by 2030, embracing circular economy practices

**Sustainability Award**  
Silver Class 2022  
**S&P Global**



**BEL ESG**  
by Euronext

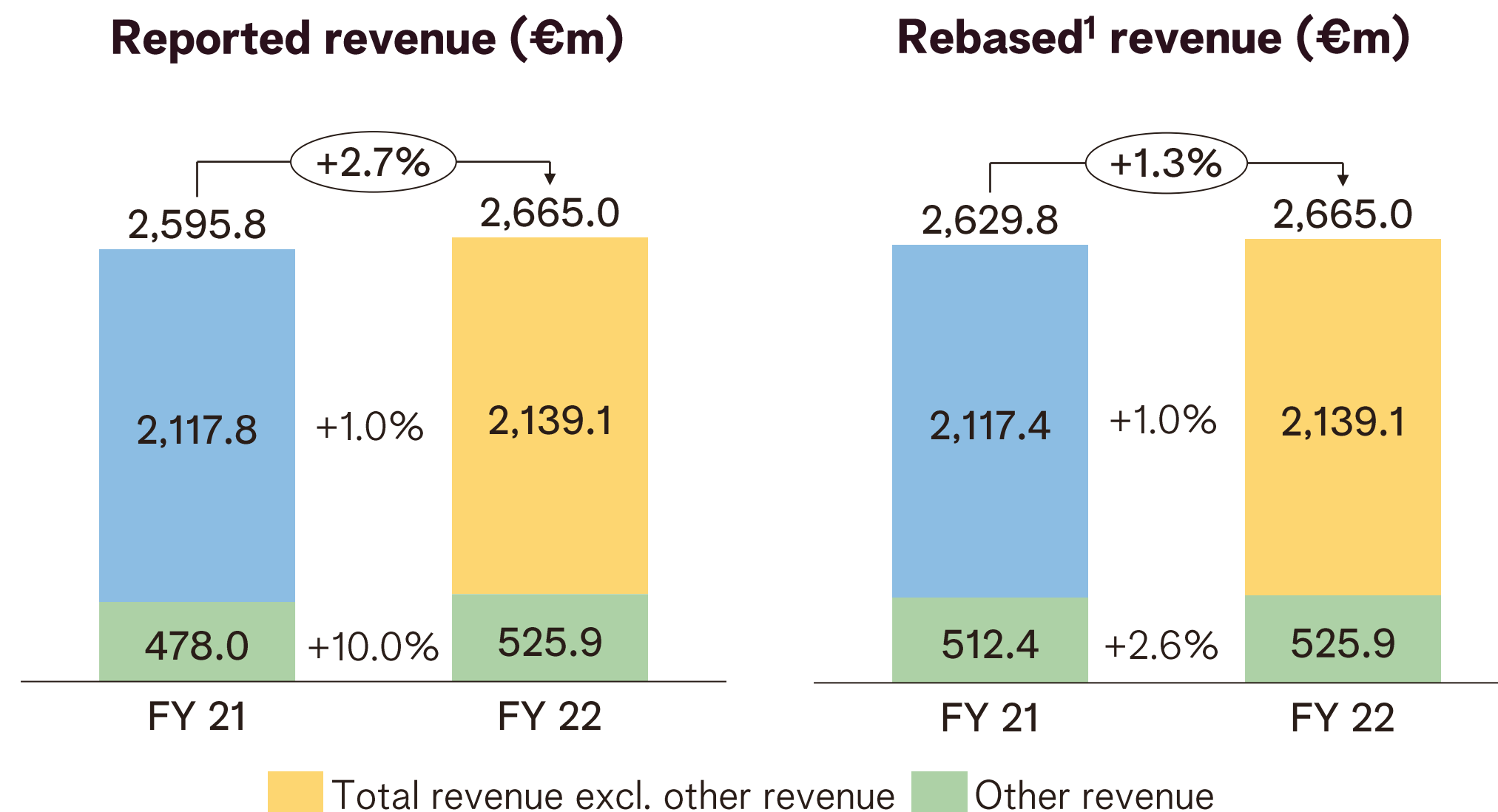


Supporting our ESG ambitions





# FY 22 revenue of €2,665.0 million, up over 1% yoy rebased<sup>1,2</sup>, driven by mid-year price adjustment and solid growth of other revenue



FY 22 revenue up over 1% yoy on a rebased<sup>1</sup> basis to €2,665.0m driven by:

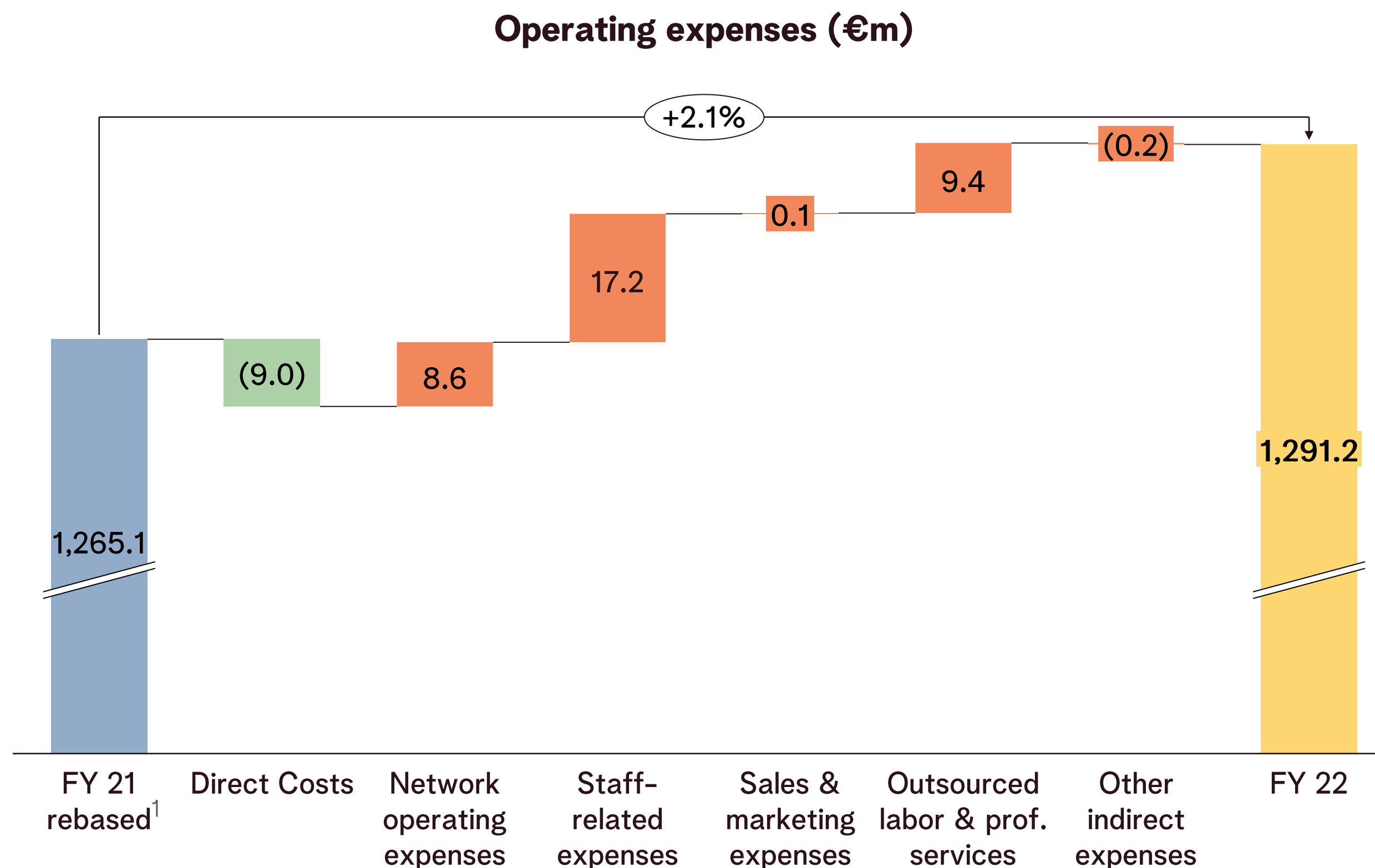
- 3% higher broadband revenue mainly due to the mid-June price adjustment effect
- 6% yoy growth in mobile telephony because of the higher reallocation of ONE bundle revenue to mobile and price adjustment impact
- 3% increase in other revenue driven by higher wholesale, handset-related revenue and advertising & production income



<sup>1</sup> Reflecting (i) the sale of mobile tower business on June 1, 2022 and (ii) the acquisition of Caviar Group on October 1, 2022; <sup>2</sup> See Definitions in the Appendix section



# Operating expenses up 2% yoy rebased<sup>1</sup> in FY 22, reflecting inflationary headwinds impacting staff and energy costs



- €17.2m higher staff-related expenses impacted by the 3.6% mandatory wage indexation as of January 2022
- Increased spending on certain strategic projects and digital transformation drove a €9.4m cost increase in outsourced labor and professional services
- €8.6m increase in network operating expenses because of higher energy prices following the war in Ukraine, up approximately 70% yoy

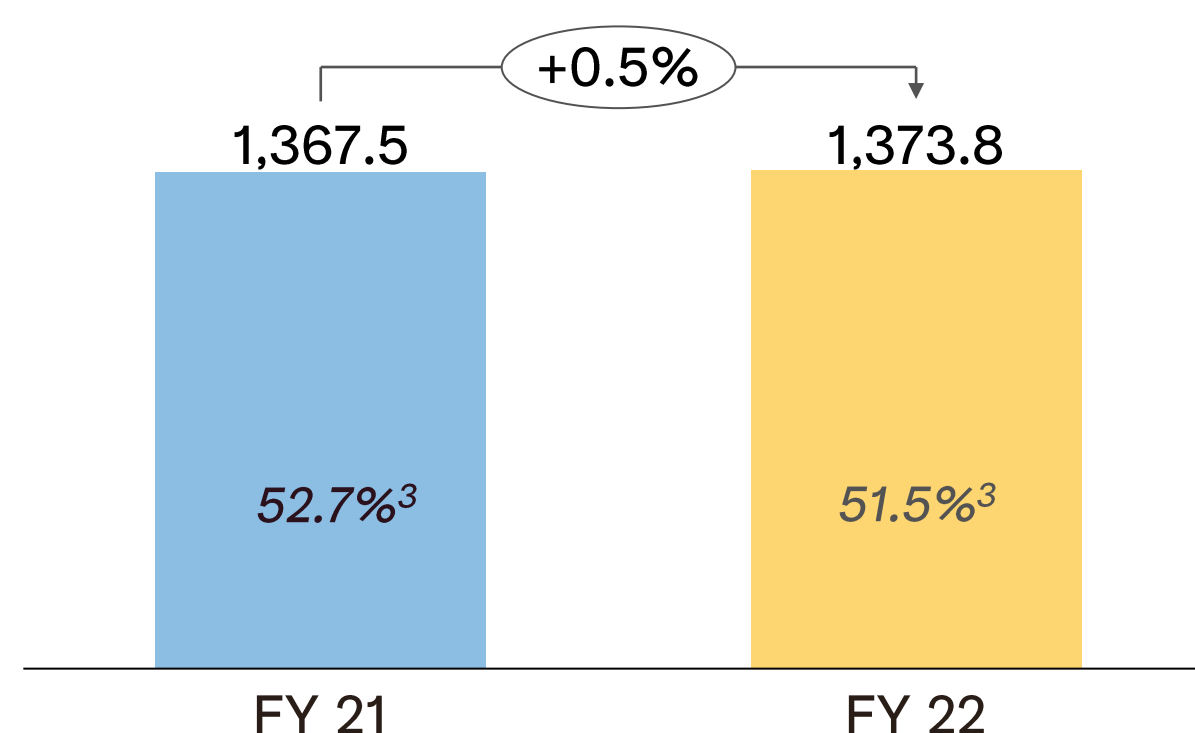


<sup>1</sup> Reflecting (i) the sale of mobile tower business on June 1, 2022 and (ii) the acquisition of Caviar Group on October 1, 2022

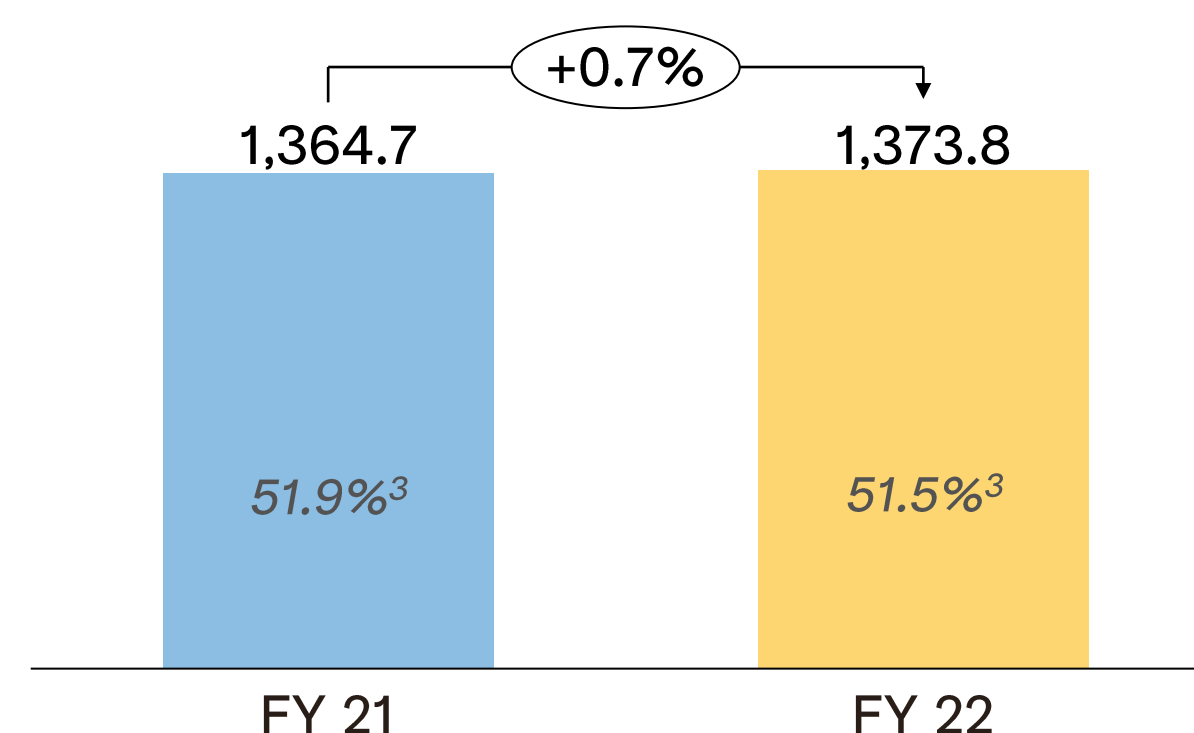


# Adjusted EBITDA of € 1,373.8 million with strong recovery in H2, up nearly 1% yoy rebased<sup>1</sup>, despite inflationary headwinds

**Reported Adjusted EBITDA<sup>2</sup> (€m)**

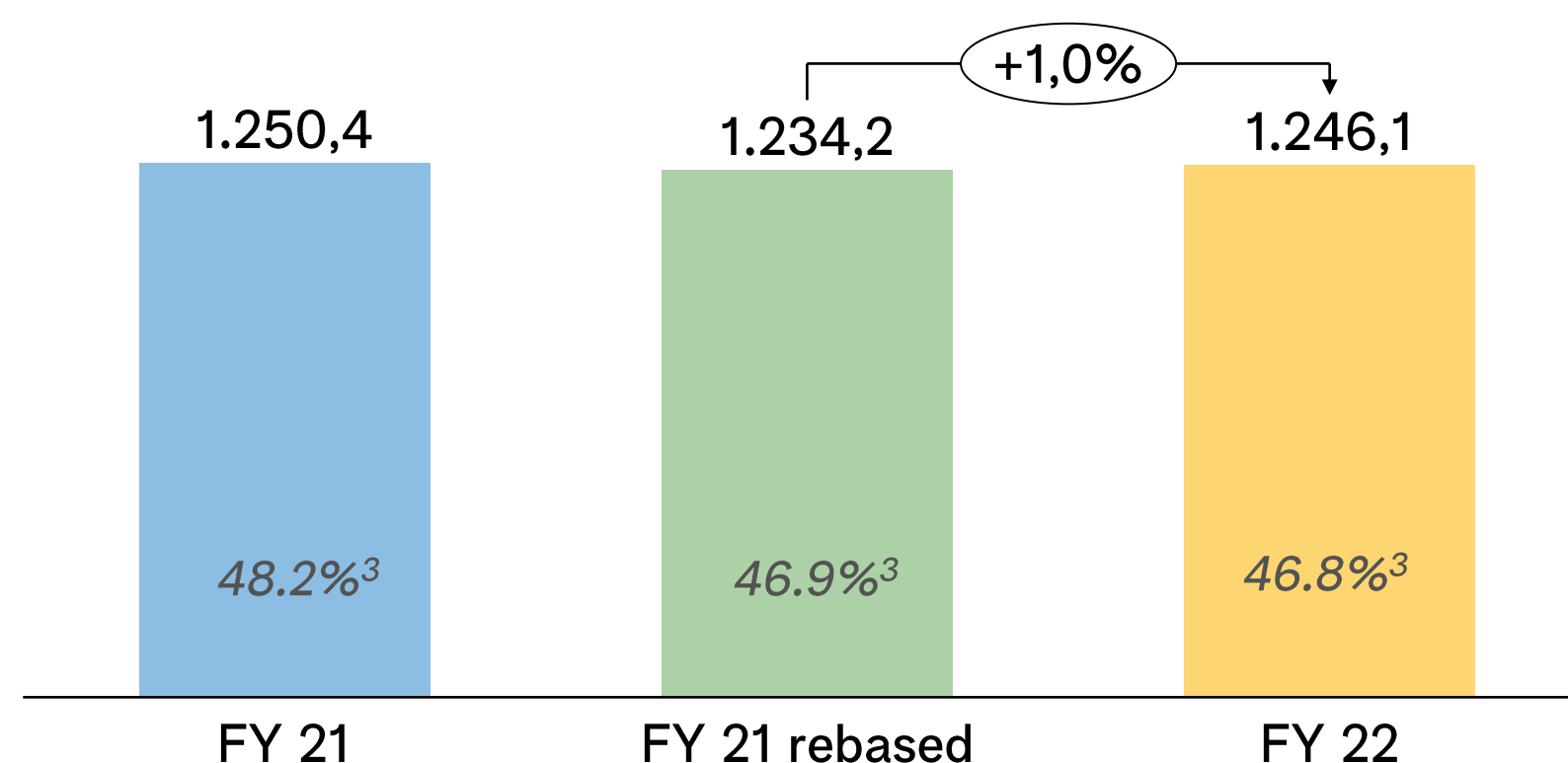


**Rebased<sup>1</sup> Adjusted EBITDA<sup>2</sup> (€m)**



- Our rebased<sup>1</sup> FY 22 Adjusted EBITDA increased 0.7% yoy and included €2.6m of costs to capture to prepare the go-live of our NetCo partnership with Fluvius<sup>4</sup>.
- We managed to fully absorb the impact of higher inflation on both our staff-related expenses and costs related to outsourced labor and professional services and a 70% increase in our energy spend following higher energy prices from the war in Ukraine

**Adjusted EBITDAaL<sup>2</sup> (€m)**



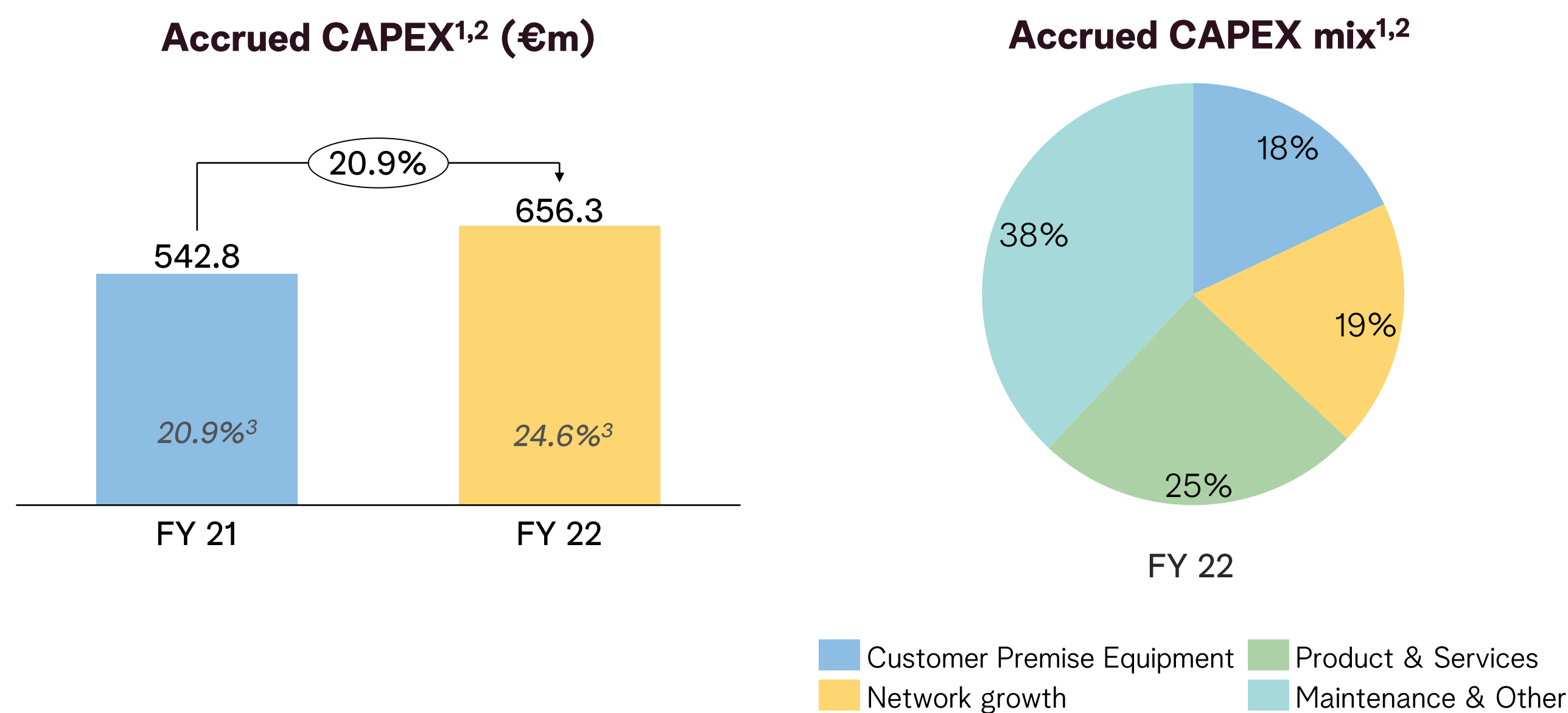
- Rebased<sup>1</sup> FY 22 Adjusted EBITDAaL increased a similar 1% yoy to €1,246.1 million



<sup>1</sup> Reflecting (i) the sale of mobile tower business on June 1, 2022 and (ii) the acquisition of Caviar Group on October 1, 2022; <sup>2</sup> See Definitions in the Appendix section; <sup>3</sup> Adjusted EBITDA margin; <sup>4</sup> Pending regulatory approval from the European Commission, expected by the summer of 2023



# €656.3 million<sup>2</sup> of accrued CAPEX in FY 22 to ~25% of revenue, mainly driven by 5G network rollout and fiber investments



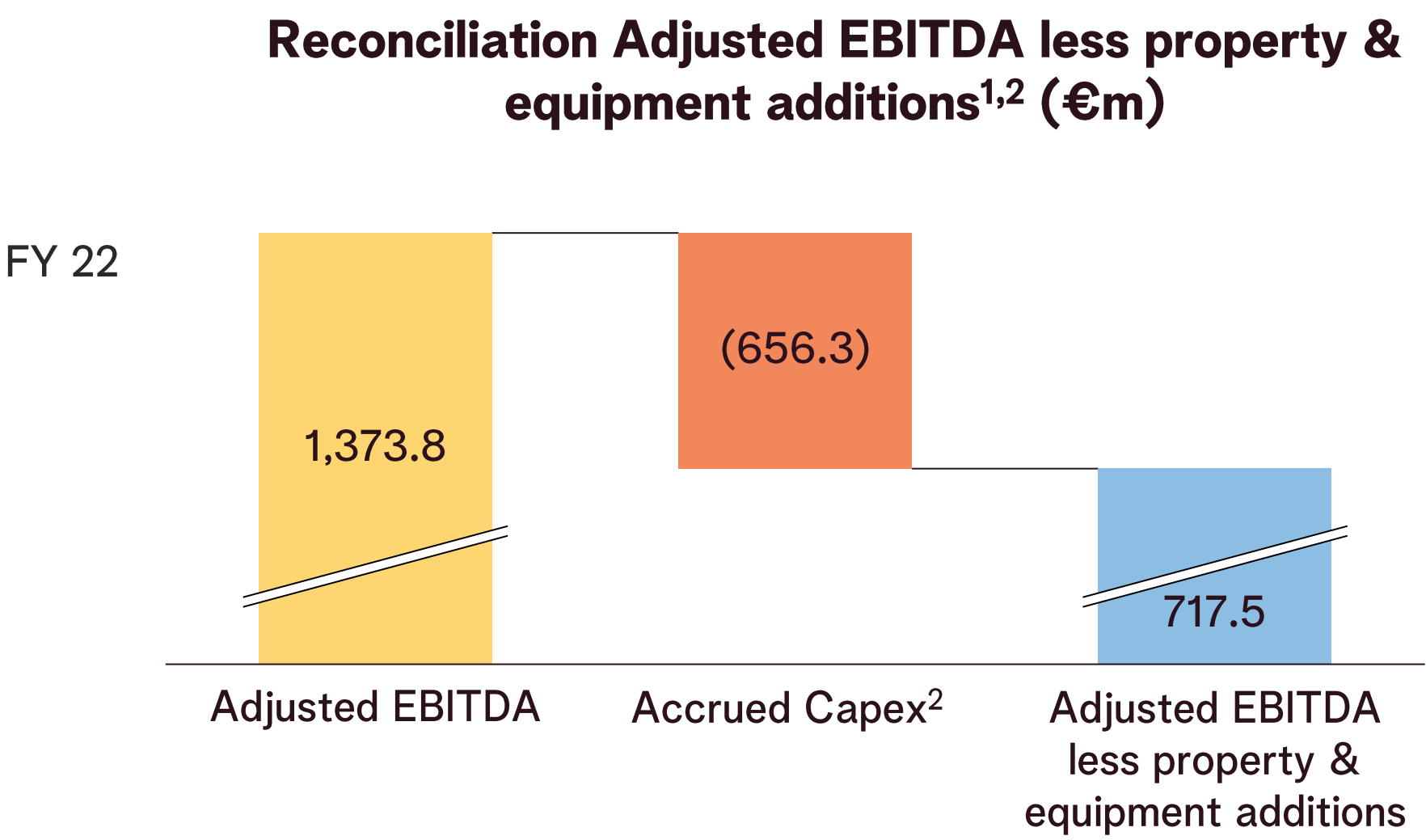
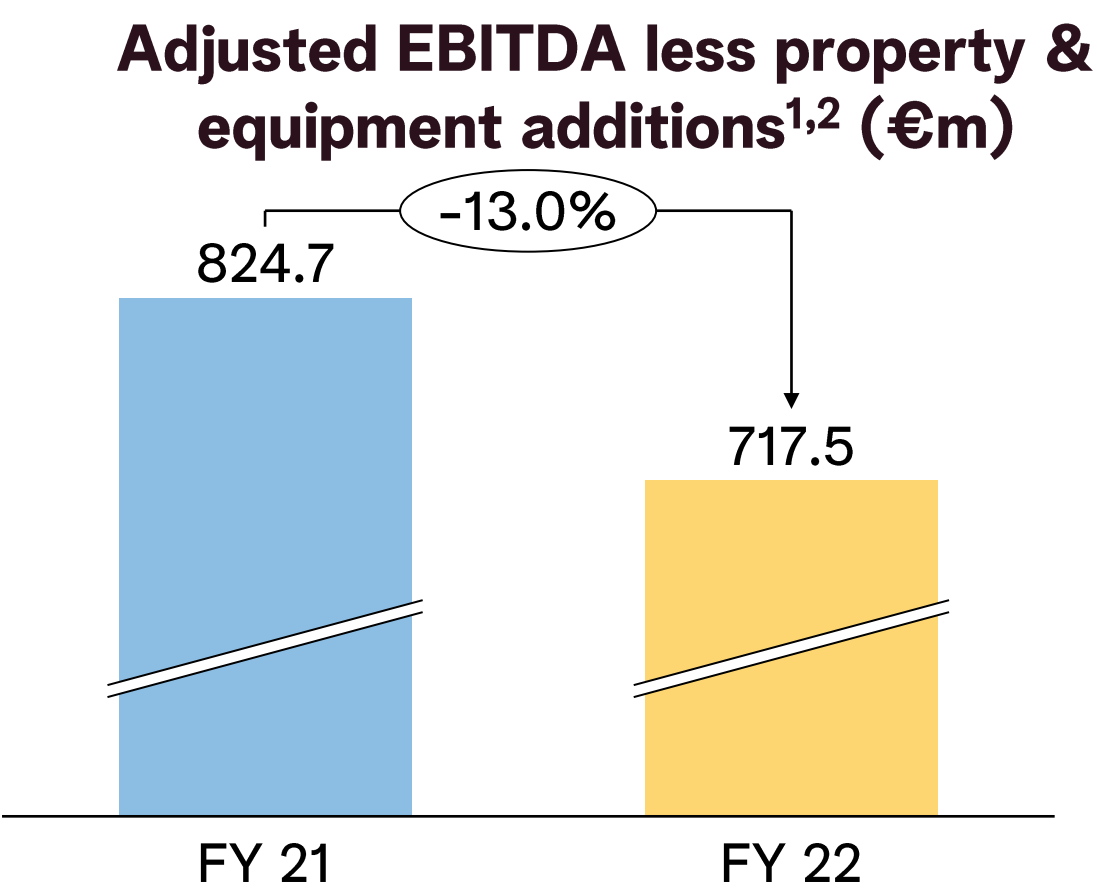
- Accrued capital expenditures<sup>2</sup> of €656.3m for FY 22, equivalent to approximately 25% of our revenue, in line with our full year outlook
- The 21% higher CAPEX reflected (i) higher network-related investments in 5G and tactical fiber-related investments and (ii) set-top box and modem swap programs in addition to the continued roll-out of our in-home connectivity devices
- Approximately 62% of our FY 22 CAPEX was scalable and/or subscriber growth-related



<sup>1</sup> See Definitions in the Appendix section; <sup>2</sup> Excluding the recognition of certain lease-related capital additions, the recognition of football broadcasting rights and the recognition of mobile spectrum licenses; <sup>3</sup> CAPEX/revenue ratio



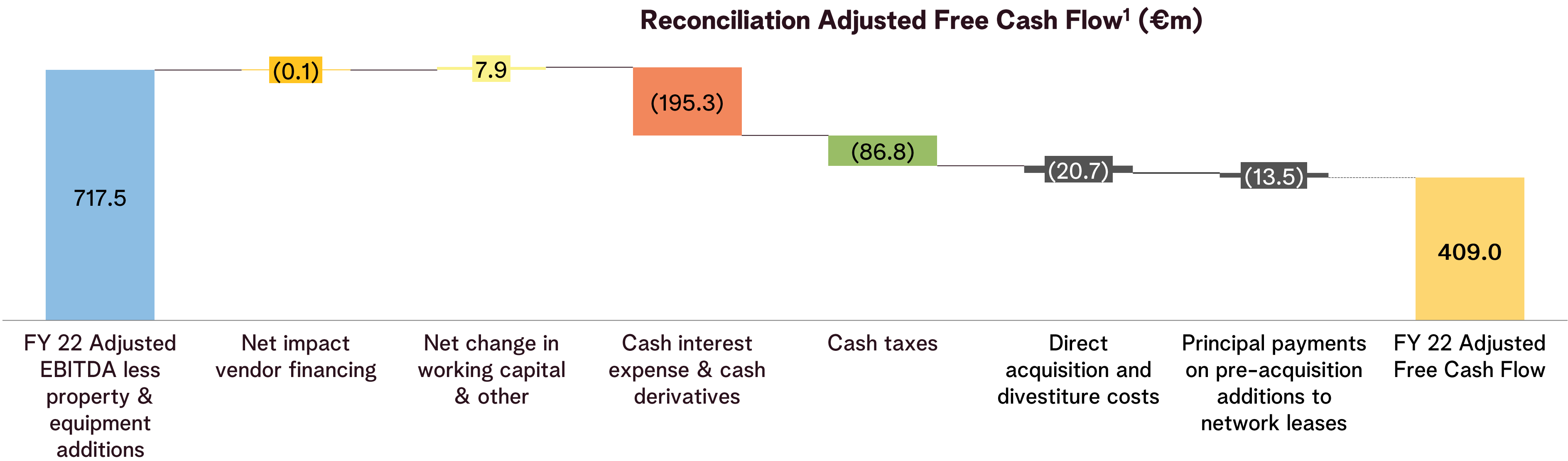
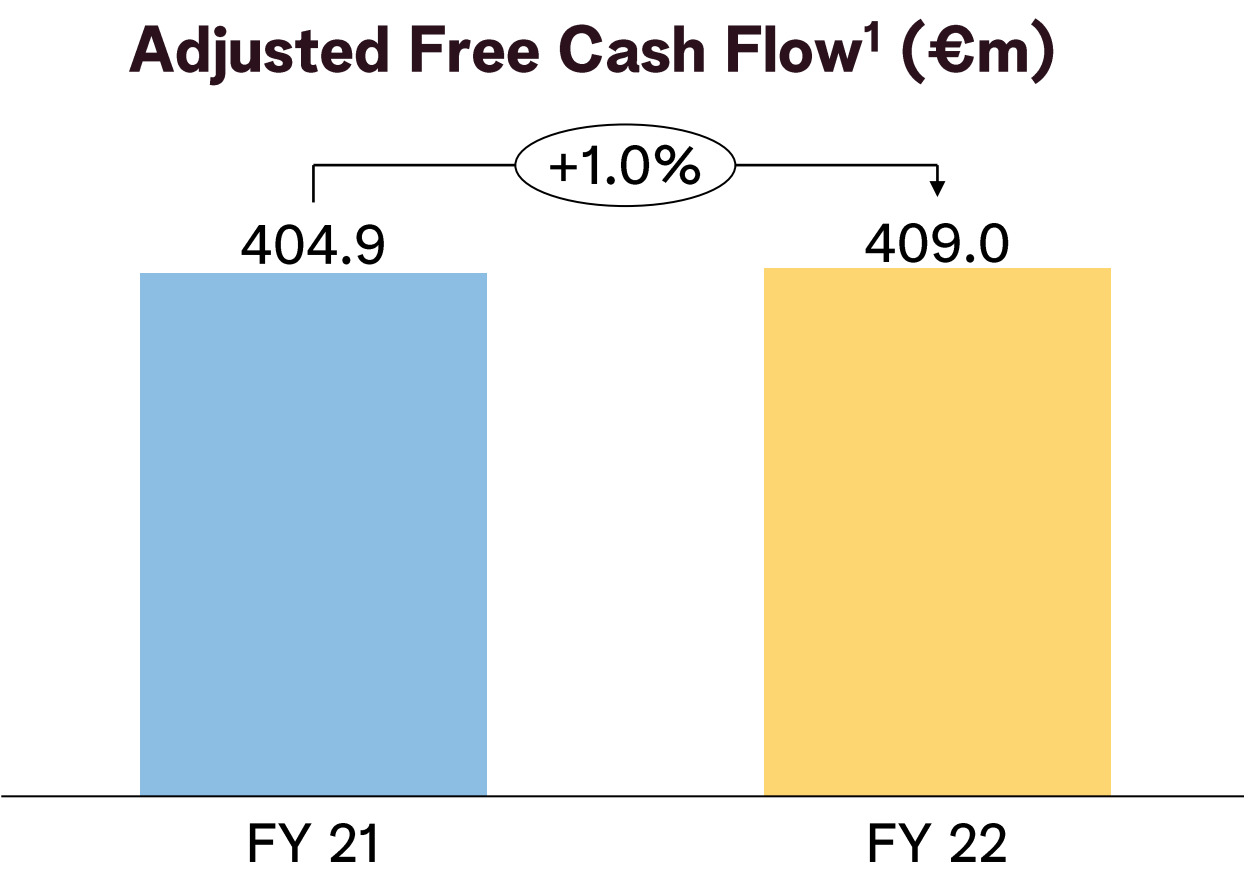
# FY 22 Adjusted EBITDA less property & equipment additions of €717.5 million, -13% yoy, driven by higher investments



<sup>1</sup> See Definitions in the Appendix section <sup>2</sup> Excluding certain lease-related capital additions, the recognition of football broadcasting rights and the recognition of mobile spectrum licenses

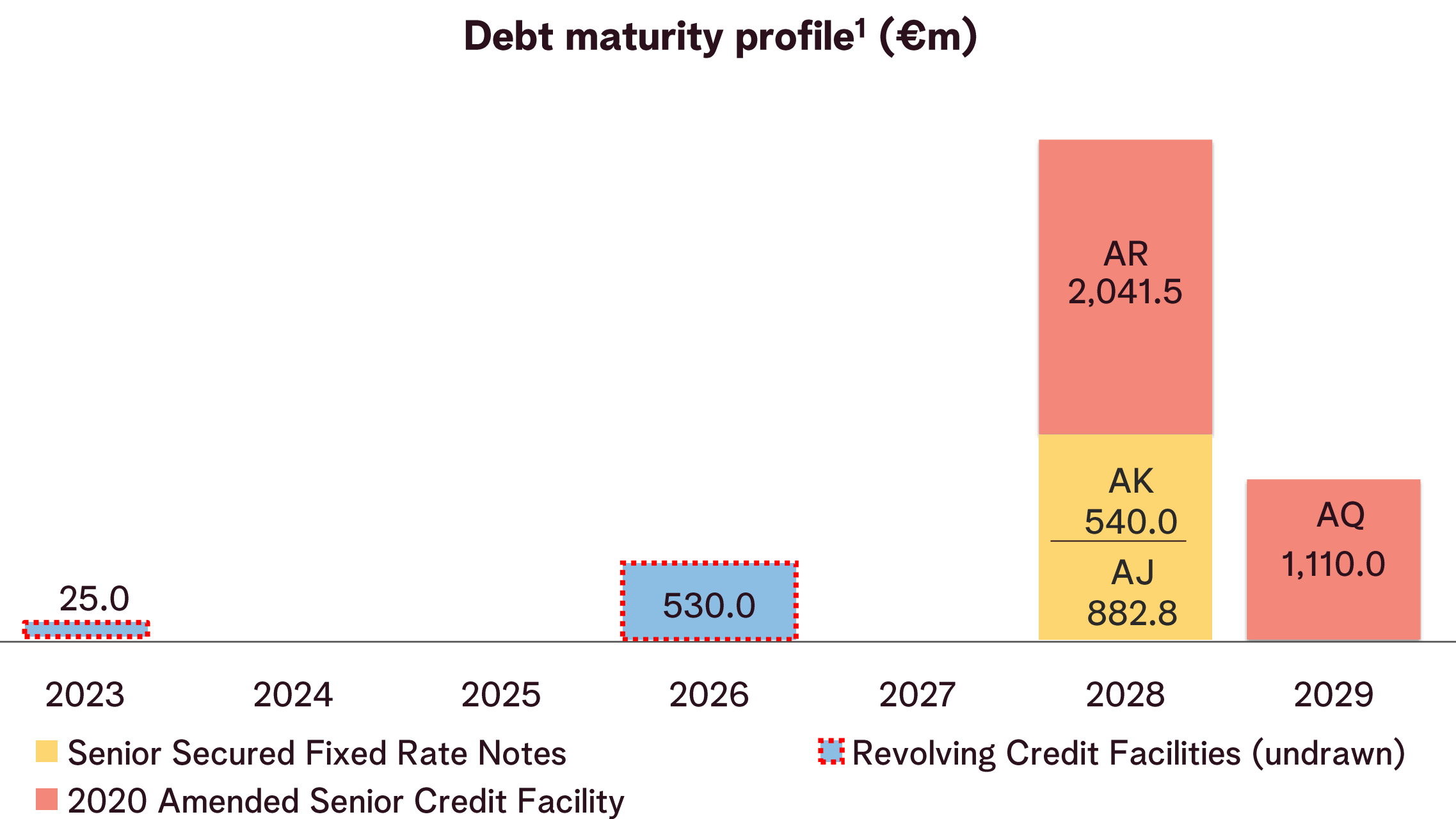


# FY 22 Adjusted Free Cash Flow of €409.0 million, up 1% yoy, in line with our FY 2022 outlook



<sup>1</sup> See Definitions section in the Appendix section

# Robust debt<sup>1,2</sup> maturity profile in terms of both cost and tenor



**FitchRatings** **MOODY'S** **S&P Global**


BB-      Ba3      BB-  
Stable outlook      Stable outlook      Stable outlook

**5.5 years weighted average maturity**

**3.2% weighted average cost of debt**

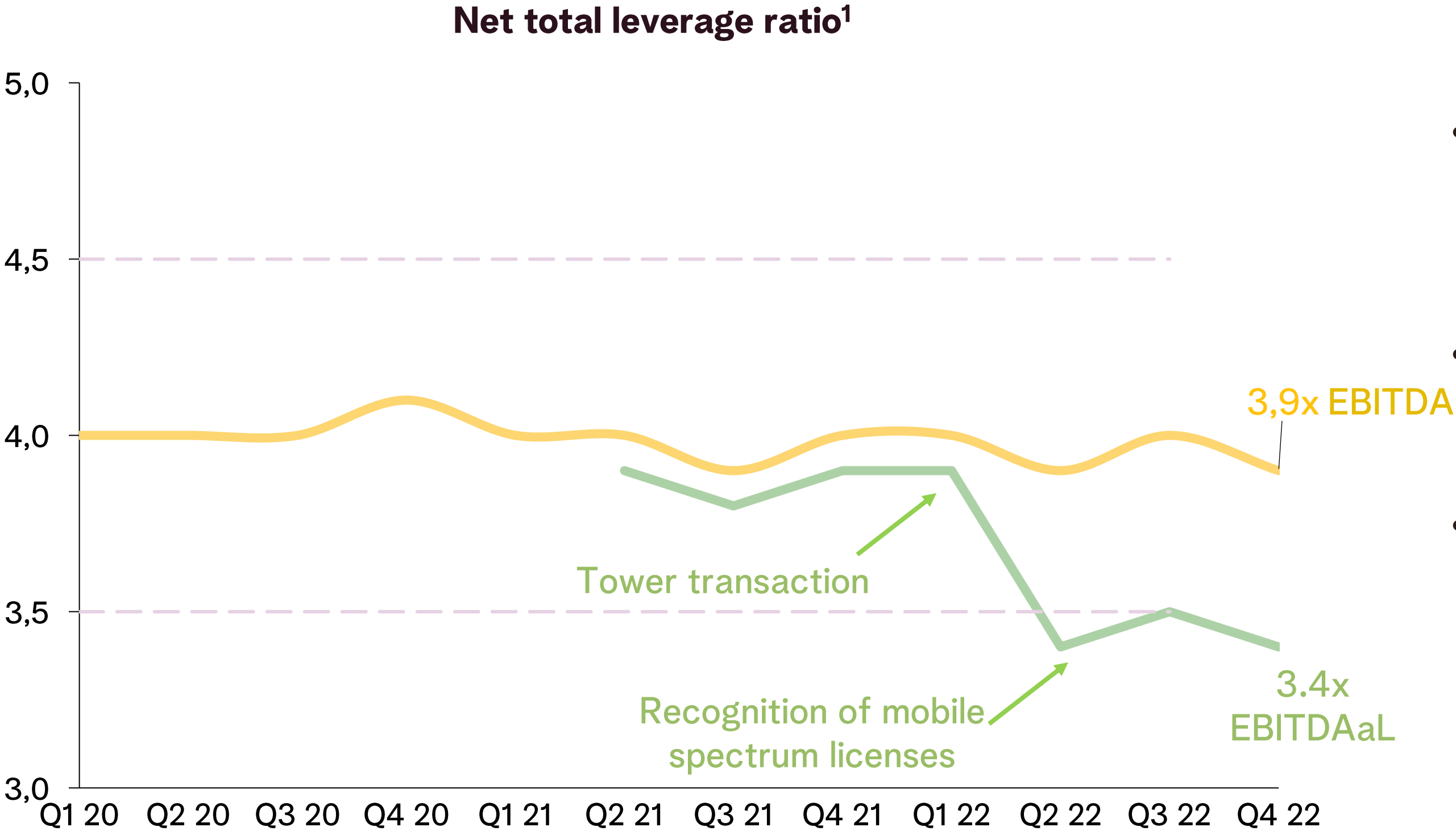
**€1.6 billion of untapped liquidity, including cash & cash equivalents**

**100% swapped into fixed EUR rates**

 <sup>1</sup> Hedged exposure reflecting the fact that Telenet has entered into several derivative transactions to hedge both the underlying floating interest rate and exchange risks; <sup>2</sup> Excluding leases, vendor financing commitments and amounts related to mobile spectrum licenses



# Net total leverage<sup>1</sup> of 3.4x at December 31, 2022



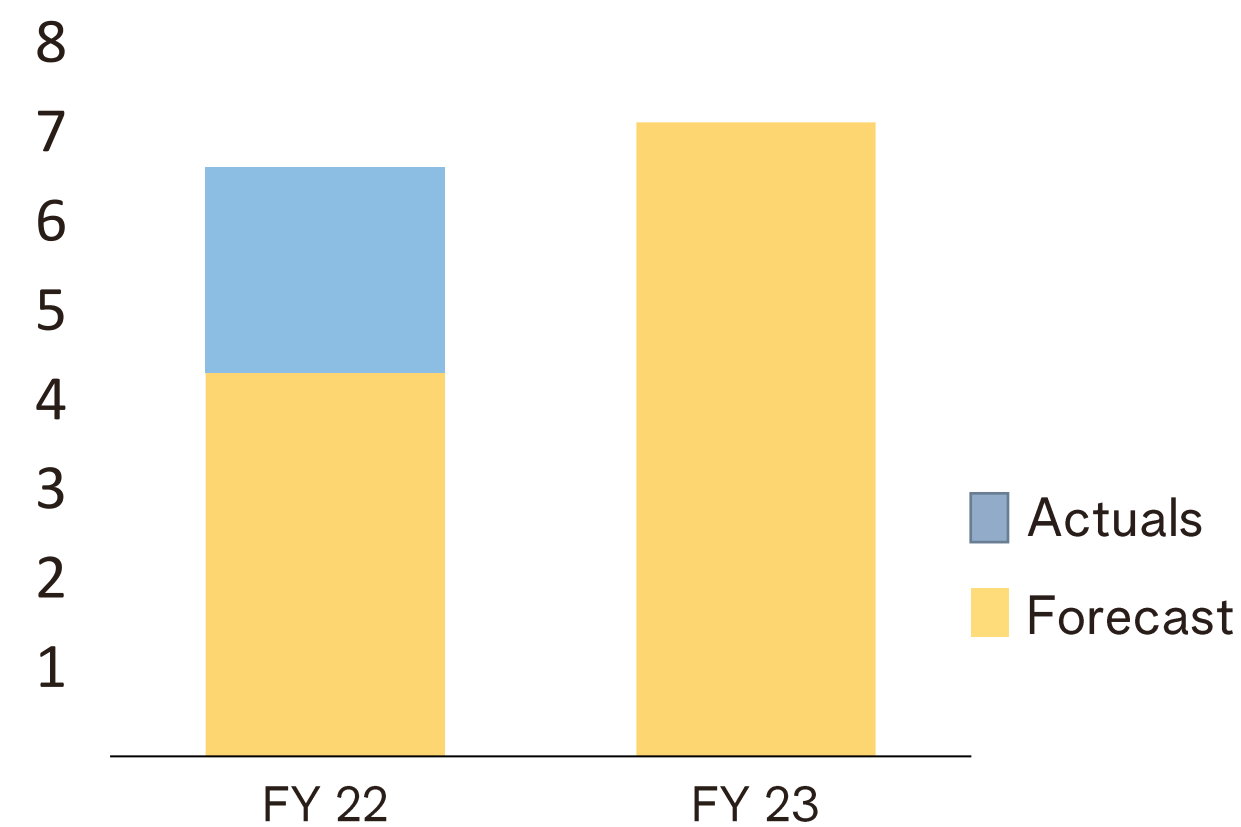
- As of Q2 22, our net debt excludes lease-related liabilities, divided by the last two quarters' annualized Adjusted EBITDAaL. Previously, it included lease-related liabilities, dividing by the last two quarters' annualized Adjusted EBITDA
- Net total leverage at December 31, 2022 reached 3.4x, driven by solid growth in our Consolidated Annualized EBITDA and robust cash flow growth in Q4 22
- Under the previous net total leverage definition, using net debt including leases divided by the last two quarters' annualized Adjusted EBITDA, our net total leverage was 3.9x at December 31, 2022



<sup>1</sup> See Definitions section in the Appendix section

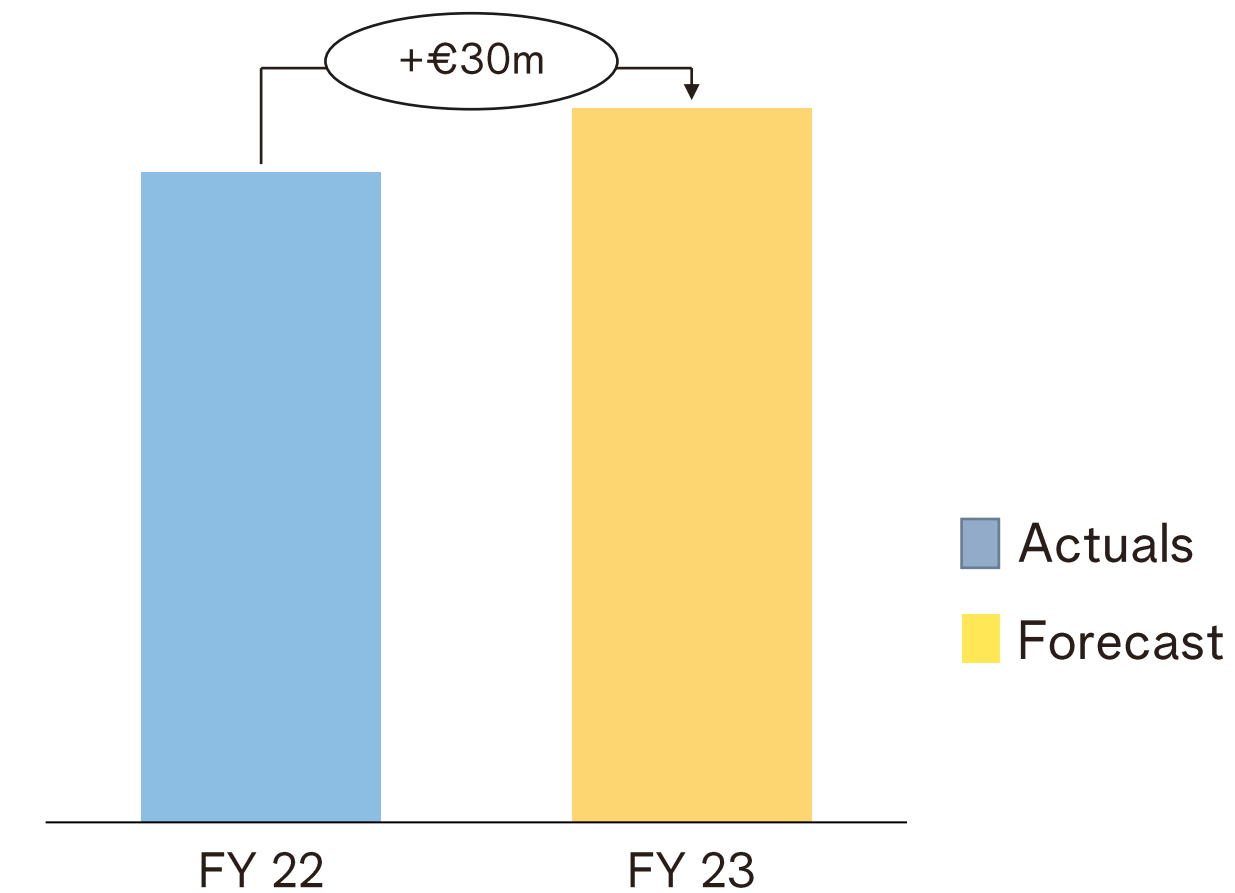
# In 2023, we intend to keep Adjusted EBITDAaL broadly stable on a rebased basis despite continued inflationary headwinds...

Energy as % of OPEX

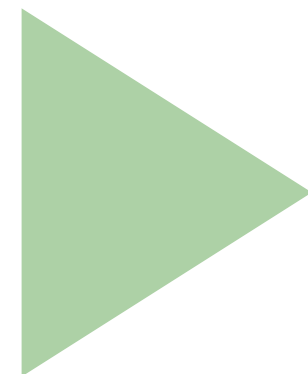


- ▶ 90% of energy costs hedged for FY 23
- ▶ Around €200/MWh

Staff-related expenses



- ▶ 11% mandatory wage indexation as of Jan. 23
- ▶ Around €30m adverse impact for FY 23



- ▶ Tight cost control
- ▶ Efficiencies from digitalization
- ▶ Smart pricing strategy




FY 23 Adjusted EBITDAaL guidance: Broadly stable (rebased)



# ... and drive healthy rebased top line growth with lower Adjusted Free Cash Flow as a result of increased investments

FY 2023		
<div><div>▶ Drive growth through digital CRM, B2B, New Biz &amp; strength of entertainment franchise</div><div>▶ Smart pricing strategy to offset inflationary headwinds</div></div>	Revenue growth (rebased) <sup>a</sup>	Between 1-2% (FY 2022 rebased: €2,812.7 million)
<div><div>▶ 11% mandatory wage indexation in Jan 2023</div><div>▶ ~90% of energy costs hedged for 2023</div><div>▶ Savings through digital efficiencies &amp; tight cost control</div></div>	Adjusted EBITDAaL (rebased) <sup>b</sup>	Broadly stable (FY 2022 rebased: €1,242.0 million)
<div><div>▶ 5G roll-out</div><div>▶ Continued targeted standalone fiber deployments</div><div>▶ IT and product development for launch in Wallonia</div></div>	Accrued capital expenditures as a percentage of revenue <sup>c</sup>	Around 26%
<div><div>▶ Dividend floor of €1 gross per share or €108.6 million in aggregate well covered by Adjusted FCF</div></div>	Adjusted Free Cash Flow <sup>b,d</sup>	Around €250.0 million



a) On a reported basis, our expected revenue growth for the full year 2023 would be between 7% and 8%.

b) Quantitative reconciliations to net profit (including net profit growth rates) and cash flows from operating activities for our Adjusted EBITDAaL and Adjusted Free Cash Flow guidance cannot be provided without unreasonable efforts as we do not forecast (i) certain non-cash charges including depreciation and amortization and impairment, restructuring and other operating items included in net profit, nor (ii) specific changes in working capital that impact cash flows from operating activities. The items we do not forecast may vary significantly from period to period.

c) Excluding the recognition of the capitalized football broadcasting rights and mobile spectrum licenses and excluding the impact from certain lease-related capital additions on our accrued capital expenditures.

d) Excluding payments on mobile spectrum licenses acquired as part of the 2022 multiband spectrum auction, and assuming the tax payment on our 2022 tax return will not occur until early 2024.

# The board has opted for a balanced shareholder remuneration policy during the investment cycle with scope for upside



**Short-term:** dividend floor rebased to €1 per share (gross) annually with next dividend payment in May 2023<sup>1</sup>



**Medium-term:** scope for incremental shareholder returns (through extraordinary dividends and/or share buy-backs) from potential partial NetCo sale and/or ability to optimize FTTH investment plan



**Longer-term:** substantial FCF and shareholder return upside post network investment as CAPEX intensity is expected to decrease materially



<sup>1</sup> Pending shareholder approval during the April Annual General Shareholders' Meeting



# Proposal to the April 2023 AGM to approve the payment of a €1.0 per share dividend per share (gross)

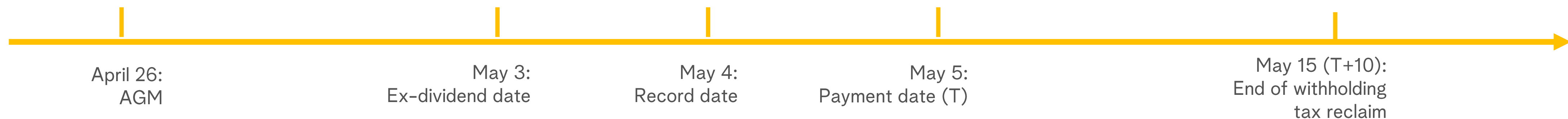
## Dividend proposal to the April 2023 AGM

Decision to propose to the April 2023 AGM to approve the pay-out of a €1.0 per share dividend (gross)

If approved by shareholders, the dividend would be paid on May 5, 2023

Based on the current number of dividend-entitled shares, this implies a total dividend payment of €108.6m, which will be paid from the Company's cash balance and will not require any additional funding

As the dividend will be paid prior to the closing of Liberty Global's voluntary and conditional cash offer on Telenet, the offer price will be adjusted to €21.0 as previously communicated



# Subsequent Event(s)





# Voluntary and conditional cash offer by Liberty Global



- **Intended Offer:** On March 21, 2023, Liberty Global plc, announced its intention to launch, through its indirect wholly-owned subsidiary Liberty Global Belgium Holding B.V., a voluntary and conditional cash offer for all of the Telenet shares that it does not already own or that are not held by Telenet (the “Offer”). Liberty Global has been Telenet’s controlling shareholder since 2007 and currently owns, through its wholly owned subsidiary Liberty Global Belgium Holding B.V., 59.18% of Telenet’s outstanding issued share capital. An additional 3.12% is held by Telenet as treasury shares following share repurchases in previous years
- **Formal Notification to the FSMA:** On April 13, 2023, the FSMA (Financial Services and Markets Authority) announced that it had received a formal notification of the intention to launch the Offer from Liberty Global Belgium Holding, including the filing of a draft prospectus and the independent expert’s valuation report with the FSMA
- **Offer Price:** The Offer is an offer in cash at a price of €22.00 per share, corrected for any dividend paid by Telenet prior to the closing of the transaction (in particular the proposed €1.00 gross dividend if approved). This price represents a premium of 59% compared to closing price of Telenet on March 15, 2023, and a premium of 52% compared to the volume-weighted average trading price of Telenet over one month before such date
- **Conditional Takeover Offer:** The Offer is subject to the following conditions:
  - (i) Acceptance threshold: as a result of the Offer, Liberty Global Belgium Holding must, together with Telenet, own at least 95% of the shares in Telenet
  - (ii) MAC threshold: no material adverse change (i.e. a decrease of at least 17.5%) occurs with respect to the closing price of (i) the BEL-20 index and/or (ii) the shares of both Proximus and Orange Belgium (as market peers to Telenet) as of April 13, 2023 and during the period prior to the date of the announcement of the results of the initial acceptance period of the Offer

# Voluntary and conditional cash offer by Liberty Global



- **Intention to launch a simplified squeeze-out Offer:** If, following the Offer, Liberty Global Belgium Holding, together with Telenet owns at least 95% of the shares of Telenet and Liberty Global Belgium Holding has acquired, by acceptance of the Offer, at least 90% of the shares that are the subject of the Offer, the Offer will be followed by a simplified squeeze-out bid subject to the same (financial) terms as the Offer
- **Perspective Telenet board of directors:** In accordance with its obligations under Belgian law, the board of directors, with the support of its financial and legal advisors, has reviewed the Offer and assessed the terms and conditions thereof. At the time of the announcement of Liberty Global's intention to bid on March 21, 2023, subject to customary conditions being (i) the review of the bid prospectus and the filing thereof with the FSMA and (ii) the completion of the valuation report by Lazard BV/SRL, which has been appointed as independent expert by the independent directors of Telenet, in accordance with article 23 of the royal decree of 27 April 2007 on public takeovers, Telenet's board of directors expressed its unanimous support and recommendation of the Offer. The prospectus has in the meantime been filed on April 13, 2023 together with the valuation report by Lazard BV/SRL and both documents are being reviewed by the Telenet board of directors and the FSMA. The board of directors will provide its formal opinion on the offer in a response memorandum which it will issue in accordance with the applicable legal framework.





# Q&A Session



# Appendix





# Definitions



# Important reporting changes

**Discontinuation of basic video RGU reporting:** Following the successful completion of our analog TV switch-off program across our entire footprint at the end of November 2021, we will no longer distinguish between basic and enhanced video subscribers and will only report the total number of video customers as of January 1, 2022.

**Rebased information for the year ended December 31, 2021:** On June 1, 2022, we successfully completed the sale of our mobile tower infrastructure business ("TowerCo") to DigitalBridge Investments, LLC, an affiliate of DigitalBridge Group, Inc. ("DigitalBridge"). In addition, on October 1, 2022, we closed the acquisition of an additional 21% stake in the media group Caviar; this acquisition brings our total shareholding to 70% and we have consolidated Caviar's financial results since October 1, 2022. For purposes of calculating rebased growth rates on a comparable basis, we have adjusted our historical revenue and Adjusted EBITDA to exclude/include the revenue and Adjusted EBITDA of TowerCo and Caviar, respectively, to the extent revenue and Adjusted EBITDA related to these transactions are no longer included/included in our current results. The rebased growth percentages have been presented as a basis for assessing growth rates on a comparable basis. Rebased growth is a non-GAAP measure as contemplated by the U.S. Securities and Exchange Commission's Regulation G and is an additional measure used by management to demonstrate the Company's underlying performance and should not replace the measures in accordance with EU IFRS as an indicator of the Company's performance, but rather should be used in conjunction with the most directly comparable EU IFRS measure.

**Inclusion of Adjusted EBITDA after leases ("Adjusted EBITDAaL"):** Following the aforementioned sale of our mobile tower infrastructure business on June 1, 2022, we will now include Adjusted EBITDA after leases as a core financial metric in addition to Adjusted EBITDA. Adjusted EBITDAaL is defined as Adjusted EBITDA as further adjusted to include lease-related depreciation and interest expense as mentioned under 6.3 Definitions. As a result of the tower disposal, Telenet has entered into a 15-year Master Lease Agreement ("MLA") with DigitalBridge with two renewal periods of 10 years each. As a result, Telenet will make substantial payments to DigitalBridge for the use of Telenet's former mobile tower infrastructure. As a result, we believe Adjusted EBITDAaL is a helpful financial metric to (i) demonstrate the Company's underlying performance after including all lease-related expenses necessary to run our business and (ii) provide comparability between Telenet's performance and the performance of other companies in the same or similar industries, although Telenet's measure may not be directly comparable to similar measures used by other public companies.

**Operating Free Cash Flow renamed Adjusted EBITDA less property & equipment additions:** Effective with the release of our Q3 2021 earnings, we have stopped using the term Operating Free Cash Flow and now use the term "Adjusted EBITDA less property & equipment additions". As we define the term, Adjusted EBITDA less property & equipment additions has the same meaning as Operating Free Cash Flow had previously, and therefore does not impact any previously reported amounts.

**Revised definition of Adjusted Free Cash Flow:** Effective Q4 2021, we have changed the way we calculate Adjusted Free Cash Flow by deducting (i) cash payments for direct acquisition and divestiture costs and (ii) principal payments on pre-acquisition additions to network leases from our Adjusted Free Cash Flow. Prior to implementing this change, our Adjusted Free Cash Flow excluded both payments, in line with our historical guidance. We have represented our Adjusted Free Cash Flow on that basis for all comparative 2021 periods as further detailed under 5.2 EU IFRS condensed consolidated statement of cash flows.





# Definitions (1/4)

**Accrued capital expenditures** are defined as additions to property, equipment and intangible assets, including additions from leases and other financing arrangements, as reported in the Company's consolidated statement of financial position on an accrued basis.

**Adjusted EBITDA** is defined as EBITDA before stock-based compensation, measurement period and post-measurement period adjustments related to business acquisitions and restructuring charges, and before operating charges or credits related to successful or unsuccessful acquisitions or divestitures. Operating charges or credits related to acquisitions or divestitures include (i) gains and losses on the disposition of long-lived assets, (ii) due diligence, legal, advisory and other third-party costs directly related to the Company's efforts to acquire or divest controlling interests in businesses, and (iii) other acquisition-related items, such as gains and losses on the settlement of contingent consideration. Adjusted EBITDA is a non-GAAP measure as contemplated by the U.S. Securities and Exchange Commission's Regulation G and (i) represents an additional measure used by management to demonstrate the Company's underlying performance both before and after including all lease-related expenses necessary to run the business and (ii) provides comparability between Telenet's performance and the performance of other companies in the same or similar industries, although Telenet's measure may not be directly comparable to similar measures used by other public companies. Adjusted EBITDA should not replace the measure in accordance with EU IFRS as an indicator of the Company's performance, but rather should be used in conjunction with the most directly comparable EU IFRS measure.

**Adjusted EBITDAaL (Adjusted EBITDA after leases)** is defined as Adjusted EBITDA further adjusted to include lease-related depreciation and interest expense. Adjusted EBITDAaL is a non-GAAP measure as contemplated by the U.S. Securities and Exchange Commission's Regulation G and (i) represents an additional measure used by management to demonstrate the Company's underlying performance both before and after including all lease-related expenses necessary to run the business and (ii) provides comparability between Telenet's performance and the performance of other companies in the same or similar industries, although Telenet's measure may not be directly comparable to similar measures used by other public companies. Adjusted EBITDAaL should not replace the measure in accordance with EU IFRS as an indicator of the Company's performance, but rather should be used in conjunction with the most directly comparable EU IFRS measure.

**Adjusted EBITDA less property & equipment additions** is defined as Adjusted EBITDA minus accrued capital expenditures as reported in the Company's consolidated financial statements. Accrued capital expenditures exclude the recognition of football broadcasting rights, mobile spectrum licenses and certain lease related capital additions. Adjusted EBITDA less property & equipment additions is a non-GAAP measure as contemplated by the U.S. Securities and Exchange Commission's Regulation G and is a meaningful measure because it provides (i) a transparent view of Adjusted EBITDA that remains after the Company's capital spend, which the Company believes is important to take into account when evaluating overall performance of the business and (ii) a comparable view of the Company's performance relative to other telecommunications companies. The Company's Adjusted EBITDA less property and equipment additions measure may differ from how other companies define and apply their definition of similar measures.



# Definitions (2/4)

**Adjusted Free Cash Flow** is defined as net cash provided by the Company's operating activities, plus operating-related vendor financed expenses (which represents an increase in the period to the Company's actual cash available as a result of extending vendor payment terms beyond normal payment terms, which are typically 90 days or less, through non-cash financing activities), less (i) cash payments in the period for capital expenditures as reported in the Company's consolidated statement of cash flows, (ii) principal payments on operating- and capital-related amounts financed by vendors and intermediaries (which represents a decrease in the period to the Company's actual cash available as a result of paying amounts to vendors and intermediaries where we previously had extended vendor payments beyond the normal payment terms), and (iii) principal payments on finance leases (which represents a decrease in the period to our actual cash available) each as reported in the Company's consolidated statements of cash flows. The Company believes its presentation of Adjusted Free Cash Flow, which is a non-GAAP measure as contemplated by the U.S. Securities and Exchange Commission's Regulation G, provides useful information to its investors because this measure can be used to gauge the Company's ability to (i) service debt and (ii) fund new investment opportunities after consideration of all actual cash payments related to working capital activities and expenses that are capital in nature whether paid inside normal vendor payment terms or paid later outside normal vendor payment terms (in which case the Company typically pays in less than 365 days). Adjusted Free Cash Flow should not be understood to represent the Company's ability to fund discretionary amounts, as the Company has various mandatory and contractual obligations, including debt repayments, that are not deducted to arrive at these amounts. Investors should view Adjusted Free Cash Flow as a supplement to, and not a substitute for EU IFRS measures of liquidity included in the Company's consolidated statements of cash flows. Further, the Company's Adjusted Free Cash Flow may differ from how other companies define and apply their definition of Adjusted Free Cash Flow.

**Average Revenue Per Unit (“ARPU”)** refers to the average monthly subscription revenue per average customer relationship and is calculated by dividing the average monthly subscription revenue (excluding mobile services, Business-to-Business ("B2B") services, interconnect, channel carriage fees, mobile handset sales and installation fees) for the indicated period, by the average of the opening and closing balances for customer relationships for the period.

**Customer Churn** represents the rate at which customers relinquish their subscriptions. The annual rolling average basis is calculated by dividing the number of disconnects during the preceding 12 months by the average number of customer relationships. For the purpose of computing churn, a disconnect is deemed to have occurred if the customer no longer receives any level of service from Telenet and is required to return Telenet's equipment. A partial product downgrade, typically used to encourage customers to pay an outstanding bill and avoid complete service disconnection is not considered to be disconnected for purposes of Telenet's churn calculations. Customers who move within Telenet's cable footprint and upgrades and downgrades between services are also excluded from the disconnect figures used in the churn calculation.

**Customer Relationships** are the number of customers who receive at least one of Telenet's video, internet or telephony services that Telenet counts as RGUs, without regard to which or to how many services they subscribe. Customer Relationships generally are counted on a unique premises basis. Accordingly, if an individual receives Telenet's services in two premises (e.g. a primary home and a vacation home), that individual generally will count as two Customer Relationships. Telenet excludes mobile-only customers from Customer Relationships.





# Definitions (3/4)

**EBITDA** is defined as profit before net finance expense, the share of the result of equity accounted investees, income taxes, depreciation, amortization and impairment.

**Fixed-line Telephony Subscriber** is a home, residential multiple dwelling unit or commercial unit that receives Telenet's fixed-line voice services over the Telenet and Partner Networks (commonly referred to as the "Combined Network"). Fixed-line Telephony Subscribers exclude mobile telephony subscribers.

**Homes Passed** are homes, residential multiple dwelling units or commercial units that can be connected to the Combined Network without materially extending the distribution plant. Telenet's Homes Passed counts are based on census data that can change based on either revisions to the data or from new census results.

**Internet Subscriber** is a home, residential multiple dwelling unit or commercial unit that receives Telenet's internet services over the Combined Network.

**Mobile subscriber count** represents the number of active subscriber identification module ("SIM") cards in service rather than services provided. For example, if a mobile subscriber has both a data and voice plan on a smartphone this would equate to one mobile subscriber. Alternatively, a subscriber who has a voice and data plan for a mobile handset and a data plan for a laptop (via a dongle) would be counted as two mobile subscribers. Customers who do not pay a recurring monthly fee are excluded from Telenet's mobile telephony subscriber counts after a 90-day inactivity period.

**Net total leverage** is defined as the sum of loans and borrowings under current and non-current liabilities (excluding lease-related liabilities) minus cash and cash equivalents ("Net Total Debt"), as recorded in the Company's statement of financial position, divided by the last two quarters' Consolidated Annualized Adjusted EBITDAaL. In its statement of financial position, Telenet's USD-denominated debt has been converted into EUR using the December 31, 2022 EUR/USD exchange rate. As Telenet has entered into several derivative transactions to hedge both the underlying floating interest rate and exchange risks, the EUR-equivalent hedged amounts were €2,041.5 million (USD 2,295.0 million Term Loan AR) and €882.8 million (USD 1.0 billion Senior Secured Notes due 2028), respectively. For the calculation of its net leverage ratio, Telenet uses the EUR-equivalent hedged amounts given the underlying economic risk exposure. Net total leverage is a non-GAAP measure as contemplated by the U.S. Securities and Exchange Commission's Regulation G.

**Net covenant leverage** is calculated as per the 2020 Amended Senior Credit Facility definition, using Net Total Debt (using the €-equivalent hedged amounts for its USD-denominated debt as highlighted above), excluding (i) subordinated shareholder loans, (ii) capitalized elements of indebtedness under the Clientele and Annuity Fees, (iii) any finance leases entered into on or prior to August 1, 2007, (iv) any indebtedness incurred under the network lease entered into with the pure intermunicipalities, (v) any vendor financing-related liabilities, and including (vi) the Credit Facility Excluded Amount (which is the greater of (a) €400.0 million and (b) 0.25x Consolidated Annualized Adjusted EBITDA), divided by last two quarters' Consolidated Annualized Adjusted EBITDA.



# Definitions (4/4)

**Rebased information:** On June 1, 2022, we successfully completed the sale of our mobile tower infrastructure business (“TowerCo”) to DigitalBridge Investments, LLC, an affiliate of DigitalBridge Group, Inc. (“DigitalBridge”). In addition, on October 1, 2022, we closed the acquisition of an additional 21% stake in the media group Caviar; this acquisition brings our total shareholding to 70% and we have consolidated Caviar's financial results since October 1, 2022. For purposes of calculating rebased growth rates on a comparable basis, we have adjusted our historical revenue and Adjusted EBITDA to exclude/include the revenue and Adjusted EBITDA of TowerCo and Caviar, respectively, to the extent revenue and Adjusted EBITDA related to these transactions are no longer included/included in our current results. The rebased growth percentages have been presented as a basis for assessing growth rates on a comparable basis. Rebased growth is a non-GAAP measure as contemplated by the U.S. Securities and Exchange Commission's Regulation G and is an additional measure used by management to demonstrate the Company's underlying performance and should not replace the measures in accordance with EU IFRS as an indicator of the Company's performance, but rather should be used in conjunction with the most directly comparable EU IFRS measure.

**RGU** is separately a Video Subscriber, Internet Subscriber or Fixed-line Telephony Subscriber. A home, residential multiple dwelling unit, or commercial unit may contain one or more RGUs. For example, if a residential customer subscribed to Telenet's video service, fixed-line telephony service and broadband internet service, the customer would constitute three RGUs. Total RGUs is the sum of Video, Internet and Fixed-line Telephony Subscribers. RGUs generally are counted on a unique premises basis such that a given premises does not count as more than one RGU for any given service. On the other hand, if an individual receives one of Telenet's services in two premises (e.g. a primary home and a vacation home), that individual will count as two RGUs for that service. Each bundled cable, internet or fixed-line telephony service is counted as a separate RGU regardless of the nature of any bundling discount or promotion. Non-paying subscribers are counted as subscribers during their free promotional service period. Some of these subscribers may choose to disconnect after their free service period. Services offered without charge on a long-term basis (e.g. VIP subscribers, free service to employees) generally are not counted as RGUs. Telenet does not include subscriptions to mobile services in its externally reported RGU counts.

**Video Subscriber** is a home, residential multiple dwelling unit or commercial unit that receives Telenet's video service over the Combined Network.





# Rebased headline financials FY 2021

Reported	Reflecting (i) the sale of mobile tower business as of June 1, 2022 and (ii) the acquisition of Caviar Group as of October 1, 2022												Rebased										
€ million	Q1'21	Q2'21	Q3'21	Q4'21	H1'21	9M'21	FY'21	Q1'21	Q2'21	Q3'21	Q4'21	H1'21	9M'21	FY'21	Q1'21	Q2'21	Q3'21	Q4'21	H1'21	9M'21	FY'21		
Revenue by nature																							
Subscription revenue																							
Video	142.7	136.1	134.4	135.3	278.8	413.2	548.5	-	-	-	-	-	-	-	142.7	136.1	134.4	135.3	278.8	413.2	548.5		
Broadband internet	168.4	169.4	170.3	172.1	337.8	508.1	680.2	-	-	-	-	-	-	-	168.4	169.4	170.3	172.1	337.8	508.1	680.2		
Fixed-line telephony	55.3	54.0	52.8	53.5	109.3	162.1	215.6	-	-	-	-	-	-	-	55.3	54.0	52.8	53.5	109.3	162.1	215.6		
Cable subscription revenue	366.4	359.5	357.5	360.9	725.9	1,083.4	1,444.3	-	-	-	-	-	-	-	366.4	359.5	357.5	360.9	725.9	1,083.4	1,444.3		
Mobile telephony	117.7	120.3	127.9	126.5	238.0	365.9	492.4	-	-	-	-	-	-	-	117.7	120.3	127.9	126.5	238.0	365.9	492.4		
Total subscription revenue	484.1	479.8	485.4	487.4	963.9	1,449.3	1,936.7	-	-	-	-	-	-	-	484.1	479.8	485.4	487.4	963.9	1,449.3	1,936.7		
Business services	45.4	44.9	45.5	45.3	90.3	135.8	181.1	-	-	(0.3)	(0.1)	-	(0.3)	(0.4)	45.4	44.9	45.2	45.2	90.3	135.5	180.7		
Other	116.4	117.7	109.7	134.2	234.1	343.8	478.0	-	(0.3)	-	34.7	(0.3)	(0.3)	34.4	116.4	117.4	109.7	168.9	233.8	343.5	512.4		
Total Revenue	645.9	642.4	640.6	666.9	1,288.3	1,928.9	2,595.8	-	(0.3)	(0.3)	34.6	(0.3)	(0.6)	34.0	645.9	642.1	640.3	701.5	1,288.0	1,928.3	2,629.8		
Expenses by Nature																							
Network operating expenses	(57.7)	(48.4)	(51.6)	(47.5)	(106.1)	(157.7)	(205.2)	-	1.3	3.5	3.5	1.3	4.8	8.3	(57.7)	(47.1)	(48.1)	(44.0)	(104.8)	(152.9)	(196.9)		
Direct costs (programming, copyrights, interconnect and other)	(128.6)	(121.7)	(130.7)	(141.0)	(250.3)	(381.0)	(522.0)	(1.1)	(1.3)	(1.0)	(29.0)	(2.4)	(3.4)	(32.4)	(129.7)	(123.0)	(131.7)	(170.0)	(252.7)	(384.4)	(554.4)		
Staff-related expenses	(71.2)	(66.9)	(66.1)	(73.2)	(138.1)	(204.2)	(277.4)	1.2	1.2	1.0	(2.2)	2.4	3.4	1.2	(70.0)	(65.7)	(65.1)	(75.4)	(135.7)	(200.8)	(276.2)		
Sales and marketing expenses	(19.3)	(20.0)	(20.5)	(28.3)	(39.3)	(59.8)	(88.1)	-	-	-	(0.5)	-	-	(0.5)	(19.3)	(20.0)	(20.5)	(28.8)	(39.3)	(59.8)	(88.6)		
Outsourced labor and Professional services	(7.1)	(8.1)	(8.4)	(8.2)	(15.2)	(23.6)	(31.8)	-	-	-	(0.2)	-	-	(0.2)	(7.1)	(8.1)	(8.4)	(8.4)	(15.2)	(23.6)	(32.0)		
Other indirect expenses	(27.8)	(22.8)	(24.9)	(28.3)	(50.6)	(75.5)	(103.8)	(0.1)	(1.7)	(5.4)	(6.0)	(1.8)	(7.2)	(13.2)	(27.9)	(24.5)	(30.3)	(34.3)	(52.4)	(82.7)	(117.0)		
Total Expense	(311.7)	(287.9)	(302.2)	(326.5)	(599.6)	(901.8)	(1,228.3)	-	(0.5)	(1.9)	(34.4)	(0.5)	(2.4)	(36.8)	(311.7)	(288.4)	(304.1)	(360.9)	(600.1)	(904.2)	(1,265.1)		
Adjusted EBITDA																							
Adjusted EBITDA	334.2	354.5	338.4	340.4	#	688.7	1,027.1	1,367.5	-	(0.8)	(2.2)	0.2	#	(0.8)	(3.0)	(2.8)	334.2	353.7	336.2	340.6	687.9	1,024.1	1,364.7
Adjusted EBITDA margin	51.7%	55.2%	52.8%	51.0%		53.5%	53.2%	52.7%				0.0%	0.0%	0.0%	51.7%	55.1%	52.5%	48.6%	53.4%	53.1%	51.9%		
Adjusted EBITDAaL																							
Depreciation on assets under leases	(22.3)	(22.9)	(22.3)	(22.4)	(45.2)	(67.5)	(89.9)	-	0.3	0.9	0.6	0.3	1.2	1.8	(22.3)	(22.6)	(21.4)	(21.8)	(44.9)	(66.3)	(88.1)		
Interest expense on leases	(6.7)	(7.0)	(6.7)	(6.8)	(13.7)	(20.4)	(27.2)	-	(2.1)	(6.5)	(6.6)	(2.1)	(8.6)	(15.2)	(6.7)	(9.1)	(13.2)	(13.4)	(15.8)	(29.0)	(42.4)		
Adjusted EBITDAaL	305.2	324.6	309.4	311.2	#	629.8	939.2	1,250.4	-	(2.6)	(7.8)	(5.8)	(2.6)	(10.4)	(16.2)	305.2	322.0	301.6	305.4	627.2	928.8	1,234.2	
Adjusted EBITDAaL margin	47.3%	50.5%	48.3%	46.7%		48.9%	48.7%	48.2%							47.3%	50.1%	47.1%	43.5%	48.7%	48.2%	46.9%		



# Rebased headline financials FY 2022

Reported								Reflecting (i) the sale of mobile tower business as of June 1, 2022, (ii) the acquisition of Caviar Group as of October 1, 2022 and (iii) the acquisition of Eltrona as of January 1, 2023								Rebased							
€ million	Q1'22	Q2'22	Q3'22	Q4'22	H1'22	9M'22	FY'22	Q1'22	Q2'22	Q3'22	Q4'22	H1'22	9M'22	FY'22	Q1'22	Q2'22	Q3'22	Q4'22	H1'22	9M'22	FY'22		
Revenue by nature																							
Subscription revenue																							
Video	133.6	132.4	135.2	134.2	266.0	401.2	535.4	3.9	3.9	3.9	4.0	7.8	11.7	15.7	137.5	136.3	139.1	138.2	273.8	412.9	551.1		
Broadband internet	171.8	171.7	179.3	180.0	343.5	522.8	702.8	1.5	1.5	1.5	1.6	3.0	4.5	6.1	173.3	173.2	180.8	181.6	346.5	527.3	708.9		
Fixed-line telephony	51.9	50.4	50.3	49.0	102.3	152.6	201.6	-	-	0.1	-	-	0.1	0.1	51.9	50.4	50.4	49.0	102.3	152.7	201.7		
Cable subscription revenue	357.3	354.5	364.8	363.2	711.8	1,076.6	1,439.8	5.4	5.4	5.5	5.6	10.8	16.3	21.9	362.7	359.9	370.3	368.8	722.6	1,092.9	1,461.7		
Mobile telephony	125.7	127.4	134.6	131.9	253.1	387.7	519.6	0.1	0.2	0.2	-	0.3	0.5	0.5	125.8	127.6	134.8	131.9	253.4	388.2	520.1		
Total subscription revenue	483.0	481.9	499.4	495.1	964.9	1,464.3	1,959.4	5.5	5.6	5.7	5.6	11.1	16.8	22.4	488.5	487.5	505.1	500.7	976.0	1,481.1	1,981.8		
Business services	44.3	44.0	44.8	46.6	88.3	133.1	179.7	0.1	-	0.2	0.1	0.1	0.3	0.4	44.4	44.0	45.0	46.7	88.4	133.4	180.1		
Other	117.5	120.9	116.3	171.2	238.4	354.7	525.9	32.9	45.2	45.7	1.1	78.1	123.8	124.9	150.4	166.1	162.0	172.3	316.5	478.5	650.8		
Total Revenue	644.8	646.8	660.5	712.9	1,291.6	1,952.1	2,665.0	38.5	50.8	51.6	6.8	89.3	140.9	147.7	683.3	697.6	712.1	719.7	1,380.9	2,093.0	2,812.7		
Expenses by Nature																							
Network operating expenses	(58.8)	(49.4)	(52.8)	(44.5)	(108.2)	(161.0)	(205.5)	4.3	2.4	(0.4)	(0.5)	6.7	6.3	5.8	(54.5)	(47.0)	(53.2)	(45.0)	(101.5)	(154.7)	(199.7)		
Direct costs (programming, copyrights, interconnect and other)	(127.8)	(124.4)	(127.9)	(165.3)	(252.2)	(380.1)	(545.4)	(28.5)	(38.9)	(39.1)	(1.4)	(67.4)	(106.5)	(107.9)	(156.3)	(163.3)	(167.0)	(166.7)	(319.6)	(486.6)	(653.3)		
Staff-related expenses	(72.9)	(72.2)	(71.7)	(76.6)	(145.1)	(216.8)	(293.4)	(4.9)	(4.7)	(4.5)	(2.1)	(9.6)	(14.1)	(16.2)	(77.8)	(76.9)	(76.2)	(78.7)	(154.7)	(230.9)	(309.6)		
Sales and marketing expenses	(19.9)	(19.5)	(20.5)	(28.8)	(39.4)	(59.9)	(88.7)	(0.5)	(0.5)	(0.6)	(0.3)	(1.0)	(1.6)	(1.9)	(20.4)	(20.0)	(21.1)	(29.1)	(40.4)	(61.5)	(90.6)		
Outsourced labor and Professional services	(9.2)	(11.2)	(8.8)	(12.2)	(20.4)	(29.2)	(41.4)	(0.1)	(0.1)	(0.3)	(0.1)	(0.2)	(0.5)	(0.6)	(9.3)	(11.3)	(9.1)	(12.3)	(20.6)	(29.7)	(42.0)		
Other indirect expenses	(27.7)	(28.0)	(31.5)	(29.6)	(55.7)	(87.2)	(116.8)	(7.9)	(5.9)	(1.3)	(0.6)	(13.8)	(15.1)	(15.7)	(35.6)	(33.9)	(32.8)	(30.2)	(69.5)	(102.3)	(132.5)		
Total Expense	(316.3)	(304.7)	(313.2)	(357.0) #	(621.0)	(934.2)	(1,291.2)	(37.6)	(47.7)	(46.2)	(5.0)	(85.3)	(131.5)	(136.5)	(353.9)	(352.4)	(359.4)	(362.0) #	(706.3)	(1,065.7)	(1,427.7)		
Adjusted EBITDA																							
Adjusted EBITDA	328.5	342.1	347.3	355.9	670.6	1,017.9	1,373.8	0.9	3.1	5.4	1.8	4.0	9.4	11.2	329.4	345.2	352.7	357.7	674.6	1,027.3	1,385.0		
Adjusted EBITDA margin	50.9%	52.9%	52.6%	49.9%	51.9%	52.1%	51.5%								48.2%	49.5%	49.5%	49.7%	48.9%	49.1%	49.2%		
Adjusted EBITDAaL																							
Depreciation on assets under leases	(23.1)	(19.6)	(20.9)	(21.5)	(42.7)	(63.6)	(85.1)	0.6	(3.7)	(0.5)	-	(3.1)	(3.6)	(3.6)	(22.5)	(23.3)	(21.4)	(21.5)	(45.8)	(67.2)	(88.7)		
Interest expense on leases	(7.1)	(8.4)	(13.7)	(13.4)	(15.5)	(29.2)	(42.6)	(7.0)	(4.7)	-	-	(11.7)	(11.7)	(11.7)	(14.1)	(13.1)	(13.7)	(13.4)	(27.2)	(40.9)	(54.3)		
Adjusted EBITDAaL	298.3	314.1	312.7	321.0 #	612.4	925.1	1,246.1	(5.5)	(5.3)	4.9	1.8	(10.8)	(5.9)	(4.1)	292.8	308.8	317.6	322.8 #	601.6	919.2	1,242.0		
Adjusted EBITDAaL margin	46.3%	48.6%	47.3%	45.0%	47.4%	47.4%	46.8%								42.9%	44.3%	44.6%	44.9%	43.6%	43.9%	44.2%		







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