

## **TELENET GROUP HOLDING NV**

Public Limited Liability Company under Belgian law  
Liersesteenweg 4 - 2800 Mechelen  
RLE (RPR/RPM) Antwerpen - Division Mechelen 0477.702.333

(the Company)

### **CONVOCATION OF THE ANNUAL GENERAL SHAREHOLDERS' MEETING**

The board of directors of the Company (the **Board**) invites the shareholders of the Company to participate in the annual general shareholders' meeting of the Company which will take place on **Wednesday 28 April 2021 at 10.00 a.m CET** at **YR KV Mechelen, Kleine Nieuwedijkstraat 53, 2800 Mechelen** to deliberate and decide on the agenda set out below.

There is no quorum requirement for the annual general shareholders' meeting. Without prejudice to applicable legislation, each share is entitled to one vote.

#### **CORONA | COVID-19-MEASURES**

**In light of the Covid-19-pandemic, the following will apply:**

**The Company will only be able to grant access to the (premises of the) annual general shareholders' meeting to shareholders, proxy holders and other persons to the extent public are permitted by the competent authorities on the moment of the annual general shareholders' meeting with respect to the region of the place of the general meeting. As a result, there is a risk that participation in person to the annual general shareholders' meeting may not be possible.**

**It is possible that the Company makes use of derogations permitted by law or royal decree from the rules of convening, operation of and participation in the annual general shareholders' meeting (including possible restrictions to the exercise by shareholders of their rights to participate in the annual general shareholders' meeting), depending on the evolution of Covid-19 in Belgium or in the region of the place of the general meeting during the period between the moment of this convocation and the date of the annual general shareholders' meeting. In such case, the Company will further communicate.**

**It is possible that travelling to the place of the general meeting to attend the annual general shareholders' meeting is subject to special conditions or restrictions, particularly for shareholders not located in the region of the place of the general meeting. Shareholders are requested to research and comply with any such conditions or restrictions.**

**In any event, the following general safety precautions will apply to the premises of the general meeting:**

- Mouth / nose mask obligation when entering the place of the general meeting;**
- Strict compliance with social distancing and hygiene measures;**
- Do not participate physically if you show symptoms or are sick;**

- Persons attending the meeting in person will need to provide contact details, including telephone and e-mail. Such data will be recorded in a confidential list that will be made available on site by the Company and will only be used for purposes of contact tracing.

Shareholders are kindly requested to make maximum use of the shareholder options to remotely participate and vote. More particularly, shareholders are requested to cast their vote prior to the meeting by voting by letter vote or by (electronic) proxy.

Finally, shareholders who do not personally participate in the annual general shareholders' meeting will be offered the possibility to follow the proceedings of the annual general shareholders' meeting per live webcast (provided that, for clarity, for casting their vote at the annual general shareholders' meeting, remotely, reference is made to the previous paragraph).

## AGENDA ANNUAL GENERAL SHAREHOLDERS' MEETING

### 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, 2020.

### 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, 2020.

### 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, 2020, 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, 2020, and of the proposed allocation of the result, including the approval of a dividend of EUR 1.375 per share gross, payable as from 5 May 2021. This represents an aggregate amount of EUR 150.1 million gross as per 19 March 2021 while noting that this 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.

### 4. Communication of and approval of the remuneration report

Communication of and approval of the remuneration report, included in the annual report of the board of directors, for the financial year ended on December 31, 2020.

*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, 2020.

## 5. Communication of and approval of the remuneration policy

In accordance with Article 7:89/1 of the Belgian Code of Companies and Associations, the Company is required to establish a remuneration policy and to submit such policy to the approval of the general shareholders' meeting. The remuneration policy also takes into account the recommendation of Provision 7.1 of the Belgian Corporate Governance Code 2020.

Proposed resolution: approval of the remuneration policy.

## 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, 2020, for the exercise of their mandate during said financial year.

## 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, 2020.

## 8. Re-appointment of a director

Taking into account the advice of the remuneration and nomination committee of the Board, the Board recommends adopting the following resolutions. For further information, in relation to the relevant person proposed to be (re-)appointed and his resume, reference is made to the corporate governance statement in the annual report of the Board.

Proposed resolutions:

- (a) Re-appointment of Mr. John Porter as director of the Company, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2025 which will be held to deliberate on the financial statements of the financial year ended on December 31, 2024.
- (b) The mandate of the director appointed is not remunerated.

## 9. Ratification and approval in accordance with Article 7:151 of the Belgian 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, (ii) the share option plans and (iii) the restricted share plans issued on 11 May 2020 to (selected) employees of the Company, which may grant rights that either could have a substantial impact on the Company's assets or could give rise to substantial liability or obligation of the Company in case of a change of control over the Company or a public takeover bid on the shares of the Company.

## PARTICIPATION TO THE ANNUAL GENERAL SHAREHOLDERS' MEETING

### 1. Registration date

Only the persons who are shareholder on the registration date are entitled to participate in and, if applicable, vote at the annual general shareholders' meeting. The registration date for the annual general shareholders' meeting is **14 April 2021 at midnight (24:00, Central European Time)**.

## **2. Conditions of admission**

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

### **a. Registration**

Shareholders must be registered as shareholders on the registration date at midnight:

- for registered shares, based on the registration of the shares in the 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 22 April 2021**, notify their intention to participate in the annual general shareholders' meeting:

- 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);
- by e-mail to the Company, at [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be) through the notice of registration that is available at the seat of the Company and on the Company's website; or
- by post addressed to the Company, at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of the Company Secretary through the notice of registration that is available at the seat of the Company and on the Company's website.

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 annual 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: [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary).

## **3. Participation**

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

To allow an efficient registration process, the shareholders or their proxy holders who personally attend the annual general shareholders' meeting are requested to register by **9.30 am at the latest**.

The natural persons attending the annual general shareholders' meeting in their capacity as shareholder, proxy holder or representative of a legal entity may be requested to provide evidence of their identity. In addition, the representatives of legal persons must provide the documents that determine their status as legal representative or proxy holder.

**As mentioned above, the Company will only grant access to the premises of the annual general shareholders' meeting to shareholders, proxy holders and other persons if and to the extent public gathering are permitted by competent authorities on the date of**

the annual general shareholders' meeting. As a result, there is a risk that participation in person to the annual general shareholders' meeting may not be possible.

**a. Personal**

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

**b. Powers of attorney**

Each shareholder can also be represented by a proxy holder at the annual general shareholders' meeting. The shareholder who wishes to be represented by proxy must deliver a power of attorney in written or electronic form on **22 April 2021 at the latest**, as set out below:

- the electronic power of attorney is available to the shareholders who have registered electronically, by using the ABN AMRO platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)) where the shareholder can issue a proxy with voting instructions via an electronic form.
- the written power of attorney:
  - the model of power of attorney that is made available by the board of directors (i) at the office of the Company and (ii) on the website of the Company ([www.telenetgroup.be](http://www.telenetgroup.be)) must be used;
  - the dated and signed power of attorney must reach the Company as set out in article 35.5 of the articles of association, amongst others (i) by e-mail to [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be), or (ii) by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of the Company Secretary.

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 on **22 April 2021 at the latest**.

- Use must be made of the form made available by the board of directors (i) at the office of the Company and (ii) on the website of the Company ([www.telenetgroup.be](http://www.telenetgroup.be)). The form for voting by letter must be validly signed.
- The form must reach the Company by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of the Company Secretary, or by e-mail to [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be).

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

**4. Miscellaneous**

**a. Webcast**

Each shareholder who has expressed his or her intention to participate to the annual shareholders' meeting in accordance with point 2.b above may follow the proceedings via a live webcast.

Access to the webcast is subject to compliance with the following procedure:

- Each shareholder who wishes to be granted access to the webcast, is requested to register for the webcast via <https://telenet.beeldstemmen.be/register>. You must complete the registration process for the webcast **before or at the latest on 22 April 2021**. After this time, registration will no longer be possible.
- Upon completion of the registration process, your identity as a shareholder on the registration date will be verified by ABN AMRO. Once verified, you will receive an email confirming your registration for the live webcast. This e-mail will include further instructions and information on joining the webcast.
- Access to the webcast is possible on 28 April 2021 from 9:00 am (1 hour before the start of the annual general shareholders' meeting) until the end of the meeting via the link as communicated by e-mail.
- As part of the webcast and without prejudice to the right to ask questions as set out in item 4.c. below, there will be a possibility for shareholders to digitally ask questions on topics related to agenda items via the webcast, to be raised at the meeting via a moderator.
- Please note that you will not be able to vote during the webcast. Each shareholder that wishes to follow the webcast must issue its voting instructions in accordance with the formalities set out in points 3.b. and 3.c. above.

*For further questions regarding the following of the webcast or if you still wish to follow the webcast and you have not received an e-mail confirming your participation from ABN AMRO or Beernink productions, please contact ABN AMRO at the following e-mail address ([ava@nl.abnamro.com](mailto:ava@nl.abnamro.com))*

#### **b. 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 annual general shareholders' meeting and to submit proposed resolutions in relation to items that have been or are to be included in the respective agendas.

Shareholders that wish to exercise this right must, in order for their request to be examined at the annual general shareholders' 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, if applicable, accompanied by the text of the items to be discussed and the corresponding proposed resolutions, or of the text of the proposed resolutions to be placed on the agenda. Such written request must reach the Company (i) by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of the Company Secretary or (ii) by e-mail to [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be), **before or at the latest on 6 April 2021**.

If applicable, the Company will publish (an) updated agenda, before or at the latest on **13 April 2021**. At the same time, the Company will in such case make forms adapted to the updated agenda available on the Company's website to its shareholders that can be used for

the voting by letter 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 letter.

#### **c. 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 annual 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 the Company Secretary or (ii) by e-mail at [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be), **before or at the latest on 22 April 2021**. Written and oral questions will be discussed during the meeting in accordance with applicable law.

#### **d. Documents**

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

- this convocation, including agenda and proposed resolutions (if necessary, as updated) as well as any supporting documentation (including the statutory and consolidated accounts and reports on such accounts and the remuneration policy);
- 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 seat of the Company (Liersesteenweg 4, 2800 Mechelen, Belgium) or by e-mail to [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be).

#### **e. 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 annual 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 annual 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.

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).