

**VOTING LETTER**

**Extraordinary General Shareholders' Meeting**

**29 April 2020 (11.30 a.m. CET)**

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

***IN ACCORDANCE WITH THE APPLICABLE COVID 19 EMERGENCY LEGISLATION, THE DEADLINE FOR PROVISION OF VOTING LETTERS HAS BEEN EXTENDED TO 25 APRIL 2020. HOWEVER, GIVEN THAT THE ADMISSION CONDITIONS REMAIN APPLICABLE, SHAREHOLDERS ARE REMINDED THAT THE DEADLINE FOR THE FULFILMENT OF SUCH ADMISSION CONDITIONS ALSO REMAINS APPLICABLE, I.E. 23 APRIL 2020. WE REFER TO THE 10 APRIL 2020 PRESS RELEASE OF THE COMPANY OR ITS WEBSITE FOR MORE DETAILS ([investors.telenet.be](http://investors.telenet.be)).***

The signed Dutch version of the voting letter shall be returned to  
Telenet Group Holding NV (*the Company*) by mail  
**at the latest on 25 April 2020**

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

or

Telenet Group Holding NV  
Company Secretary  
Neerveldstraat 107  
1200 Sint-Lambrechts-Woluwe, Belgium

**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 Extraordinary General Shareholders' Meeting, which will be held on Wednesday 29 April 2020 as from 11.30 a.m. CET.

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

(please mark the appropriate boxes)

**1. Transfer of registered office - Amendment to the articles of association**

Proposed resolution: The meeting resolves to establish the company's registered office in the Flemish Region and to transfer the company's address from presently 1200 Sint-Lambrechts-Woluwe, Neerveldstraat 107 to 2800 Mechelen, Liersesteenweg 4, it being understood that the company's address will no longer be mentioned in the articles of association, and as a consequence replace the text of Article 3: Registered office of the articles of association by the following text:

- “3.1. The company's registered office is established in the Flemish Region.
- 3.2. By simple resolution of the board of directors the address of the company's registered office can be transferred within Belgium, insofar this transfer will cause no change in the linguistic regime applicable on the company.
- Such resolution entails no amendment to the articles of association, unless the registered office is transferred to another Region.
- The company's address can be transferred in the Flemish Region by a simple board resolution, and is made public in the Annexes to the Belgian Official Journal (Bijlagen bij het Belgisch Staatsblad).
- 3.3. The company can, by simple resolution of the board of directors, establish additional administrative or operating offices, as well as offices and branches, both in Belgium and abroad.”

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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**2. Cancellation of own shares - Amendment to the articles of association**

Proposed resolution: The meeting resolves to the cancellation of eight hundred and fourteen thousand nine hundred and sixty-six (814,966) 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 Code on companies and associations (hereinafter designated as “CCA”), will be abrogated as set forth under article 7:219 §4 of the CCA.

The text of Article 6: Share capital of the company's articles of association will accordingly be amended as follows:

“Article 6: Share capital - Shares

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 thirteen million eight hundred and forty-one thousand eight hundred and nineteen (113,841,819) shares with no face value, of which

- one hundred and thirteen million seven hundred and forty-six thousand nine hundred and forty-six (113,746,946) Common Shares;
- thirty (30) Golden Shares;
- ninety-four thousand eight hundred and forty-three (94,843) Liquidation Dispreference Shares

The capital has entirely and unconditionally been subscribed for and is fully paid up.

#### 6.2. Classes of shares

The company has three (3) classes of shares.

All the Shares will be Common Shares, except for

- (1) the 30 Golden Shares, that have the same rights and benefits as the Common Shares except when expressly provided otherwise in these Articles of Association;
- (2) the ninety-four thousand eight hundred and forty-three (94,843) Liquidation Dispreference Shares, that have the same rights and benefits as the Common Shares except when expressly provided otherwise in these Articles of Association.

#### 6.3. Rights of the shares

- 6.3.1. All shares will have an equal voting right, and each share entitles to one (1) vote.
- 6.3.2. Without prejudice to the prescriptions of these Articles of Association, each share entitles to an equal part in the profit and in the liquidation balance in proportion to the part of the capital represented by such share.”

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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### **3. Reformulation of the articles of association**

Proposed resolution: The meeting resolves to align the articles of association to the provisions of the CCA whereby the company will maintain the corporate form of a limited liability company (“naamloze vennootschap”)

- \* of which the registered office will be established in the Flemish Region;
- \* of which the address, that will not be mentioned in the articles of association, is established at 2800 Mechelen, Liersesteenweg 4, in the jurisdiction of the enterprise court of Antwerpen, division Mechelen;
- \* of which the website is [www.telenetgroup.be](http://www.telenetgroup.be) and that uses the e-mail address [corporategovernance@telenetgroup.be](mailto:corporategovernance@telenetgroup.be) for its relations with its shareholders, directors and auditor, which are mentioned in the articles of association, it being understood that the company may at any moment

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create, amend and made public another website and/or e-mail address, that will be mentioned in the articles of association or not;

- \* of which the capital amounts twelve million seven hundred and ninety-nine thousand forty-nine euro forty cents (€ 12,799,049.40) that is represented by one hundred and thirteen million eight hundred and forty-one thousand eight hundred and nineteen (113,841,819) shares with no face value of which
  - one hundred and thirteen million seven hundred and forty-six thousand nine hundred and forty-six (113,746,946) Common Shares
  - thirty (30) Golden Shares
  - ninety-four thousand eight hundred and forty-three (94,843) Liquidation Dispreference Shares
- \* of which all shares will belong to the same class and shall have the same rights and advantages, except for
  - (1) the 30 Golden Shares, that have the same rights and benefits as the Common Shares except when expressly provided otherwise in these Articles of Association;
  - (2) the ninety-four thousand eight hundred and forty-three (94,843) Liquidation Dispreference Shares, that have the same rights and benefits as the Common Shares except when expressly provided otherwise in these Articles of Association.
- \* of which the shares will be freely transferrable except for the thirty (30) Golden Shares;
- \* that will be managed according the monistic board model, and where the board of directors will be composed of maximum seventeen (17) directors, of which at least three (3) will be Independent Directors (who will also qualify as Independent Directors for the purposes of the CCA)

and at this occasion, where necessary, amend, reformulate, renumber, complete and/or simplify the articles of association even though without altering the essential clauses, it being understood that wherever necessary the word “object” (in Dutch “doel”) of the company will be replaced by “purpose” (in Dutch “voorwerp”) and in consequence adopt an entirely new text for the articles of association according the draft that was made available for all shareholders on the company’s website and was at their disposal on the company’s address at 1200 Sint-Lambrechts-Woluwe, Neerveldstraat 107, and at the address of “Telenet BV” at 2800 Mechelen, Liersesteenweg 4.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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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 chairman of the Board of Directors of the Company is appointed as special proxy holder, with power of substitution, to vote in the name of the Undersigned on the amended or new resolution

*<sup>1</sup>Absence of instructions on this form or appointment of proxyholder shall be tantamount to an instruction to vote for the amended or new resolution proposed by the Board of Directors.*

Done at ....., on ..... 2020.

Signature(s):.....