



Power of attorney general shareholders' meeting

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:

Name and first name :

.....

Address :

.....

To represent him/her at the Annual General Shareholders' Meeting of Telenet Group Holding NV, which will be held as from 3.00 pm on Thursday May 28, 2009 with the following agenda (and any other meeting which would be held later with the same agenda):

1. 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 of the company for the fiscal year ended on December 31, 2008.
2. Communication and approval of the statutory financial statements of the company for the fiscal year ended on December 31, 2008, and of the proposed allocation of the result.



Proposed resolution: approval of the statutory financial statements of the company for the fiscal year ended on December 31, 2008, including the allocation of the result as proposed by the Board of Directors.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- 3. *Communication of and discussion on the annual report of the Board of Directors and the report of the statutory auditor on the consolidated financial statements of the company for the fiscal year ended on December 31, 2008.*
- 4. *Communication of and discussion on the consolidated financial statements of the company for the fiscal year ended on December 31, 2008.*
- 5. *Discharge from liability to the directors.*
Proposed resolution: to grant discharge from liability to the directors for the exercise of their mandate during the fiscal year ended on December 31, 2008.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- 6. *Discharge from liability to the statutory auditor.*
Proposed resolution: to grant discharge from liability to the statutory auditor for the exercise of its mandate during the fiscal year ended on December 31, 2008.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<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 do all what is necessary or useful to execute this proxy, with a promise of ratification.*

The Undersigned hereby ratifies and approves all acts carried out by the aforementioned proxy holder. 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, the proxy holder will always vote in favor of the proposed resolution, possibly as amended at the meeting.

Unofficial English translation - Please also sign original Dutch version



Done at _____, on _____ 2009.

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

.....

Name:

Date: