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Telenet Group Holding NV

Complementary report of the Statutory Auditor
regarding the cancellation of preferential
subscription rights (Article 596 and 598 of the
Belgian Company Code) and issuance of shares
below fraction value (Article 582 of the Belgian
Company Code)

**FREE TRANSLATION OF THE REPORT
ORIGINALLY PREPARED IN DUTCH**

Brussels, 27 April 2009

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Contents

1	Description of our engagement	1
2	Identification of the transaction	2
3	Financial and accounting information included in the special report of the Board of Directors	3
4	Conclusion	4
	Appendix: Complementary special report of the Board of Directors pursuant to articles 560, 582, 583, 596 and 598 of the Belgian Company Code	5

1 Description of our engagement

The Board of Directors of Telenet Group Holding NV (“the Company”) prepared, to the extent required and applicable, a complementary special report in respect of the proposal by the Board of Directors to extend the term of certain options issued and granted in the past (“the options”) with 3 years. The Board of Directors’ proposal to extend the term of said options will be submitted to an extraordinary general shareholders’ meeting.

In respect of this proposed transaction, the Board of Directors has, to the extent required and applicable, prepared a complementary report pursuant to the Articles 560, 582, 583, 596 and 598 of the Belgian Company Code. This special report is a supplement to the reports which the Board of Directors prepared in the past, pursuant to the aforementioned Articles of the Belgian Company Code, in connection with the initial approval to issue the respective options by the respective extraordinary general shareholders’ meetings.

The complementary report of the Board of Directors includes, among other things, a description of the financial consequences for the existing shareholders of the proposed extension of the term of the aforementioned options.

The present report is prepared in relation to the same Articles 582, 596 and 598 of the Belgian Company Code, with the purpose of providing an attestation on the accuracy and completeness of the financial and accounting information included in the special report of the Board of Directors.

2 Identification of the transaction

In the framework of Article 21 of the Law for Economic Revival of March 27, 2009, the Board of Directors of Telenet Group Holding NV proposes to the shareholders of the Company to:

- extend the term of maximum 262,270 granted and still outstanding “Class A Options”, as defined in the complementary special report of the Board of Directors, with a period of 3 years, so that the new term for the respective “Class A Options” runs until June 15, 2012, and to amend Article 1.6 of the issuance conditions of the respective “Class A Options” accordingly;
- extend the term of maximum 108,421 granted and still outstanding “Class B Options”, as defined in the complementary special report of the Board of Directors, with a period of 3 years, so that the new term for the respective “Class B Options” runs until December 22, 2012, and to amend Article 1.6 of the issuance conditions of the respective “Class B Options” accordingly;
- extend the term of maximum 767,008 “Stock Options 2007”, as defined in the complementary special report of the Board of Directors, which were granted on March 5, 2008, to March 5, 2016, and to amend Article 6.3 of the issuance conditions of the respective “Stock Options 2007” accordingly; and
- extend the term of all 43,000 “Stock Options 2007”, as defined in the complementary special report of the Board of Directors, which were granted on August 25, 2008, to August 25, 2016, and to amend Article 6.3 of the issuance conditions of the respective “Stock Options 2007” accordingly.

3 Financial and accounting information included in the special report of the Board of Directors

3.1 Financial and accounting information regarding the original issuance

The financial consequences of the issuance of the “Class A Options” were described in the reports which were prepared by the Board of Directors and by PricewaterhouseCoopers Bedrijfsrevisoren (“PwC”), the former statutory auditor of the Company, respectively, pursuant to Article 582 of the Belgian Company Code in the framework of the extraordinary general shareholders’ meeting of the Company held on May 27, 2004.

The financial consequences of the issuance of the “Class B Options” were described in the reports which were prepared by the Board of Directors and by PwC, respectively, pursuant to Article 582 of the Belgian Company Code in the framework of the extraordinary general shareholders’ meeting of the Company held on December 15, 2004.

The financial consequences of the issuance of the “Stock Options 2007” were described in the reports which were prepared by the Board of Directors and by PwC, respectively, pursuant to Article 596 and, to the extent required, Article 598 of the Belgian Company Code in the framework of the extraordinary general shareholders’ meeting of the Company held on December 27, 2007.

3.2 Financial and accounting information regarding the proposed transaction

The extension of the term of the aforementioned options as proposed by the Board of Directors does not have any new financial consequences, but rather entails that the financial consequences which were described in the aforementioned earlier reports can occur during a longer period than the period described at that time.

The complementary special report of the Board of Directors contains a description of the financial consequences for the existing shareholders of the proposed transaction, with respect to the evolution of the share capital of the Company and the number of shares, to the evolution of certain rights related to the shares, and to the evolution of the participation in the net equity.

Reference is made to section 6 of the complementary special report of the Board of Directors for the Board’s conclusions in this respect.

4 Conclusion

In accordance with the requirements of Articles 582, 596 and 598 of the Belgian Company Code, and to the extent required and applicable, we confirm the accuracy and completeness of the financial and accounting information included in the complementary special report of the Board of Directors.

Brussels, 27 April 2009

KPMG Bedrijfsrevisoren
Statutory auditor
represented by



J. Briers
Bedrijfsrevisor / Réviseur d'Entreprises



Telenet Group Holding NV

Complementary report of the Statutory Auditor regarding the cancellation of preferential subscription rights (Article 596 and 598 of the Belgian Company Code) and issuance of shares below fraction value (Article 582 of the Belgian Company Code)
FREE TRANSLATION OF THE REPORT ORIGINALLY PREPARED IN DUTCH

Appendix: Complementary special report of the Board of Directors pursuant to articles 560, 582, 583, 596 and 598 of the Belgian Company Code

Telenet Group Holding

NAAMLOZE VENNOOTSCHAP

Liersesteenweg 4
2800 Mechelen
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Complementary special report of the board of directors, to the extent required and applicable, pursuant to the articles 560, 582, 583, 596 and 598 of the Belgian Company Code

April 27, 2009

1. Introduction

This special report was, to the extent required and applicable, prepared by the board of directors of the company “Telenet Group Holding” (the “Company”) in the framework of the proposal from the board of directors to extend the term of certain options issued and granted in the past with 3 years pursuant to Article 21 of the Law for Economic Revival of March 27, 2009.

The proposal to extend the term of certain options with a period of 3 years will be submitted to an extraordinary general shareholders’ meeting, to be held before a notary.

In the framework of the proposed transaction, the board of directors has, to the extent required and applicable, prepared a report pursuant to the Articles 560, 582, 583, 596 and 598 of the Belgian Company Code. This special report is a supplement to the reports which the board of directors prepared in the past (pursuant to the aforementioned Articles of the Belgian Company Code) in the framework of the initial approval to issue the respective options by the respective extraordinary general shareholders’ meeting.

The board of directors hereinafter elaborates on the following items: (i) the legal framework in which the term of the options can be extended, (ii) the general history of the options of which the board of directors proposes to extend the term, (iii) the exact proposal of the board of directors to extend the term of the respective options, (iv) the goal and justification of the proposed operation, and (v) the financial consequences for the shareholders of the proposed extension of the term of the respective options.

2. Legal framework

Article 21 of the Law for Economic Revival of March 27, 2009 provides, within certain limits, for the possibility to extend the term of outstanding options in a tax neutral way, *i.e.* in a way that does not trigger an additional taxation for the option holder or the Company.

More specifically, Article 21 of the respective Law stipulates the following:

Art. 21. Article 47 of the Law of March 26, 1999 concerning the Belgian action plan for the employment 1998 and regarding various dispositions, amended by the program Law (I) of December 24, 2002, is extended by a paragraph 5, being:
“§ 5. For the stock option plans concluded between January 1, 2003 and August 31, 2008, the company which offers the options can, before June 30, 2009, with the consent of the beneficiaries, extend the exercise period without an additional tax burden with a maximum period of five years. The extension, for the plans to which the same beneficiary has subscribed with the same company, is, however, only valid for options up to a tax value of EUR 100,000.
This agreement must be notified to the Administration before July 31, 2009.
For the application of the first paragraph, it is permitted to deviate from Article 499 of the Belgian Company Code.”

3. History of the respective outstanding options

Before formulating the exact proposal of the board of directors to extend the term of certain options with a period of 3 years in point 4 hereinafter, the history of the respective option plans is hereinafter first summarized.

3.1 “Class A Options”

On May 27, 2004 the extraordinary general shareholders’ meeting of the Company decided to issue 500,000 subscription rights relating to Class A Profit-Sharing Certificates, referred to as “Class A Options”. In the framework of the proposal to issue the respective Class A Options, the board of directors prepared a report pursuant to the Articles 560 and 582 of the Belgian Company Code and the statutory auditor of the Company prepared a report pursuant to Article 582 of the Belgian Company Code. The issuance conditions of the Class A Profit-Sharing Certificates were included in Article 8bis of the articles of association of the Company. The 500,000 Class A Options were granted on June 15, 2004 to a number of beneficiaries.

Following the stock split decided upon by the extraordinary general shareholders’ meeting of the Company on September 20, 2005, the number of Class A Options was also split and the number of Class A Options amounted to 1,500,000. Following the capital decrease decided upon by the extraordinary general shareholders’ meeting on August 17, 2007, the number of the then outstanding Class A Options was adjusted on the payment date of the capital increase on the basis of the so-called “conversion ratio”. After the respective adjustment, the number of then still outstanding Class A Options amounted to 1,502,824.

On the date of this report, there are still 758,910 Class A Options outstanding. The term of the still outstanding Class A Options is 5 years and therefore runs until June 15, 2009. The Class A Options each give the right, against payment of an exercise price, to subscribe to one Class A Profit-Sharing Certificate, that can, under certain conditions, be converted (by means of a unification of titles pursuant to Article 560 of the Belgian Company Code) to one common share of the Company. For further information regarding the Class A Profit-Sharing Certificates reference is made to Article 8bis of the articles of association of the Company.

3.2 “Class B Options”

On December 15, 2004 the extraordinary general shareholders’ meeting of the Company decided to issue 450,000 subscription rights relating to Class B Profit-Sharing Certificates, referred to as “Class B Options”. In the framework of the proposal to issue the respective Class B Options, the board of directors prepared a report pursuant to the Articles 560 and 582 of the Belgian Company Code and the statutory auditor of the Company prepared a report pursuant to Article 582 of the Belgian Company Code. The issuance

conditions of the Class B Profit-Sharing Certificates were included in Article 8ter of the articles of association of the Company.

On December 22, 2004 a total of 361,000 Class B Options was granted to a number of beneficiaries. At the extraordinary general shareholders' meeting of September 20, 2005 the 89,000 not yet granted Class B Options were cancelled.

Following the stock split decided upon by the extraordinary general shareholders' meeting of the Company on September 20, 2005, the number of Class B Options was also split and the number of Class B Options amounted to 1,083,000. Following the capital decrease decided upon by the extraordinary general shareholders' meeting on August 17, 2007, the number of the then outstanding Class B Options was, on the payment date of the capital increase, adjusted on the basis of the so-called "conversion ratio". After the respective adjustment, the number of the then still outstanding Class B Options amounted to 663,883.

On the date of this report, there are still 284,425 Class B Options outstanding. The term of the still outstanding Class B Options is 5 years and runs until December 22, 2009. The Class B Options each give the right, against the payment of an exercise price, to subscribe to one Class B Profit-Sharing Certificate that can, under certain conditions, be converted (by means of a unification of titles pursuant to Article 560 of the Belgian Company Code) to one common share of the Company. For further information regarding the Class B Profit-Sharing Certificates reference is made to Article 8ter of the articles of association of the Company.

3.3 "Stock Options 2007"

On December 27, 2007 the extraordinary general shareholders' meeting of the Company decided to issue 3,300,000 warrants, referred to as "Stock Options 2007". In the framework of the proposal to issue the Stock Options 2007, the board of directors prepared a report pursuant to the Articles 583, 596 and, to the extent required, Article 598 of the Belgian Company Code. Pursuant to Article 596 and, to the extent required, Article 598 of the Belgian Company Code, the statutory auditor of the Company also prepared a report.

The extraordinary general shareholders' meeting of the Company on May 29, 2008 cancelled 317,000 Stock Options 2007 which were not yet granted.

Following the issuance of the Stock Options 2007, Stock Options 2007 were already offered, pursuant to the respective stock option plan, on different dates to certain beneficiaries. More specifically:

- (i) following an offer on December 27, 2007, a total of 27,500 Stock Options 2007 were accepted, which are still outstanding on the date of this report;
- (ii) following an offer on March 5, 2008, a total of 1,058,600 Stock Options were accepted, of which 1,012,032 are still outstanding on the date of this report; and
- (iii) following an offer on August 25, 2008, a total of 43,000 Stock Options were accepted, of which 43,000 are still outstanding on the date of this report.

Of the total amount of 2,983,000 Stock Options 2007 there are, on date of this report, consequently (i) still 1,082,532 Stock Options 2007 granted and outstanding, (ii) already 46,568 Stock Options 2007 lapsed and (iii) still 1,853,000 Stock Options 2007 that can still be granted by the Company. The granted and outstanding Stock Options 2007 are subject to a

vesting schedule, on the basis of which the Stock Options 2007 vest, as a general rule, over a period of 16 quarters starting as of the date of grant.

Although the stock option plan provides for the possibility to provide for a longer term, the term of the Stock Options 2007 which were already granted in the past was limited to 5 years in the respective stock option agreements pursuant to which the options were granted. The 5 year period starts on the date on which the Stock Options were offered. Consequently:

- (i) the term of the 27,500 Stock Options 2007 which were granted on December 27, 2007 ends on December 27, 2012;
- (ii) the term of the 1,012,032 Stock Options 2007 which were granted on March 5, 2008 and which are on date of this report still outstanding ends on March 5, 2013; and
- (iii) the term of the 43,000 Stock Options 2007 which were granted on August 25, 2008 ends on August 25, 2013.

4. Description of the proposed transaction

As a consequence of the possibility provided for by the legislator, the board of directors proposes to the shareholders to (i) extend the term of a number of Class A Options with a period of 3 years, so that the new term for the respective Class A Options runs until June 15, 2012, (ii) extend the term of a number of Class B Options with a period of 3 years, so that the new term for the respective Class B Options runs until December 22, 2012, and to (iii) extend the term of a number of Stock Options 2007 with a period of 3 years, so that the new term for the respective Stock Options 2007 runs until respectively March 5, 2016 and August 25, 2016.

The board of directors proposes to the shareholders to only extend, within the legal framework set forth in the following paragraph, the term of those options which are, on the date upon which the extraordinary general shareholders meeting will need to decide upon the extension of the term of the options, being held by employees or independent service providers of the company or one of its subsidiaries. Taking into account the corporate and human resources objectives set forth at the moment of the initial grant of the respective options and the accounting (IFRS) impact of an extension of the term of options, the board of directors is of the opinion that it is not in the company's interest to extend the term of those options which are, on the date upon which the extraordinary general shareholders meeting will need to decide upon the extension of the term of the options, held by former employees or former independent service providers of the company or any of its subsidiaries.

When determining the number of options of which the term can be extended in a tax neutral way, the limitation formulated in Article 21 of the Law for Economic Revival of March 27, 2009 must also be taken into account. More specifically, the following is stipulated in that regard: "*The extension, for the plans to which the same beneficiary has subscribed with the same company, is, however, only valid for options up to a tax value of EUR 100,000*". In the case at hand, this has as a consequence that only the term of a part of the Class A Options, the Class B Options and the Stock Options 2007 which were granted on March 5, 2008 can be extended. With respect to the Stock Options 2007 which were granted on August 25, 2008 this legal limitation does not apply because for none of the respective beneficiaries the threshold of a tax value of EUR 100,000 has been exceeded.

Taking into account the aforementioned legal limitation, the term of the following maximum number of options can be extended in the case at hand: (i) 262,270 Class A

Options, (ii) 108,421 Class B Options, (iii) 767,008 Stock Options 2007 which were granted on March 5, 2008, and (iv) all 43,000 Stock Options 2007 which were granted on August 25, 2008.

Taking into account the aforementioned, the board of directors proposes to the shareholders to:

- (i) extend the term of maximum 262,270 granted and still outstanding Class A Options with a period of 3 years, so that the new term for the respective Class A Options runs until June 15, 2012, and to amend Article 1.6 of the issuance conditions of the respective Class A Options accordingly;
- (ii) extend the term of maximum 108,421 granted and still outstanding Class B Options with a period of 3 years, so that the new term for the respective Class B Options runs until December 22, 2012, and to amend Article 1.6 of the issuance conditions of the respective Class B Options accordingly;
- (iii) extend the term of maximum 767,008 Stock Options 2007 which were granted on March 5, 2008 to March 5, 2016, and to amend Article 6.3 of the issuance conditions of the respective Stock Options 2007 accordingly; and
- (iv) extend the term of all 43,000 Stock Options 2007 which were granted on August 25, 2008 to August 25, 2016, and to amend Article 6.3 of the issuance conditions of the respective Stock Options 2007 accordingly.

If the extraordinary general shareholders' meeting approves the extension of the term of the respective options, the board of directors will, pursuant to the legal framework, ask for the consent of the respective (employees and service providers) beneficiaries. Moreover, when determining the number of options of which the board of directors will propose to a concerning beneficiary to extend the term, the board of directors will take into account the aforementioned limitation to a tax value of EUR 100,000. For the (employees) beneficiaries who hold Class B Options as well as Stock Options 2007, the choice will be offered to extend the term of the Stock Options 2007 (or a part thereof) or of the Class B Options (or a part thereof).

5. Goal and justification of the proposed extension

The respective options were issued in the past by the general shareholders' meetings of the Company and subsequently granted to certain beneficiaries in order to accomplish certain business and human resources goals. More specifically, the aim of issuing and granting the respective options was to encourage and motivate the respective beneficiaries, to enable the Company and its subsidiaries to attract and keep persons with the required experience and skills and to align the interests of the beneficiaries more closely with those of the shareholders of the Company by granting them a chance to participate in the possible growth of the value of the Company.

In the framework of the current financial markets, the risk exists that a number of these business and human resources goals may not be (completely) realized. The extension of the term of the respective options, which grants the holders a longer period to exercise the respective options, may, in such a situation, partially provide for a certain relief.

Pursuant to the Law of March 26, 1999, which stipulates the tax treatment of options granted to Belgian residents, an extension of the term of outstanding options, however, could be considered as a modification of the initial conditions on the basis of which the options were granted in the past and consequently as the grant of a new taxable benefit in kind.

In order to address this tax problem, the legislator has therefore created the possibility in the Law for Economic Repair of March 27, 2009 to extend the term of certain options, within the framework defined in the Law, with a maximum period of 5 years in a tax neutral way. As stated in the parliamentary preparatory documents of the respective Law, the legislator aims, with this possibility, to take into account the reality of the financial markets and the fact that the beneficiaries of the options have already paid tax on a benefit at the time of the grant of the options.

The board of directors is of the opinion that the use of the possibility provided by the legislator to extend the term of the options, within the above described framework, is in the interest of the Company because it contributes to the realization of the business and human resources goals which were the aim of the issuance of the respective options.

6. Financial consequences of the proposed transaction for the shareholders

The financial consequences of the issuance of the Class A Options, of the conditional issuance of the Class A Profit-Sharing Certificates, of the conditional issuance of common shares of the Company in the framework of the possible conversion of the Class A Profit-Sharing Certifications (by unification of titles) and of the conditional capital increase which results from such conversion, were described in detail in the reports which were prepared by the board of directors and the statutory auditor of the Company pursuant to Article 582 of the Belgian Company Code in the framework of the extraordinary general shareholders' meeting of the Company held on May 27, 2004.

The financial consequences of the issuance of the Class B Options, of the conditional issuance of the Class B Profit-Sharing Certificates, of the conditional issuance of common shares of the Company in the framework of the possible conversion of the Class B Profit-Sharing Certificates (by unification of titles) and of the conditional capital increase which results from such conversion, were described in detail in the reports which were prepared by the board of directors and the statutory auditor of the Company pursuant to Article 582 of the Belgian Company Code in the framework of the extraordinary general shareholders' meeting of the Company held on December 15, 2004.

The financial consequences of the issuance of the Stock Options 2007 and the capital increase occurring upon the exercise of the Stock Options 2007 were described in detail in the reports which were prepared by the board of directors and the statutory auditor of the Company pursuant to Article 596 and, to the extent required, Article 598 of the Belgian Company Code in the framework of the extraordinary general shareholders' meeting of the Company held on December 27, 2007.

The principal financial consequence of an extension of the term of the respective options with a period of 3 years is that the financial consequences which were described in the aforementioned earlier reports (and which are inherent to the issuance of the respective options themselves) can occur during a longer period than the period described at that time. The board of directors of the Company therefore refers to the aforementioned earlier reports and to the description of the financial consequences included therein.

Hereafter, however, the financial consequences which could occur during the extended period are also further elaborated upon. Only the financial consequences which are inherent to the options of which it is proposed to extend the term are elaborated upon, and consequently not those inherent to all still outstanding options.

In the description hereafter, the proposed capital decrease on which the extraordinary general shareholders' meeting of the Company to be held on of May 28, 2009 will have to

vote is not taken into account. This capital decrease, if approved, has an influence on the capital of the Company, on the net equity of the Company, on the number and the exercise price of the Class A Options, Class B Options and Stock Options 2007, on the number of Class A Profit-Sharing Certificates and Class B Profit-Sharing Certificates and on the number of common shares which possibly may be issued at the conversion of the Class A Profit-Sharing Certificates and Class B Profit-Sharing Certificates (by unification of titles) to common shares of the Company.

a) ***Evolution of the share capital of the Company and the number of shares***

On the date of this special report the share capital of the Company amounts to EUR 1,089,632,787.60, represented by 110,304,496 shares without nominal value, which each represent one 110,304,496st fraction of the share capital of the Company. The fractional value of the shares currently amounts to EUR 9.88 (rounded) per share.

Taking into account the fact that the Class A Profit-Sharing Certificates do not represent the capital of the Company, the exercise of 262,270 Class A Options during their (extended) term will not modify the capital of the Company. If, however, the Class A Profit-Sharing Certificates would afterwards be converted (by means of a unification of titles) to common shares of the Company, the capital of the Company will however be increased by an amount that equals to the subscription price of the 262,270 Class A Profit-Sharing Certificates. If all 262,270 Class A Profit-Sharing Certificates would be converted (by means of a unification of titles) to 262,270 common shares of the Company, the share capital of the Company (assuming that the fractional value of the then existing shares of the Company is higher than the subscription price of the Class A Profit-Sharing Certificates) would be increased by an amount of EUR 1,332,331.60. The number of shares of the Company would in that case increase by a total amount of 262,270.

Taking into account the fact that the Class B Profit-Sharing Certificates do not represent the capital of the Company, the exercise of the 108,421 Class B Options during their (extended) term will not modify the capital of the Company. If, however, the Class B Profit-Sharing Certificates would afterwards be converted (by means of a unification of titles) to common shares of the Company, the capital of the Company will however be increased by an amount that equals to the subscription price of the 108,421 Class B Profit-Sharing Certificates. If all 108,421 Class B Profit-Sharing Certificates would be converted (by means of a unification of titles) in 108,421 common shares of the Company, the share capital of the Company (assuming that the fractional value of the then existing shares of the Company is higher than the subscription price of the Class B Profit-Sharing Certificates) would be increase by an amount of EUR 688,473.35. The number of shares of the Company would in that case increase by a total amount of 108,421.

The exercise of the 810,008 Stock Options 2007 during their (extended) term will modify the capital of the Company. The amount with which the capital of the Company will be increased equals to the product of (i) the number of exercised Stock Options 2007 and (ii) the lowest of (a) the fractional value of the existing shares immediately before the exercise of the Stock Options 2007 and (b) the exercise price of the respective Stock Options 2007. On the basis of the fractional value of the existing shares of the Company on date of this special report and assuming that all 810,008 Stock Options 2007 can be exercised and also effectively would be exercised during their (extended) term, the capital of the Company would be increased by a total amount of EUR 8,001,589.30. The number of shares of the Company would in that case increase by a total amount of 810,008.

b) ***Evolution of certain rights related to the shares***

Currently, all common shares of the Company entitle the holders to one vote and all shares equally share in the possible profits of the Company in the same proportion. Furthermore, all common shares equally have a preferential right in case of a capital increase in cash (if the preferential right is not cancelled) and of a right to equally take part in the liquidation bonus in case of a liquidation of the Company (the latter, however, is not valid for the Liquidation Dispreferential Shares, as defined in the articles of association of the Company).

To the extent that all 262,270 Class A Options are exercised during their (extended) exercise period, the 262,270 Class A Profit-Sharing Certificates will have dividend rights and liquidation rights in the same proportion as the existing common shares of the Company and consequently dilute the relative value of each of the dividend rights and liquidation rights of the existing shares of the company. To the extent that the 262,270 Class A Profit-Sharing Certificates are afterwards also converted (by means of unification of titles) to 262,270 common shares of the Company, the conversion will also dilute the relative value of the voting rights and preferential subscription rights of the existing shares.

To the extent that all 108,421 Class B Options are exercised during their (extended) exercise period, the 108,421 Class B Profit-Sharing Certificates will have dividend rights and liquidation right in the same proportion as the existing common shares of the Company and consequently dilute the relative value of each of the dividend rights and liquidation rights of the existing shares of the Company. To the extent that the 108,421 Class B Profit-Sharing Certificates are afterwards also converted (by means of unification of titles) to 108,421 common shares of the Company, the Conversion will also dilute the relative value of the voting rights and preferential subscription rights of the existing shares.

To the extent that new shares are issued upon the exercise of the 810,008 Stock Options 2007 during their (extended) term, these shares will have voting rights, dividend rights, preferential subscription rights and liquidation rights in the same proportion as the existing common shares. Consequently, the relative value of each of the voting rights, dividend rights, preferential subscription rights and liquidation rights of the existing shares will be diluted.

If all 262,270 Class A Options are exercised, all 262,270 Class A Profit-Sharing Certificates are afterwards converted (by means of unification of titles) to common shares of the Company, all 108,421 Class B Options are exercised, all 108,421 Class B Profit-Sharing Certificates are afterwards converted (by means unification of titles) to common shares of the Company, and all 810,008 Stock Options 2007 are exercised, a total number of 1,180,699 additional common shares of the Company will be issued, which represents, with respect to the number of shares of the Company outstanding upon the date of this report, a dilution of 1,07%.

c) *Evolution of the participation in the net equity*

As reflected in the consolidated annual accounts of the Company for the accounting year ended on December 31, 2008, the consolidated equity of the Company on December 31, 2008 amounted to EUR 170,161,584 or (rounded) EUR 1.54 per share (based on the 110,299,104 shares outstanding at that moment). Pursuant to the statutory annual account, the statutory net equity of the Company on December 31, 2008 amounted to EUR 1,076,692,507 or (rounded) EUR 9.76 per share (based on the 110,299,104 shares outstanding at that moment).

If all 262,270 Class A Options would be exercised during their (extended) period, the net equity of the Company will be increased by EUR 1,332,331.60. Without taking into account any other modification of the net equity of the Company, the statutory net equity of

the Company would, as a result of this subscription, amount to EUR 1,078,024,838.60 and the consolidated net equity of the Company to EUR 171,493,915.60.

If all 108,421 Class B Options would be exercised during their (extended) exercise period, the net equity of the Company will be increased by EUR 688,473.35. Without taking into account any other modification of the net equity of the Company, the statutory net equity of the Company would, as a result of this subscription, amount to EUR 1,077,380,980.35 and the consolidated net equity to EUR 170,850,057.35.

Assuming that all 810,008 Stock Options 2007 are vested, that all 810,008 Stock Options are immediately exercisable (notwithstanding the relevant dispositions and conditions of the concerning Stock Options 2007) and that all 810,008 Stock Options 2007 would also be exercised during their (extended) exercise period, the net equity of the Company will be increased by EUR 11,753,286. Without taking into account any other modification of the net equity of the Company, the statutory net equity of the Company would amount to EUR 1,088,445,793 and the consolidated net equity of the Company to EUR 181,914,870.

The effective extension of the term of the respective options will trigger for IFRS purposes the obligation to account for a certain accounting cost, which has an impact on the net equity of the company. The effective cost that will need to be accounted for will depend on the number of options the term of which will effectively be extended (which depends amongst others on the consent of the respective option holders to extend the term of the options) and on the features of the respective options. On the date of this report, it is therefore not yet possible to determine the exact respective accounting cost.

* * *

Done at Mechelen, on April 27, 2009,

On behalf of the board of directors,

By: _____

.....

Director

By: _____

.....

Director

601987