

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

*This is an unofficial English translation, for information purposes only.
Please only sign and return the original Dutch version.*

Dutch version to be delivered to Telenet Group Holding NV
(the Company)
at the latest on 21 April 2022:

per mail at:
Telenet Group Holding NV
Company Secretary
Liersesteenweg 4
2800 Mechelen, Belgium

or per e-mail to:
corporategovernance@telenetgroup.be

The Undersigned (name and first name / residing at):

.....

or (name of the company / registered office) :

.....

.....

Represented by

Owner of shares of Telenet Group Holding NV
(number)

Hereby appoints the following person as proxy-holder, with right of substitution:

Mr/Mrs (name and first name)¹
(Adress).....

The Chairman of the board of directors of the Company, Mr. Bert De Graeve, permanent representative of IDw Consult BV

Please tick the appropriate box

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

² *IDw Consult BV, 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 7:143 of the Code of Companies and Associations. In case of a potential conflict of interest 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 be supposed to have received the specific voting instruction to vote in favor.*

³ *If a designated proxy-holder is appointed, the above procedure of article 7:143 of the Code of Companies and Associations is applicable. In case of a potential conflict of interest the proxy-holder 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, the proxy-holder will be supposed to have received the specific voting instruction to vote in favor.*

To represent it/him/her at the Extraordinary General Shareholders' Meeting of Telenet Group Holding NV, which will be held on **Wednesday, 27 April 2022** following the annual general shareholders' meeting with the following agenda (and any other meeting which would be held later with the same agenda):

1. Report of the board of directors in respect of the renewal of the powers regarding the authorized capital

Communication, discussion and filing of the special report of the board of directors in accordance with article 7:199 of the Belgian Code of Companies and Associations in respect of the proposed renewal of the powers regarding the authorized capital.

2. Renewal of the powers of the board of directors under authorized capital - Amendment of the articles of association

Proposed resolution: renewal of the powers of the board of directors in connection with the authorized capital as follows:

(a) The board of directors will be authorized to increase the capital of the Company on one or several occasions with a maximum amount of five million euro (€ 5,000,000.00).

This authorization is valid for a period of five (5) years as of the date of publication in the Annexes to the Belgian State Gazette of an extract of the minutes of the extraordinary shareholders' meeting of the company held on April 27, 2022 granting the authorization, and will for the remainder have the modalities and conditions as set forth below.

(b) In light of the provisions set forth in paragraph (a), amendment and reformulation of article 7 of the articles of association as follows:

“Article 7: Authorized Capital

7.1. The board of directors is authorized to increase the registered capital pursuant to a notarial deed on one or more occasions by a maximum amount of five million euro (€ 5,000,000.00).

The board of directors may exercise this authorization during a period of five (5) years as of the date of publication in the Annexes to the Belgian State Gazette of the resolution of the extraordinary shareholders' meeting of April 27, 2022 resolving to amend the articles of association with respect to the renewal of the authorization.

This power may be renewed in accordance with the applicable legal provisions.

7.2. The board of directors may increase the capital by contributions in cash or in kind within the limits of the BCCA, by capitalization of reserves, whether available or unavailable for distribution, with or without the issuance of new shares (with or without voting rights). The board of directors may also use this authorization for the issuance of convertible bonds, subscription rights or bonds to which subscription rights or other securities are attached, and for the issuance of other securities.

7.3. In accordance with the applicable provisions of the articles of association and applicable law, when using its powers under the authorized capital, the board of directors may, in the interest of the company, limit or cancel the preferential subscription right, including in favor of one or more specific persons other than personnel of the company or of its subsidiaries.

7.4. Where, in the event of a capital increase decided by the board of directors pursuant to the authorized capital, an issue premium is paid, this issue premium will be automatically booked under the account "Issue premium", which shall, like the capital, serve as the guarantee for third parties, and which can, except the possibility to convert this reserve into capital, only be reduced or cancelled on the basis of a new lawful resolution of the shareholders' meeting passed in the manner required by the BCCA for an amendment to the company's articles of association.

7.5. When using its powers under the authorized capital, the board of directors is authorized, with power to substitute, to amend the company's articles of association to reflect the outstanding capital and outstanding shares."

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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3. Authorization to acquire own securities

Proposed resolution: withdrawal of the current special authorization to the Company to acquire own shares and profit certificates, and certificates relating thereto, and replacement thereof by a new special authorization to the Company to acquire own shares and profit certificates, and certificates relating thereto, and consequently, the following resolution:¹

The board of directors of the Company, a directly controlled subsidiary of the Company or a person acting in its own name but for the account of the Company or such subsidiary, is authorized, in accordance with applicable law and the relevant provisions of the Company's articles of association, to acquire shares and profit certificates of the Company, and certificates relating thereto, by acquisition, purchase, exchange or otherwise, up to the maximum number as set forth in the applicable legislation, at a price per share, profit certificate or certificate relating thereto, (x) that cannot be lower than 80 % of the lowest closing price of the shares of the Company, on a "per share" basis, as traded on Euronext Brussels (or any other regulated market or trading platform on which the shares of the Company are traded at that time at the initiative of the Company) during a term of twenty (20) trading days preceding the acquisition, and (y) which cannot be higher than 120 % of the highest closing price of the shares of the company, on a "per share" basis, as traded on Euronext Brussels (or any other regulated market or trading platform on which the shares of the Company are traded at that time at the initiative of the Company) during a term of twenty (20) trading days preceding the acquisition.

¹ For completeness' sake it is clarified that if this proposed resolution is not approved, the authorization granted to the Company by the extraordinary general shareholders' meeting of the Company held on April 24, 2019, shall remain in full force and effect.

The aforementioned authorization also applies to the taking of pledges on shares and profit certificates of the Company, and certificates relating thereto, by the Company itself, by a directly controlled subsidiary of the Company, or by a person acting in its own name but for the account of the Company or such subsidiary. This authorization is valid for a period of 5 years.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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4. Cancellation of shares

Proposed resolution: cancellation of one million one hundred thousand (1,100,000) own shares that the Company has acquired under the past and closed share repurchase programs. The unavailable reserve that has been created in accordance with the provisions of article 7:217 §2 of the Belgian Code of Companies and Associations, will be abrogated as set forth under article 7:219 §4 of the Belgian Code of Companies and Associations.

The text of paragraph 6.1 Capital and shares of Article 6: Capital - Shares of the articles of association will accordingly be amended as follows:

*“6.1. Capital and shares
 The capital of the company amounts twelve million seven hundred and ninety-nine thousand forty-nine euro forty cents (€ 12,799,049.40).
 It is represented by one hundred and twelve million seven hundred forty-one thousand eight hundred nineteen (112,741,819) shares without par value, comprising
 * one hundred twelve million six hundred forty-six thousand nine hundred forty-six (112,646,946) Ordinary Shares;
 * thirty (30) Golden Shares;
 * ninety-four thousand eight hundred forty-three (94,843) Liquidation Dispreference Shares.
 The capital has been fully and unconditionally subscribed for and is fully paid up.”*

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<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 vote on decisions to be taken by the extraordinary general shareholders’ meeting during the meeting subject to compliance with the Code of Companies and Associations and 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 or if there should be a vote on decisions to be taken by the general meeting during the meeting, subject to compliance with the Code of Companies and Associations, the proxy holder will always vote in favor of the proposed resolution, possibly as amended.

In case of amendments to the agenda and proposed additional resolutions as provided in article 7:130 of the Code of Companies and Associations, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions **by 12 April 2022 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 (insofar as legally possible during the annual general shareholders' meeting):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, proposed by the Board of Directors.*

Done at, on 2022.

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

Signature(s):.....