



**Power of attorney general shareholders' meeting  
Telenet Group Holding NV  
April 28, 2010, 3.00 P.M.**

To be delivered at the registered seat of the Company (together with Dutch version)  
at the latest on April 23, 2010 to:  
  
Telenet Group Holding NV  
Dieter Nieuwdorp, VP Corporate Counsel  
Liersesteenweg 4  
2800 Mechelen, Belgium

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 it/him/her at the Annual General Shareholders' Meeting of Telenet Group Holding NV, which will be held as from 3.00 pm on Wednesday, April 28, 2010 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 for the fiscal year ended on December 31, 2009.*
2. *Communication and approval of the statutory financial statements of the Company for the fiscal year ended on December 31, 2009, 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, 2009, 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, 2009.*
4. *Communication of and discussion on the consolidated financial statements of the company for the fiscal year ended on December 31, 2009.*
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, 2009.*

a/ Frank Donck	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
b/ Duco Sickinghe	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
c/ Alex Brabers	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
d/ André Sarens	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
e/ De Wilde J. Management BVBA (Julien De Wilde)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
f/ Friso van Oranje- Nassau	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
g/ Cytifinance NV (Michel Delloye)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
h/ Charles Bracken	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION



i/ Shane O'Neill	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
j/ Jim Ryan	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
k/ Gene Musselman	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
l/ Bernie Dvorak	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
m/ Ruth Pirie	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
n/ Niall Curran	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
o/ Diederik Karsten	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
p/ Manuel Kohnstamm	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<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 its mandate during the fiscal year ended on December 31, 2009.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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7. *Re-election of an Independent Director.*  
Proposed resolution: Re-election, upon nomination in accordance with the articles of association of the company, of Mr. Friso van Oranje-Nassau, as Independent Director (as defined in the articles of association of the company), with immediate effect and until the closing of the general shareholders' meeting of 2014. This director is an Independent Director because this director satisfies the conditions set out in the articles of association of the company as well as the criteria set out in article 526ter of the Belgian Company Code.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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8. *Determination of the remuneration for the directors of the Company.*  
Proposed resolution: 1/ for all directors except the directors appointed upon nomination of the majority shareholder and the chief executive officer: determination of (i) a fixed remuneration of €30,000 per annum for each of these directors and of €60,000 per annum for the Chairman of the Board of Directors; and (ii) a fee of €2,500 for each meeting of the Board of Directors attended; 2/ for all directors appointed upon nomination of the majority shareholder: determination of (i) a fixed remuneration of €12,000 per annum for each of these directors and (ii) a fee of €2,000 for each meeting of the Board of Directors attended. The fixed remuneration of a director will only be paid in so far the director attends at least half of the scheduled meetings of the Board of Directors per year.



There will not be a separate remuneration for the meetings of the committees of the Board of Directors. The rules laid down in the Corporate Governance Charter of the Company shall further apply.

<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.

Done at ....., on April ..... 2010.

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

Signature(s):.....