

**VOTING LETTER**

**Annual General Shareholders' Meeting**

**27 April 2022 (10.00 a.m. CEST)**

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

The signed Dutch version of the voting letter shall be returned to  
Telenet Group Holding NV (*the Company*) by mail  
at the latest on 21 April 2022 to:

Telenet Group Holding NV  
Company Secretary  
Liersesteenweg 4  
2800 Mechelen, Belgium

Or by e-mail to:

[corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be)

**The Undersigned** (name and first name / Name of the Company)

.....

**Residing / Registered Office**

.....

Owner of

(Number)
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Shares of Telenet Group Holding NV

Nature of shares  dematerialized  
 registered

**votes by letter in the following way with respect to the Annual General Shareholders' Meeting, which will be held on Wednesday 27 April 2022 as from 10.00 a.m. CEST.**

**My vote on each of the proposed resolutions is as follows:**

*(please mark the appropriate boxes)*

**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, 2021.

**2. Consolidated financial statements and reports on the consolidated financial statements**

Communication of and discussion on (i) the consolidated financial statements, (ii) the annual report of the board of directors and (iii) the report of the statutory auditor on the consolidated financial statements for the financial year ended on December 31, 2021.

**3. Communication and approval of the statutory financial statements; dividend; POA**

Communication and approval of the statutory financial statements for the financial year ended on December 31, 2021, and of the proposed allocation of the result, including the approval of a dividend. Power of attorney.

Proposed resolution: approval of the statutory financial statements for the financial year ended on December 31, 2021, and of the proposed allocation of the result, including the approval of a dividend of EUR 1.375 per share gross, payable as from 4 May 2022. This represents an aggregate amount of EUR 149.0 million gross as per 18 March 2022, which aggregate amount may change in function of possible changes in the number of own shares held by the Company on the record date for the payment of the dividend. The annual general meeting delegates all further powers with regard to the payment of the dividend to the board of directors.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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**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, 2021.

Proposed resolution: approval of the remuneration report, as included in the annual report of the board of directors, for the financial year ended on December 31, 2021.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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**5. 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, 2021, for the exercise of their mandate during said financial year.

5.a/ Bert De Graeve (IDw Consult BV)	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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5.b/ Jo Van Biesbroeck (JoVB BV)	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
5.c/ Christiane Franck	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
5.d/ John Porter	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
5.e/ Charles H. Bracken	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
5.f/ Manuel Kohnstamm	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
5.g/ Severina Pascu	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
5.h/ Amy Blair	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
5.i / Enrique Rodriguez	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION

**6. 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, 2021.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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**7. (Re)appointment of directors**

Taking into account the advice of the remuneration- and nomination committee of the board of directors, the board of directors recommends adopting the following resolutions, as the case may be, upon nomination as stated in Article 18 of the articles of association of the Company. For further information in relation to the relevant persons proposed to be (re)appointed and their resume, reference is made to the declaration on corporate governance in the annual report of the board of directors.

Proposed resolutions:

- (a) Appointment, upon nomination in accordance with Article 18.1(i) of the articles of association, of Lieve Creten BV (with Ms. Lieve Creten as permanent representative) as “independent director”, in accordance with article 7:87 of the Belgian Code of Companies and Associations, article 3.5 of the Belgian Corporate Governance Code 2020 and Article 18.1 (i) and 18.2 of the articles of association of the Company, remunerated as set forth in the remuneration policy of the Company approved by the annual general shareholders’ meeting of the Company held on April 26, 2021 (as the case may taking into account be the change proposed in agenda item 8), for a term of 4 years, with immediate effect and

until the closing of the annual general shareholders' meeting of 2026 which will be held to deliberate on the financial statements of the financial year ended on December 31, 2025. Lieve Creten BV (with Ms. Lieve Creten as permanent representative) meets the criteria provided for in article 7:87 of the Belgian Code of Companies and Associations, article 3.5 of the Belgian Corporate Governance Code 2020 and Article 18.2 of the articles of association.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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- (b) Appointment, upon nomination in accordance with Article 18.1(i) of the articles of association, of Dirk JS Van den Berghe Ltd. (with Mr. Dirk Van den Berghe as permanent representative) as “independent director”, in accordance with article 7:87 of the Belgian Code of Companies and Associations, article 3.5 of the Belgian Corporate Governance Code 2020 and Article 18.1 (i) and 18.2 of the articles of association of the Company, remunerated as set forth in the remuneration policy of the Company approved by the annual general shareholders' meeting of the Company held on April 26, 2021 (as the case may taking into account be the change proposed in agenda item 8), for a term of 4 years, with immediate effect and until the closing of the annual general shareholders' meeting of 2026 which will be held to deliberate on the financial statements of the financial year ended on December 31, 2025. Dirk JS Van den Berghe Ltd. (with Mr. Dirk Van den Berghe as permanent representative) meets the criteria provided for in article 7:87 of the Belgian Code of Companies and Associations, article 3.5 of the Belgian Corporate Governance Code 2020 and Article 18.2 of the articles of association.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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- (c) Appointment, upon nomination in accordance with Article 18.1(i) of the articles of association, of Mr. John Gilbert as “independent director”, in accordance with article 7:87 of the Belgian Code of Companies and Associations, article 3.5 of the Belgian Corporate Governance Code 2020 and Article 18.1 (i) and 18.2 of the articles of association of the Company, remunerated as set forth in the remuneration policy of the Company approved by the annual general shareholders' meeting of the Company held on April 26, 2021 (as the case may taking into account be the change proposed in agenda item 8), for a term of 4 years, with immediate effect and until the closing of the annual general shareholders' meeting of 2026 which will be held to deliberate on the financial statements of the financial year ended on December 31, 2025. Mr. John Gilbert meets the criteria provided for in article 7:87 of the Belgian Code of Companies and Associations, article 3.5 of the Belgian Corporate Governance Code 2020 and Article 18.2 of the articles of association.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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- (d) Appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Ms. Madalina Suceveanu as director of the Company, remunerated as set forth in the remuneration policy of the Company approved by the annual general shareholders' meeting of the Company held on April 26,

2021, for a term of 4 years, with immediate effect and until the closing of the annual general shareholders' meeting of 2026 which will be held to deliberate on the financial statements of the financial year ended on December 31, 2025.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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- (e) Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Ms. Amy Blair as director of the Company, remunerated as set forth in the remuneration policy of the Company approved by the annual general shareholders' meeting of the Company held on April 26, 2021, for a term of 4 years, with immediate effect and until the closing of the annual general shareholders' meeting of 2026 which will be held to deliberate on the financial statements of the financial year ended on December 31, 2025.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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- (f) Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Ms. Severina Pascu as director of the Company, remunerated as set forth in the remuneration policy of the Company approved by the annual general shareholders' meeting of the Company held on April 26, 2021, for a term of 4 years, with immediate effect and until the closing of the annual general shareholders' meeting of 2026 which will be held to deliberate on the financial statements of the financial year ended on December 31, 2025.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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**8. Remuneration of independent directors**

Proposed resolution: upon recommendation of the remuneration- and nomination committee of the board of directors, approval of the removal of the maximum amount of EUR 24,500 applicable to the attendance fees of the independent directors for meetings of the board of directors for (i) the year 2021 and (ii) as of the year 2022. All other remuneration remains unchanged.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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**9. Ratification and approval in accordance with Article 7:151 of the Code of Companies and Associations**

Proposed resolution: ratification and approval, in as far as needed and applicable, in accordance with article 7:151 of the Belgian Code of Companies and Associations, of the terms and conditions of (i) the performance share plans and (ii) the restricted shares plans issued on 4 August 2021 to (selected) employees of the Company, which grant rights that have a substantial impact on the Company's assets or give rise to a substantial liability or obligation of the Company, when the exercise of these rights

*Unofficial English translation – Please sign original Dutch version*

depends on the launch of a public takeover bid on the shares of the Company or on a change of control exercised over the Company.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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In case of amendments to the agenda and proposed additional resolutions as mentioned 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 mail. Votes by mail that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the votes by mail apply, subject, however, to applicable law and the further clarifications set out on the postal voting form. In accordance with the Code of Companies and Associations, a vote by letter regarding an agenda item for which a new proposed resolution was filed by a shareholder holding at least 3% of the shares, will not be taken into account.

In case of amendments to a proposed resolution or a new proposed resolution (insofar as legally possible during the general meeting):<sup>1</sup>

- 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. ....

<sup>1</sup> *Absence of instructions on this form or 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.

Signature(s):.....