8. Corporate governance statement

Corporate governance can be defined as a framework of rules (laws, institutions and policies) and practices (processes and customs) governing the way a company is directed, managed and controlled. Corporate governance also includes the relationships among the many stakeholders involved and the goals for which the Company is governed. The principal stakeholders are the shareholders, the board of directors, management, employees, customers, creditors, suppliers, the government and the community at large.

In this chapter, the board of directors discusses factual information regarding the current corporate governance policy at Telenet and relevant events which took place in the year ended December 31, 2017.

8.1 Reference code

The Corporate Governance Charter of the Company has most recently been updated on February 14, 2017, and can be consulted on the investor relations website of the Company (http://investors.telenet.be). In compliance with Article 96§2 of the Belgian Company Code and the Royal Decree of June 6, 2010, the Company has decided to adopt the Belgian Corporate Governance Code 2009 as reference code (http://www.corporategovernancecommittee.be). Except for a minor deviation in relation to provisions 7.17 and 7.18, the Company is fully compliant with the provisions of the Belgian Corporate Governance Code 2009. The deviations are indicated and explained in the relevant sections of this Statement.

8.2 Regulatory developments and their impact on Telenet

Belgium has broadly transposed the Regulatory Framework into law. According to the electronic communications law of June 13, 2005, the Belgian Institute for Postal and Telecommunications Services (the "**BIPT**"), the Belgian telecoms regulator, should perform a market analysis to determine which, if any, operator or service provider has Significant Market Power. In addition, the Federal Parliament prepared legislation to transpose the 2009 revisions to the Regulatory Framework, which became effective as of August 4, 2012. Telenet has been declared an operator with Significant Market Power on the market for call termination on an individual fixed public telephone network. Since April 1, 2012, reciprocal termination rates have been imposed, which results in Telenet charging the interconnection rate of the incumbent telecommunications operator, Proximus. Following a court annulment of a final decision on wholesale tariffs issued by BIPT in 2016, BIPT issued a new draft decision in 2017 that proposes a wholesale tariff of €0.103 cents per minute, subject to public comment.

Although no determination has been made on whether Telenet, as a mobile network operator, has Significant Market Power on the market for call termination on individual mobile networks, its rates have been affected by rate limitations implemented by BIPT. As of January 1, 2013, mobile termination rates have been set by BIPT at €1.08 cents per minute. In May 2017, BIPT published its latest decision on the relevant market for "call termination on individual mobile networks". Telenet, as a mobile network operator, has also been designated in the decision as having Significant Market Power by BIPT. In the decision, BIPT adopts a bottom-up long run incremental cost model to calculate tariffs for call termination on individual mobile networks, resulting in a nominal value of €0.99 cents per minute as of July 1, 2017.

In 2011, BIPT and the regional regulators for the media sectors (together, the Belgium Regulatory Authorities) found Telenet to have significant market power in the broadcasting market (the "**2011 Decision**"). The 2011 Decision imposed on Telenet an obligation to provide third-party operators, at specified tariff rates, with (1) a resale offer of an analog television package, (2) access to digital television platforms and (3) a resale offer of broadband internet access in combination with the digital television access obligation. We refer to the tariff portion of the 2011 Decision as the "Retail Minus Rules". On November 12, 2014, the 2011 Decision was upheld by the Court of Appeal, and the Court of Appeal also accepted Proximus' claim that Proximus should be allowed access the digital television platforms of other operators, including Telenet, for the purpose of reselling bundles of digital video and broadband internet services. On November 30, 2015, Telenet filed an appeal of the Court of Appeal's ruling with the Belgian Supreme Court. As required by the 2011 Decision, Telenet has implemented the access obligations at the rates specified by the Retail Minus Rules, and on March 1, 2016, Orange Belgium launched a commercial offer combining a cable TV package with broadband internet access for certain of their mobile customers. On October 2, 2017, in a separate action, the Court of Appeal annulled the Retail Minus Rules, but maintained the effects of the Retail Minus Rules until April 30, 2018. Accordingly, as of May 1, 2018, the tariff rates for Telenet's resale obligations will be unregulated until a new decision from the Belgium Regulatory Authorities is adopted.

On July 7, 2017, the Belgium Regulatory Authorities published a draft market review decision (the "**2017 Draft Decision**") that, once adopted, will replace the 2011 Decision. The 2017 Draft Decision proposed a finding of significant market power of Telenet in the wholesale broadband market. Proposed obligations include (1) providing third-party operators with access to the digital television platform (including basic digital video and analog video) and (2) making available to third-party operators a bitstream offer of broadband internet access (including fixed voice as an option). The 2017 Draft Decision is expected to be submitted to the European Commission in the first quarter of 2018. Telenet considers the 2017 Draft Decision to be inconsistent with the principle of technology-neutral regulation and the European Single Market Strategy to stimulate further investments in broadband networks.

The 2011 Decision and the 2017 Draft Decision aim to, and in their application may, strengthen Telenet's competitors by granting them resale access to Telenet's network to offer competing products and services notwithstanding Telenet's substantial historical financial outlays in developing the infrastructure. In addition, any resale access granted to competitors could (1) limit the bandwidth available to Telenet to provide new or expanded products and services to the customers served by its network and (2) adversely impact Telenet's ability to maintain or increase its revenue and cash flows. The extent of any such adverse impacts ultimately will be dependent on the extent that competitors take advantage of the resale access afforded to Telenet's network, the rates that Telenet receives for such access and other competitive factors or market developments.

8.3 Capital and shareholders

8.3.1 Capital and securities

The share capital of the Company amounted to €12,799,049.40 as of December 31, 2017 and was represented by 117,716,323 shares without nominal value. All shares are ordinary shares, listed on Euronext Brussels, with the exception of 30 Golden Shares and 94,843 Liquidation Dispreference Shares to which certain specific rights or obligations are attached, as described in the articles of association and the Corporate Governance Charter.

Details on the various stock option plans for employees, the Senior Leadership Team ("**SLT**") and the Chief Executive Officer ("**CEO**"), issued before December 31, 2016, can be consulted in Telenet's 2016 Annual Report.

On March 20, 2017, the board of directors approved the Telenet Equity Plan on the basis of which Telenet is able to grant its Senior Leadership Team and the Company's CEO (i) stock options (see "ESOP 2017" below) and (ii) performance shares (no performance shares were granted in 2017).

On March 20, 2017, the board of directors approved Telenet's General Stock Option Plan 2017 for the Company's Senior Leadership Team, one other manager and the CEO for a total number of 553,292 stock options on existing shares ("ESOP 2017"). Each of these stock options entitles the holder thereof to purchase from the Company one existing share of the Company.

The grant of these 553,292 stock options, with an exercise price of €58.14 per stock option, occurred on June 8, 2017. On June 30, 2017 a total of 403,266 stock options were accepted.

The vesting of the stock options under the ESOP 2017 occurs quarterly over a period of 4 years, with a vesting of 10% of the total stock options granted during each of the first 4 quarters and a vesting of 5% of the total stock options granted during each of the 12 following quarters.

On July 31, 2017, the board of directors approved a new general stock option plan for employees, for a total number of 753,109 stock options on existing shares (the "ESOP 2017 bis"), to be granted to selected participants (excluding Senior Leadership Team as they were granted "ESOP 2017" see above) under the ESOP 2017 bis. Each of these stock options gives the right to acquire one existing share of the Company under the terms and conditions of the ESOP 2017 bis. The vesting of these stock options occurs quarterly over a period of 4 years, with a vesting of 10% of the total stock options granted during each of the first 4 quarters and a vesting of 5% of the total stock options granted during each of the 12 following quarters. The board of directors or the Remuneration & Nomination Committee can grant the stock options to selected beneficiaries. On September 25, 2017, the board of directors authorized a grant under ESOP 2017 bis to certain beneficiaries. More details on the outstanding stock options under the ESOP 2017 bis can be found in note 5.12.2 to the consolidated financial statements of the Company .

In 2017, the Company did not grant performance shares to its Senior Leadership Team members and its CEO.

More details on previous performance share grants, issued before December 31, 2016, to the SLT and the CEO can be consulted in Telenet's 2016 Annual Report.

8.3.2 Evolution of the share capital of Telenet Group Holding NV

The following capital movement took place in the year ended December 31, 2017:

- On November 30, 2017, pursuant to the ESPP and within the framework of the authorized capital, the share capital was increased by €41,392.71 through the issuance of 380,700 new shares, all fully paid up. An amount of €18,376,881.57 was recorded as issue premium.

8.3.3 Shareholders

__**Important movements in shareholdings**__

Transparency declarations

In the course of the year ended December 31, 2017, the Company received the following transparency declarations:

On June 22, 2017, Telenet received a transparency notification from Ameriprise Financial, Inc. in accordance with Article 6 and 18 of the Law of May 2, 2007. This transparency notification shows that following the acquisition by Threadneedle Asset Management Limited of shares holding voting rights in Telenet on June 9, 2017, Threadneedle Asset Management Limited now holds 3.04% of the voting rights of Telenet. Threadneedle Asset Management Limited has therefore exceeded the 3% threshold.

On August 18, 2017, Telenet received a notification from Liberty Global Plc and its affiliate Binan Investments B.V. in accordance with Article 74, § 8 of the Law of April 1, 2007 on public take-overs. This notification provides an update of the notification submitted by Liberty Global Plc and its affiliate Binan Investments B.V. on August 19, 2016 according to which Binan Investments B.V. declared to hold an interest in Telenet exceeding 55% of the securities holding voting rights. The notification of August 18, 2017 does not report any change in the Telenet shareholding of Binan Investments B.V. since the notification of August 19, 2016.

On August 23, 2017, Telenet received a transparency notification from Norges Bank in accordance with Articles 6 and 18 of the Law of May 2, 2007. This transparency notification shows that following the acquisition by Norges Bank of shares holding voting rights in Telenet on August 22, 2017, Norges Bank now holds 3.02% of the voting rights of Telenet. Norges Bank has therefore exceeded the 3% threshold.

On August 28, 2017, Telenet received a transparency notification from Norges Bank in accordance with Articles 6 and 18 of the Law of May 2, 2007. This transparency notification shows that following the disposal by Norges Bank of shares holding voting rights in Telenet on August 25, 2017, Norges Bank now holds 2.97% of the voting rights of Telenet. Norges Bank has therefore fallen below the 3% threshold.

On September 7, 2017, Telenet received a transparency notification from Norges Bank in accordance with Articles 6 and 18 of the Law of May 2, 2007. This transparency notification shows that following the acquisition by Norges Bank of shares holding voting rights in Telenet on September 6, 2017, Norges Bank now holds 3.04% of the voting rights of Telenet. Norges Bank has therefore exceeded the 3% threshold.

On September 11, 2017, Telenet received a transparency notification from Norges Bank in accordance with Articles 6 and 18 of the Law of May 2, 2007. This transparency notification shows that following the disposal by Norges Bank of shares holding voting rights in Telenet on September 8, 2017, Norges Bank now holds 2.98% of the voting rights of Telenet. Norges Bank has therefore fallen below the 3% threshold.

On October 10, 2017, Telenet received a transparency notification from BNP Paribas Investment Partners SA in accordance with Articles 6 and 18 of the Law of May 2, 2007. This transparency notification shows that following the disposal by BNP Paribas Investment Partners SA of shares holding voting rights in Telenet on October 10, 2017, BNP Paribas Investment Partners SA now holds less than 3% of the voting rights of Telenet. BNP Paribas Investment Partners SA has therefore fallen below the 3% threshold.

In the course of the year 2018, the Company already received the following transparency declarations:

On January 10, 2018, Telenet received a transparency notification from Liberty Global Plc, Liberty Global Europe LLC (merged with UnitedGlobalCom LLC), UnitedGlobalCom LLC, LGI Slovakia Holdings, Inc., LGI International LLC, Liberty Global, Inc. and Lynx Finance 1 LLC (liquidated), in accordance with article 6 of the Law of 2 May 2007. In this notification, Liberty Global Plc provides an update of its notification of 11 January 2016 in which it reported a change in the control chain of its shareholding in Telenet pursuant to a number of intra-group transactions which took place on 23 November 2015. In addition it reported that Liberty Global Plc had now become the ultimate parent company of Telenet.

In this transparency notification of 9 January 2018, Liberty Global Plc reports a change in the control chain of its shareholding in Telenet pursuant to three new intra-group transactions. First, Lynx Finance 1 LLC was dissolved and liquidated on 29 August 2017. Second, Liberty Global Europe LLC and UnitedGlobalCom LLC merged on 14 December 2017, whereby UnitedGlobalCom LLC absorbed Liberty Global Europe LLC. And third, LGI International LLC (formerly LGI International, Inc.) contributed all its shares in Liberty Global Broadband I Ltd to LGI Slovakia Holdings, Inc. on 22 December 2017. These transactions took place between and were realised by 100% subsidiaries of Liberty Global Plc, which remains the ultimate parent company of Telenet.

This transparency notification of 9 January 2018 does not report any change in the shareholding of Liberty Global Plc since its last notification of 11 January 2016.

On March 7, 2018, Telenet received a transparency notification from BlackRock, Inc. in accordance with Articles 6 and 18 of the Law of May 2, 2007. In this notification, BlackRock, Inc. reports that the shareholding in Telenet of one of its controlled undertakings, BlackRock Investment Management (UK) Limited, has fallen below the 3% threshold on 5 March 2018.

On March 8, 2018 and March 9, 2018, Telenet received a transparency notification from BlackRock, Inc. in accordance with Articles 6 and 18 of the Law of May 2, 2007. In its notification of 9 March 2018, BlackRock, Inc. reports that its ultimate shareholding, with respect to voting rights only, has fallen below the 5% threshold on 7 March 2018. In the transparency notification received on 8 March 2018, BlackRock, Inc. reported that the total shareholding in Telenet, including equivalent financial instruments, of one of its controlled undertakings, BlackRock Investment Management (UK) Limited, had fallen below the 3% threshold on 6 March 2018.

On March 12, 2018, Telenet received a transparency notification from BlackRock, Inc. in accordance with Articles 6 and 18 of the Law of May 2, 2007. In its notification of 12 March 2018, BlackRock, Inc. reports that its ultimate shareholding in Telenet (aggregated with its controlled undertakings), with respect to voting rights only, has risen above the 5% threshold on 8 March 2018.

On March 13 2018, Telenet received a transparency notification from BlackRock, Inc. in accordance with Articles 6 and 18 of the Law of May 2, 2007. In this notification, BlackRock, Inc. reports that its ultimate shareholding in Telenet (aggregated with its controlled undertakings), with respect to voting rights only, had fallen below the 5% threshold on 9 March 2018.

On March 13 2018, Telenet received a second transparency notification from BlackRock, Inc. in accordance with Articles 6 and 18 of the Law of May 2, 2007. In this notification, BlackRock, Inc. reports that its total ultimate shareholding in Telenet (aggregated with its controlled undertakings) has fallen below the 5% threshold on 12 March 2018.

These declarations can be consulted on the Company's investor relations website: http://investors.telenet.be.

Share Repurchase Program 2017

On February 16, 2017, the Company announced the initiation of a share repurchase program, referred to as the "Share Repurchase Program 2017". Under this program, the Company could acquire from time to time up to a maximum of 1.1 million of its outstanding ordinary shares, for a maximum consideration of €60.0 million, initially within a six months period as from February 16, 2017, but which was extended on August 2, 2017 till the end of December 2017 ("Extended Share Repurchase Program"). Apart from the €60.0 million maximum consideration which was removed by decision of the board of directors of 31 July 2017, all conditions of the extended share repurchase program remained the same.

Through October 27, 2017, the Company had acquired 1,100,000 own shares under the Share Repurchase Program 2017 for a total amount of €61.6 million, representing 1.92% of the total number of outstanding shares at that moment. Taking into account a par value of €0.11 per share on December 31, 2017, this represents an amount of €121,000 in the share capital of the company. Further information about the own shares held at December 31, 2017 can be found in Note 5.12.1 of the consolidated financial statements of the Company.

Share Repurchase Program 2018

On February 13, 2018, the Company announced the initiation of a new share repurchase program, referred to as the "Share Repurchase Program 2018". Under this program, the Company can acquire from time to time up to a maximum of 1.1 million of its outstanding ordinary shares, for a maximum consideration of €75.0 million, until December 31, 2018. All repurchased shares will be held by the Company to cover the Company's obligations under existing stock option plans.

Through March 16, 2018, the Company had acquired 379,555 own shares under the Share Repurchase Program 2018 for a total amount of €21.3 million, representing 2.14% of the total number of outstanding shares at that moment. Taking into account a par value of €0.11 per share on December 31, 2017, this represents an amount of €41,751 in the share capital of the company.

Shareholder structure

The shareholder structure of the Company on December 31, 2017, based on (i) the shareholders' register of the Company, (ii) all transparency declarations received by the Company, (iii) as well as the latest notification of each relevant shareholder as notified to the Financial Services & Markets Authority ("**FSMA**"), is as follows:

Shareholders	Outstanding shares	Percentage
Liberty Global Group (*)	66,342,037	56.36 %
BlackRock, Inc.	5,869,825	4.99 %
Threadneedle Asset Management Limited	3,566,268	3.03 %
Employees	755,626	0.64 %
Own Shares	2,148,726	1.83 %
Public (**)	39,033,841	33.16 %
Total	**117,716,323**	**100.00%**

(*) Including 94,827 Liquidation Dispreference Shares
(**) Including 16 Liquidation Dispreference Shares held by Interkabel Vlaanderen CVBA and 30 golden Shares held by the financing intermunicipalities

Relationship with and between shareholders

Please see Note 5.27 of the consolidated financial statements of the Company for an overview of the relationship of the Company with shareholders. Furthermore, the Company is not aware of any agreements between its shareholders.

8.3.4 General meeting of shareholders

According to the Company's articles of association, the annual meeting of shareholders takes place on the last Wednesday of the month of April at 10:00 am CET. In 2018, this will be on April 25.

The rules governing the convening, admission to meetings, their conduct and the exercise of voting rights, and other details can be found in the articles of association and in the Corporate Governance Charter, which are available on the Company's investor relations website (http://investors.telenet.be).

8.3.5 Consolidated Information related to the elements referred to in article 34 of the Royal Decree of November 14, 2007

Article 34 of the Royal Decree of November 14, 2007 requires that listed companies disclose the relevant elements that may have an impact in the event of a take-over bid. The board of directors hereby gives the following explanations concerning the respective elements to be addressed under these rules:

- A comprehensive overview of the capital structure of the Company can be found in note 5.12 to the consolidated financial statements of the Company.

- Restrictions on the transfer of shares extend only to the 30 Golden Shares. The Company's articles of association provide that the Golden Shares can only be transferred to other partnerships (*samenwerkingsverbanden*) between municipalities and to municipalities, provinces or other public law entities or private companies that are controlled directly or indirectly by public law entities. The Golden Shares can only be transferred per lot of three Golden Shares.

- Any major shareholdings of third parties that exceed the thresholds laid down by law and by the articles of association of the Company are listed in Section 7.3.3 of this Statement.

- On December 31, 2017, the Company had 94,843 Liquidation Dispreference Shares and 30 Golden Shares outstanding. The Liquidation Dispreference Shares can be converted into ordinary shares on a 1.04 to 1.00 ratio.

- The Golden Shares attribute to the financing intermunicipalities (who hold all 30 Golden Shares) the right to appoint representatives in the regulatory board (***regulatoire raad***), which supervises the so called "public interest guarantees", and the right to appoint an observer in the board of directors of the Company, as further described in the articles of association and the Corporate Governance Charter of the Company.

- Share option plans are described in note 5.12 to the consolidated financial statements of the Company. The ESOP 2013, CEO SOP 2013, CEO SOP 2014 and CEO SOP 2014 ***bis*** all provide that all outstanding stock options would immediately vest upon a change of control, a de-listing of the Company or the launch of a squeeze-out offer in relation to the shares of the Company. The ESOP 2014, CEO SOP 2015, SSOP 2015,ESOP 2015, ESOP 2016, ESOP 2016bis, ESOP 2017 and ESOP 2017bis provide that all outstanding stock options would immediately vest upon a change of control. All these provisions have been approved by or will be put for approval to the extraordinary general shareholders' meeting in accordance with article 556 of the Belgian Company Code.

- The Company is not aware of any agreement with any shareholder that may restrict either the transfer of shares or the exercise of voting rights.

- Members of the board of directors are elected or removed by a majority of votes cast at the annual general meeting of shareholders. Any amendment to the articles of association requires the board of directors to propose that the shareholders' meeting passes a resolution to that effect. For amendments to the articles of association, the shareholders' meeting must comply with the quorum and majority requirements laid down in the articles of association and in the Belgian Company Code.

- The board of directors is authorized by the shareholders' meeting of April 30, 2014 to repurchase shares of the Company up to the maximum number allowed in accordance with articles 620 and following of the Belgian Company Code, provided that the purchase price per share of the Company may be maximum 20% above, and may not be lower than 20% below, the average closing quotes of the shares of the Company, on a "per share" basis, as traded on Euronext Brussels (or any other regulated market or trading platform on which the shares of the Company are traded at that time at the Company's initiative) during a period of 30 calendar days prior to the acquisition of the shares by the Company. This authorization is valid for 5 years, i.e. until April 30, 2019.

- Certain provisions of the financing agreements of the Company's subsidiaries would become effective or would be terminated in case of a change of control over the Company. The relevant provisions were approved at the extraordinary shareholders' meeting of the relevant subsidiaries of the Company in accordance with article 556 of the Belgian Company Code.

- The Performance Share Plan 2012, the Performance Share Plan 2013, the Performance Share Plan 2014, the Performance Share Plan 2015 and the Performance Share Plan 2016 (more details on these Performance Shares to be found in section 7.7.2.4 b) of this Statement), all concluded between the Company and certain members of the SLT and one other manager, also contain change of control wording. The Performance Share Plan 2016 was available for all the members of the SLT and one other manager, as well as the chief executive officer. The relevant provisions were approved or will be put for approval at the extraordinary shareholders' meeting in accordance with article 556 of the Belgian Company Code.

- The Company is otherwise not party to any major agreement that would either become effective, be amended and/or be automatically terminated due to any change of control over the Company as a result of a public take-over bid. The Company notes however, that certain of its operational agreements contain change of control provisions, giving the contracting party the right, under certain circumstances, to terminate the agreement without damages.

- Other than the provisions relating to stock options, as set out above, the Company has not concluded an agreement with its members of the board of directors or employees, which would allow the disbursement of any special severance pay in the case of termination of employment as a result of a public take-over bid.

8.4 Internal control and risk management systems

8.4.1 General

The Company is exposed to various risks within the context of its normal business activities, which could have a material adverse impact on its business, prospects, consolidated results of operations and financial condition. Therefore, managing these risks is very important to the Company. To support its growth and to help the SLT and the Audit Committee to manage the challenges the Company faces, the Company has implemented risk management and internal control systems. The purpose of risk management and internal control systems is to enable the Company to meet its risk management objectives. The most important components of this system are described in this section.

8.4.2 Components of the internal control and risk management systems

The board of directors has set out the mission, the strategy and the values of the Company (see also section 1 "***Information on the Company***" to the consolidated annual report of the board of directors). At the level of the board of directors and the Audit Committee, the general risk profile of the Company and the risk appetite of the Company are discussed.

Following the decision of the board of directors of July 29, 2014, and with effect as from 2015, the internal audit function has been performed by the independent internal audit department of Liberty Global. The internal auditor does not only report issues, but also provides the Company with information on the level of effectiveness of controls, formulates recommendations, and triggers the start of action plans for items that require improvement.

The risk management department focuses on internal control over financial reporting, revenue assurance and fraud. Specific teams were set up to oversee, coordinate and facilitate risk management activities within other risk areas (e.g. health & safety, business continuity and cyber security). The Audit Committee monitors the effectiveness of the internal control and risk management system of the Company, and reviews it annually. In 2014, the Company and the Audit Committee agreed upon a risk governance strategy to align the risk management activities in key risk areas where appropriate.

Liberty Global, the majority shareholder of the Company, is subject to the requirements of the US Sarbanes-Oxley Act of 2002 ("**SOX**"). The Company has been part of Liberty Global's assessment of internal control over financial reporting ("**ICoFR**") since 2008, and has not reported any material weaknesses.

While the SOX requirements mainly cover risks relevant to financial reporting, the scope for internal audit is broader and also covers other objectives in the "**COSO 2013**" framework (Committee of Sponsoring Organizations of the Treadway Commission), such as compliance with rules and regulations, efficiency and effectiveness of operations.

Control environment

The internal control environment includes (i) the issuance of a Dealing Code handbook, (ii) a Code of Conduct for the SLT and senior management manual, (iii) a Corporate Governance Charter (available on the Company's investor relations website investors.telenet.be), (iv) delegation of authority policies, and (v) a recruitment selection and performance evaluation system for employees.

Since 2008, a whistleblower procedure is in place. This mechanism allows employees of the Company to raise concerns about possible improprieties in accounting, internal control or audit matters in confidence via a telephone line or a reporting website. The employees can remain anonymous if requested. All complaints received through the telephone line or reporting website are handled by the Company's Compliance Officer and the chairman of the Audit Committee. At the end of 2012, a Vendor Disclosure form was introduced to ensure vendors comply with the Telenet Code of Conduct (e.g. disclosure of conflicts of interest) and the Telenet Anti-Corruption policy. This Anti-Corruption policy is also communicated to all employees and published on the Company's intranet.

The accounting principles used by the Company, and each change thereof, are presented to the Audit Committee and approved by the board of directors.

Risk Assessment

As part of Liberty Global's compliance with the SOX legislation, Liberty Global reviews its scoping for ICoFR purposes at various stages throughout the year to determine whether additional risks or controls at the Company need to be evaluated and assessed. In addition, for every change in products, services, processes and systems, the impact on management's broader control framework is formally assessed by the Company and appropriate action is taken.

In 2016 the Company established a common methodology for assessing risks together with the other Liberty Global entities. This methodology allows the Company to assess risks in a consistent manner across the different risk areas. Based on this methodology risk assessments are being performed in the different risk areas (e.g. physical security, cyber security, business continuity). These assessments allow the Company to prioritize the in-depth review of relevant risk areas and properly document objectives, risks and controls.

Control activities

Liberty Global established a framework for evaluating and assessing ICoFR, incorporating entity level, transaction and process level components of the COSO 2013 framework as well as relevant information technology and operational components. The Company has aligned its ICoFR with this framework.

Controls over financial reporting are formally documented in a Governance, Risk and Compliance tool. The Company has implemented a tool called TRACE ("**Track and Assure Control Execution**") that provides the control owners with information on all financial reporting controls and related tasks, driving timely control execution by using workflow mechanisms.

Each department has worked out specific control procedures covering the risks in their area. The risk management department guides and steers the documentation of the control activities, to ensure that risks and related controls are documented and managed in a consistent manner.

Following are key examples of the control processes implemented by the Company:

- The Company has implemented a centrally managed risk management tool to support formal documentation and information sharing on objectives, risks and controls related to revenue assurance and fraud risk.

- The Company has implemented TIM ("**Telenet Identity Management**") to support authorized user management and automate access request management and periodic access rights certification for key applications. An ISMS ("**Information Security Management System**") was implemented to support the risk management activities related to information security.

- In 2017, the Company has put in place a company wide privacy program to ensure compliance with the requirements of the GDPR legislation. As part of this program the Company has established a privacy risk and control framework which forms the basis for continuous improvement of the privacy control environment.

Information and communication

The Company has implemented a data warehouse and reporting platform, collecting all types of relevant transactional data. Utilizing the data warehouse and reporting platform, the Company's business intelligence teams are able to provide the SLT with periodic and ad hoc operational and management reporting.

The Company maintains a central repository with all internal control issues and related actions plans to ensure proper resolution. In addition, all issues and actions are made available on a secured Sharepoint site and action plan owners provide management with periodic status updates.

The result of every internal audit or internal control review and the progress follow up thereof is reported to the SLT and the Audit Committee using a comprehensive scorecard.

On a quarterly basis, the risk management department reports to the SLT and the Audit Committee on the completeness and timeliness of the resolution of all outstanding issues.

Monitoring

A formal monitoring process is in place for ICoFR: a periodic management self-assessment on design and control effectiveness based upon the frequency of the control, a quarterly self-assessment validation by the risk management department and annually a direct testing cycle by Liberty Global's internal audit and group compliance.

For some specific risk areas (e.g. revenue assurance and fraud) second line monitoring has been established. In addition, a formal risk and control management self-assessment approach was implemented in 2012.

A risk-based internal audit plan focusing on significant risk areas is proposed annually by Liberty Global's internal audit and approved by the Company's Audit Committee. This internal audit plan is established on the basis of the Telenet Risk Assurance Map and a survey with all members of the SLT as well as on items raised by the Audit Committee, the board of directors, and Liberty Global's internal audit itself. The audit plan is executed by Liberty Global's internal audit.

Assurance

Although the above measures are designed to address the risks inherent to the Company's business and operations to the extent practicable, the determination of the risk framework and the implementation of the control systems provide reasonable but not absolute certainty that these risks will be effectively mitigated.

8.4.3 Most important risks

For a description of the main risks to which the Company is exposed, please see section 3 "***Risk factors***" to the consolidated annual report of the board of directors.

For an overview of the most important financial risks to which the Company is exposed and the way the Company is dealing with these risks, please see note 5.3 Risk management to the consolidated financial statements of the Company.

8.5 Board of directors

8.5.1 Composition

a) General

On December 31, 2017, the board of directors of the Company was composed of 10 members. With the exception of the Managing Director (CEO), all directors are non-executive directors.

There are currently three independent directors within the meaning of article 526ter of the Belgian Company Code, the Belgian Corporate Governance Code and the articles of association of the Company: (i) IDw Consult BVBA (represented by its permanent representative Mr. Bert De Graeve), (ii) Ms. Christiane Franck, and (iii) JoVB BVBA (represented by its permanent representative Mr. Jo Van Biesbroeck).

These directors (as well as their permanent representatives) are considered independent directors since they all fulfill the independence criteria set out in the articles of association of the Company and in article 526ter of the Belgian Company Code.

The mandates of IDw Consult BVBA (represented by its permanent representative Mr. Bert De Graeve), Mr. Jim Ryan and Ms. Christiane Franck expire at the annual shareholders' meeting of 2018. The mandates of JoVB BVBA (represented by its permanent representative Mr. Jo Van Biesbroeck), Mr. Manuel Kohnstamm and Mr. Diederik Karsten expire at the annual shareholders' meeting of 2019. The mandate of Mr. Charles H. Bracken expires at the annual shareholders' meeting of 2020. The mandate of Mr. John Porter expires at the annual shareholders' meeting of 2021.

At the meeting of the board of directors of February 12, 2018, Ms. Suzanne Schoettger and Ms. Dana Strong announced that they will resign as directors as of the annual meeting of shareholders of 25 April 2018. At the same board meeting, the names of their successors were announced i.e. Ms. Amy Blair and Ms. Severina Pascu. The annual meeting of shareholders of 25 April 2018 will decide on their appointment.

Upon advice of the Remuneration & Nomination Committee, the board of directors will present the following proposals for approval to the general shareholders' meeting:

- the (re)appointment of IDw Consult BVBA (represented by its permanent representative Mr. Bert De Graeve) as independent director of the Company;

- the (re)appointment of Ms. Christiane Franck as independent director of the Company;

- the (re)appointment of Mr. Jim Ryan as director of the Company;

- the appointment of Ms. Amy Blair as director of the Company; and

- the appointment of Ms. Severina Pascu as director of the Company.

As of the general shareholders' meeting of April 25, 2012, Mr. André Sarens has been appointed as "observer" to the board of directors.

The directors have been appointed for a period of maximum four years. In principle, the mandate of the directors terminates at the date of the annual general shareholders' meeting at which time their mandate expires. The directors can be re-appointed.

The general shareholders' meeting (resolving by ordinary majority) can dismiss directors at any time.

If a mandate of a director becomes vacant, the board of directors can fill the vacancy, subject to compliance with the rules of nomination. At the next general shareholders' meeting, the shareholders shall resolve on the definitive appointment, in principle for the remaining term of the mandate of the director who is being replaced.

Except for exceptional, motivated cases, the mandate of the directors shall terminate at the first annual shareholders' meeting after they have reached the age of 70.

On December 31, 2017, the board of directors of the Company was composed as follows:

Name	Function	Nominated by
Bert De Graeve (IDw Consult BVBA)	Chairman Bekaert NV	Independent director - CM
Jo Van Biesbroeck (JoVB BVBA)	Director of companies	Independent director
Christiane Franck	Director of companies	Independent director
John Porter	Chief Executive Officer & Managing Director Telenet	
Charles H. Bracken	Executive Vice President & Co-Chief Financial Officer (Principal Financial Officer) of Liberty Global	Liberty Global Group
Diederik Karsten	Executive Vice President, European Broadband Operations of Liberty Global	Liberty Global Group
Dana Strong	Senior Vice President & Chief Transformation Officer of Liberty Global	Liberty Global Group
Manuel Kohnstamm	Senior Vice President & Chief Policy Officer of Liberty Global	Liberty Global Group
Jim Ryan	Senior Vice President & Chief Strategy Officer of Liberty Global	Liberty Global Group
Suzanne Schoettger	Chief of Staff for the Office of the CEO	Liberty Global Group

CM: Chairman

Mr. Bart van Sprundel, Director Legal Affairs at the Company, acts as secretary of the board of directors and its committees.

b) Diversity

The Company strives for diversity within the board of directors, creating a mix of executive directors, non-executive directors and independent directors, their diverse competences and experience, their ages and nationality and their specific knowledge of the telecommunications and media sector.

At December 31, 2017, the board of directors included three female members: Ms. Christiane Franck, Ms. Suzanne Schoettger and Ms. Dana Strong. Telenet aimed at being in line with the gender composition requirements - at least one third of the opposite gender - of its board of directors by early 2017 at the latest. With the appointment of Ms. Dana Strong at the meeting of shareholders of 27 April 2016, Telenet reached this goal already early in 2016.

At the meeting of the board of directors of February 12, 2018, Ms. Suzanne Schoettger and Ms. Dana Strong announced that they will resign as directors as of the annual meeting of shareholders of 25 April 2018. At the same board meeting, the names of their candidate successors were announced i.e. Ms. Amy Blair and Ms. Severina Pascu. With the candidate successors being female, Telenet will stay in line with the gender composition requirements. With Ms. Pascu being a Romanian citizen, Telenet further diversifies its board of directors. The annual meeting of shareholders of 25 April 2018 will decide on the appointment of Ms. Blair and Ms. Pascu.

c) Biographies of directors

The following paragraphs set out the biographical information of the current members of the board of directors of the Company, including the members whose appointment should be confirmed at the next general shareholders' meeting, as well as information on other director mandates held by the members of the board of directors of the Company.

John Porter, Chief Executive Officer and Managing director (°1957)

For the biography of Mr. Porter, we refer to section 7.6 c) of this Statement.

Bert De Graeve, chairman of the board of directors and independent director (representing IDw Consult BVBA) (°1955)

Bert De Graeve is Chairman of the Bekaert Group since May 2014. He started his career in 1980 with Arthur Andersen & Co and joined Alcatel Bell in 1982. In 1991 he became General Manager Shanghai Bell Telephone Equipment Mfg. Cy in Shanghai. In 1994 he was appointed Vice President, Director Operations, Alcatel Trade International and later Director International Affairs, Alcatel Alstom in Paris. In 1996 he became Managing Director of the Flemish Public Radio & TV Broadcaster (VRT) and joined Bekaert in 2002 as CFO, to become CEO from 2006 until 2014. Bert De Graeve holds a Master in Law from the University of Ghent (1980), studied Financial Management at IPO (Antwerp) and became Master in Tax Management at VLEKHO (Brussels). Bert De Graeve is also Chairman of the Board of Directors of Telenet BVBA and Sibelco NV, Independent Director of UCB, Member of the International Business Leaders' Advisory Council for the Mayor of Shanghai (IBLAC) and Member of the Board of the Concours Reine Elisabeth.

Jo Van Biesbroeck, independent director (representing JoVB BVBA) (°1956)

Up to 2015, Jo Van Biesbroeck (60) has been Chief Strategy Officer and Chief International Business Development of Anheuser-Busch InBev SA/NV (formerly known as InBev SA and Interbrew) where he also started his career in 1978. Anheuser-Busch InBev is the world's leading brewer and is amongst the world's top five companies operating consumer goods. Mr Van Biesbroeck held various positions in controlling and finance and was Senior Vice-President of Corporate Strategy, Chief

Business Development Officer, Chief Strategy and Business Development Officer, Chief Sales Officer, and Zone President Western Europe in that order. As of 1 September 2015, Jo Van Biesbroeck is manager of RSC Anderlecht. Jo Van Biesbroeck obtained a Master's degree in Economics at the Roman Catholic University of Leuven. He is also an independent and non-executive director of Matexi Group and Real Estate, SFI, investment company in Luxemburg and in various non profit organisations, ACF cancer fund, Kick cancer fund, Franklinea fund in Swiss. He is also President of Audit Committees and Remuneration Committees.

Ms. Christiane Franck, independent director (°1951)

Christiane Franck has been CEO of Vivaqua in Brussels since 2005, where she also started her career. At Vivaqua, she consecutively held the positions of ICT Manager, Commercial Manager of Distribution and Secretary General. Vivaqua, specialising in water production and distribution, serves over two million inhabitants throughout Belgium through close cooperation with the public authorities at local, regional and federal level. Christiane Franck brings a strong level of service company experience to Telenet. Christiane Franck has a Masters in Mathematics from the University of Brussels (ULB) and is a member of the board of the ULB and a member of the advisory committee of Ethias Mutual Insurance Company.

Charles Bracken, director (°1966)

Charles Bracken is Executive Vice President and Chief Financial Officer for Liberty Global with responsibility for Group Finance and Treasury operations, including tax and financial planning, procurement, and facilities as well as capital allocation and finance operations of our largest operations, and overseeing our accounting, external reporting, Investor Relations and Corporate Responsibility functions. He is responsible for overseeing Liberty Global's business plan and its focus on customer support systems. He is an executive officer of Liberty Global and sits on the Executive Leadership Team and the Investment Committee.

Diederik Karsten, director (°1956)

Diederik Karsten has served as a director of the Company since May 2007. He became Executive Vice President, Chief Commercial Officer for Liberty Global in August 2015. Previously Mr. Karsten served as Executive Vice President, European Broadband Operations. Before that he served as the Managing Director for Liberty Global's broadband operations in the Netherlands. Prior to joining Liberty Global, he held various management positions at PepsiCo and Procter & Gamble in the Netherlands, the United States, Germany and the United Kingdom. Mr. Karsten holds a degree in business economics from Erasmus Universiteit Rotterdam, with specializations in Marketing and Accountancy.

Manuel Kohnstamm, director (°1962)

Manuel Kohnstamm has served as a director of the Company since May 2007. Mr. Kohnstamm is Senior Vice President and Chief Corporate Affairs Officer for Liberty Global, responsible for regulatory strategy, government affairs and internal and external communications. Mr. Kohnstamm joined Liberty Global's predecessor in 1999 and held several positions in corporate affairs, public policy, and communications. He was appointed to his current position as an executive officer of Liberty Global in January 2012. Before he joined Liberty Global, Mr. Kohnstamm worked at Time Warner Inc., as Vice President of Public Affairs in Brussels and with the consulting group European Research Associates in Brussels. Mr. Kohnstamm has been President of the industry association Cable Europe since 2008, and a member of the Supervisory Board of Unitymedia GmbH, a Liberty Global subsidiary in Germany. Mr. Kohnstamm graduated in Political Science and holds a Doctorandus Degree in International and European Law from the University of Amsterdam and a Postgraduate Degree in International relations from the Clingendael Diplomat School in The Hague. He also completed the Cable Executive Management Program from Harvard Business School, Boston (MA).

Jim Ryan, director (°1965)

Jim Ryan has served as a director of the Company from May 2007 until April 2013. Mr. Ryan was appointed director during the shareholders' meeting of April 30, 2014 for a term of four years. Mr. Ryan has been with Liberty Global Europe Holding BV and its predecessors since 2000 as Managing Director of Strategy and Corporate Development, a position he has held until December 2011. Since January 2012, he is Senior Vice President & Chief Strategy Officer and is responsible for the global strategy across all regions of Liberty Global's operations. He holds a degree in Politics, Philosophy and economics from St. John's College, Oxford University.

Suzanne Schoettger, director (°1968)

Suzanne Schoettger has worked with Liberty Global and its predecessors since April 1999. Currently Ms. Schoettger holds the position of Managing Director, Chief of Staff for the CEO Office. Prior to this position Ms. Schoettger held the position of Liberty Global's Chief Audit & Compliance Officer. Before that, she held various positions in financial reporting, auditing and internal controls working across Liberty Global's global footprint. Before joining Liberty Global, Ms. Schoettger worked in the audit practice of Arthur Andersen. Ms. Schoettger holds a Masters in Professional Accounting from the University of Texas at Austin and a Bachelor of Arts in Economics from Hastings College. In addition, she has completed Harvard Business School's General Management Program.

Dana Strong, director (°1970)

In April 2017, Dana Strong was appointed to President, Chief Operating Officer at Virgin Media. Prior to this role, Ms. Strong was Senior Vice President, Chief Transformation Officer at Liberty Global. In this role, she is a member of the Executive Leadership Team and works with Liberty Global's President and CEO Mike Fries on identifying the strategic and operational opportunities that will shape the future success of the business. From July 2013, Ms. Strong worked as Chief Operating Officer at Virgin Media where she oversaw a major restructure of parts of the business following Liberty Global's acquisition of Virgin Media. This followed two years as Chief Executive Officer of UPC Ireland, overseeing that operation's strong growth, improved customer satisfaction, and successful track record of product innovation. Before joining UPC Ireland, Ms. Strong served as the Chief Operating Officer of AUSTAR Communications in Australia for Liberty Global. Ms. Strong is a dual degree graduate from the University of Pennsylvania with a Bachelor of Science in Economics from The Wharton School of Business and a Bachelor of Arts in History from the College of Arts and Sciences

Severina Pascu, candidate director

Severina Pascu (45) serves as the Chief Operating Officer (COO) for Liberty Global's Central Europe Group since 2017 and is combining that position with her role as Managing Director of Liberty Globals's Central Eastern Europe Group since 2015. Before, Ms Pascu served as Chief Financial Officer of UPC Romania from 2008 and became CEO in 2010. Between 2005 and 2008, she held the position of Manager in CAIB Romania, one of the main investment banks in Central Europe. Between 2000 and 2005, Ms Pascu was part of the management of the American cable telecommunication company Metromedia International. Ms Pascu started her career in 1996 in KPMG Romania and then continued in Great Britain. Severina Pascu graduated from the Bucharest Academy of Economic Studies.

Amy Blair, candidate director

Amy Blair is the Senior Vice President and Chief People Officer for Liberty Global. In this capacity, she is responsible for the Global People Function, including developing and implementing programs and policies which address employment and retention, compensation and benefits, organizational structure, talent and development, employee engagement, and compliance with applicable federal, state and local laws. In addition, Ms Blair oversees Liberty Global's leadership initiatives to create greater alignment and deliver efficiencies throughout the operations. Ms Blair is an executive officer of Liberty Global and sits on Liberty Global's Executive Leadership Team. Amy Blair holds a Masters of Business Administration from the University of Denver and a Bachelor of Arts from The Colorado College.

André Sarens, observer (°1952)

André Sarens has served as a director of the Company since December 2003. Since April 2012, he has been appointed as observer to the board of directors. Mr. Sarens was until October 2017 Grid Participations Manager at Engie, having previously held numerous senior finance and administration positions related to Engie Electrabel's utility service distribution activities in Belgium. In these capacities, he has represented Electrabel and the mixed intermunicipalities in their business dealings with Telenet NV from 1999. Mr. Sarens served on the board of directors of several of the mixed intermunicipalities in Belgium, and held several board positions in Engie Electrabel affiliates.

8.5.2 Functioning of the board of directors

The board of directors determines the values and strategy of the Company, supervises and monitors the organization and execution thereof, decides on the risk profile and key policies of the Company, decides on the executive management structure and determines the powers and duties entrusted to the executive management.

The board of directors convenes as often as the interest of the Company requires and in any case at least four times a year. The functioning of the board of directors is regulated by the articles of association and the provisions of the Corporate Governance Charter.

The board of directors has installed a number of committees to assist the board with the analysis of specific issues. These committees advise the board on the relevant topics, but the decision authority remains with the board of directors as a whole.

In the year ended December 31, 2017, six scheduled board of directors meetings and one non-scheduled board of directors meeting took place. One meeting was held by conference call.

In principle, the decisions are taken by a simple majority of votes. However, the board of directors strives to take the resolutions by consensus.

In accordance with the Corporate Governance Charter the directors are deemed to avoid, to the extent possible, to perform any actions, to defend certain positions, and to pursue certain interests, if this would conflict, or would give the impression of conflict, with the interests of Telenet. If such conflicts of interest would occur, the director concerned shall immediately inform the chairman hereof. The directors shall then comply with the applicable legal provisions of the Belgian Company Code and, in particular, to the extent legally required, abstain from deliberation and voting on the transaction in which the conflict situation arises. The director shall inform the statutory auditor in writing about the conflict of interest. The minutes shall contain the required information and an excerpt shall be published in the annual report. In 2017, article 523 of the Belgian Company Code was applied twice. More information can be found in section 7.5.6 of this Statement.

In accordance with the Corporate Governance Charter, transactions and/or business relationships between directors and one or more companies of the Telenet Group, which do not strictly fall under the application of article 523 of the Belgian Company Code, should always take place at normal market conditions. The director concerned informs the chairman hereof, in advance of such transactions.

8.5.3 Evaluation of the board of directors

On a regular basis, the board of directors assesses its functioning and its relation with the Company's executive management. The evaluation exercise is usually performed by means of a questionnaire, to be filled out by all board members. The completed questionnaires are collected by the Company's corporate secretary, and the results thereof are presented to the Remuneration & Nomination Committee and the board of directors. Appropriate action is taken on those items that require improvement. The last evaluation took place in December 2015 and the Remuneration and Nomination Committee and the board of directors of April 2016 assessed and discussed the results of the same. In February 2018 a new evaluation has been sent to all directors. The results thereof will be discussed and evaluated at one of the scheduled meetings of the board of directors in 2018.

Once a year, the non-executive directors make an evaluation of their interaction with the executive management, whereby they meet in the absence of the executive director and the management of the Company.

The Remuneration & Nomination Committee regularly reviews the composition, the size and the functioning of the board of directors of the Company, its main subsidiaries and the different committees within the board of directors. The latest assessment took into account different elements, amongst others the composition and functioning of the board of directors and its committees, the thoroughness with which material subjects and decisions are prepared and discussed, the actual contribution of each director in terms of presence at board and/or committee meetings and the constructive involvement in the deliberation and resolutions, the evaluation whether the effective composition corresponds with the desirable or ideal composition, the application of the corporate governance rules within the Company and its bodies, and an evaluation of the specific roles such as chairman of the board and chairman or member of a board committee.

Given the increasing impact and importance of corporate social responsibility and sustainability on Telenet's business, the board of directors decided in 2013 that the design, implementation and monitoring of Telenet's corporate and social responsibility program would be discussed and approved at full board level. The board of directors also formally reviews and approves the Company's sustainability report and ensures that all material aspects are covered.

8.5.4 Board Committees

In accordance with the relevant legal requirements, the board of directors has established an Audit Committee and a Remuneration & Nomination Committee. On December 31, 2017, the two board committees were composed as follows:

Name	Audit Committee	Remuneration & Nomination Committee
Bert De Graeve (IDw Consult BVBA)		CM
Jo Van Biesbroeck (JoVB BVBA)	CM	•
Charles H. Bracken		•
Christiane Franck	•	
Suzanne Schoettger	•	

CM: Chairman

The Audit Committee

The principal tasks of the Audit Committee include regularly convening to assist and advise the board of directors with respect to the monitoring of the financial reporting by the Company and its subsidiaries, the monitoring of the effectiveness of the systems for internal control and risk management of the Company, monitoring of the internal audit and its effectiveness, monitoring of the statutory audit of the annual accounts and the consolidated accounts including follow-up on questions and recommendations of the statutory auditor and assessment and monitoring of the independent character of the statutory auditor, taking into account the delivering of additional services to the Company. The Audit Committee also meets at least annually with the external auditor without the presence of the executive management.

The Audit Committee is composed of three members, including two independent directors of the Company, of whom one is the chairman. All members are non-executive directors. One director is appointed upon nomination of Liberty Global. All members contribute broad experience and skills regarding financial items, which have a positive impact on the committee's operation. This composition conforms to article 526bis §1 of the Belgian Company Code regarding the composition of Audit Committees within listed companies, as introduced in December 2008, and the Corporate Governance Code 2009. The meetings of the Audit Committee are also attended by Mr. André Sarens in his capacity of observer to the board of directors. With regard to the competences of the members of the Audit Committee, particular reference is made to the biography of Mr. Jo Van Biesbroeck, chairman of Telenet's Audit Committee, in section 7.5.1 c) of this Statement. Further reference is made to the biographies of Ms. Suzanne Schoettger and Ms. Christiane Franck, members of the Audit Committee, in section 7.5.1. c) of this Statement.

In the year ended December 31, 2017, the Audit Committee convened five times, to review and discuss the quarterly, semi-annual and annual financial statements before submission to the board of directors and, subsequently, publication. At all of these meetings, the external and internal auditors were invited in order to discuss matters relating to internal control, risk management and any issues arisen from the audit process. The Audit Committee further discussed and advised the board of directors about procedures for and monitoring of financial reporting to its majority shareholder Liberty Global.

The Company has established a whistleblowing procedure, which has been reviewed by the Audit Committee and approved by the board of directors. The Company implemented the whistleblowing procedure in December 2008. This policy allows employees of the Company to raise concerns about possible improprieties in accounting, internal control or audit matters in confidence via a telephone line or a reporting website. The employees can remain anonymous if requested. Complaints received through the telephone line or reporting website are handled by the Company's compliance officer and the chairman of the Audit Committee.

The chairman of the Audit Committee reports on the matters discussed in the Audit Committee to the board of directors after each meeting and presents the recommendations of the Audit Committee to the board of directors for decision-making.

The Remuneration & Nomination Committee

The principal tasks of the Remuneration & Nomination Committee include formulating proposals to the board of directors with respect to the remuneration policy of non-executive directors and executive management (and the resulting proposals to be presented by the board of directors to the shareholders), the individual remuneration and severance pay of directors and executive management, including variable remuneration and long term performance bonuses, whether or not related to shares, in the form of stock options or other financial instruments (and the resulting proposals to be presented by the board of directors to the shareholders where applicable), the hiring and retention policy, the nomination of the CEO, assisting the CEO with the appointment and succession planning of executive management, the preparation of the remuneration report to be included in the corporate governance statement by the board of directors and the presentation of this remuneration report at the annual general shareholders' meeting.

Furthermore, the Remuneration & Nomination Committee's tasks include designing an objective and professional (re-) appointment procedure for directors, the periodic evaluation of the scope and composition of the board of directors, searching for potential directors and submitting their applications to the board of directors and making recommendations with respect to candidate-directors.

The Committee is composed exclusively of non-executive directors and has three members. Two members are independent directors of the Company. The chairman of the board of directors also serves as chairman of the Remuneration & Nomination Committee. The members of the

Committee have ample experience in remuneration matters, amongst other things because they have taken up senior executive roles in large companies in other stages of their careers.

The members of the Remuneration & Nomination Committee as of the date hereof were: (i) IDw Consult BVBA (represented by its permanent representative Mr. Bert De Graeve), chairman; (ii) Mr. Charles Bracken, and (iii) JoVB BVBA (represented by its permanent representative Mr. Jo Van Biesbroeck).

In the year ended December 31, 2017, the Remuneration & Nomination Committee met four times in the presence of the CEO (except for matters where the CEO was conflicted). Among other matters, the Committee addressed the evaluation of the functioning of the board of directors and its relation with the SLT, the determination of the remuneration package of the CEO and the SLT, the composition of the different board committees, the granting of stock options to the CEO, the granting of stock options and performance shares to the SLT, the granting of stock options to selected employees, the possibility to pay bonuses to employees through warrants and the possibility to subscribe to the Employee Share Purchase Plan ("ESPP").

The chairman of the Remuneration & Nomination Committee reports on the matters discussed in the Committee to the board of directors after each meeting and presents the recommendations of the Remuneration & Nomination Committee to the board of directors for decision-making.

8.5.5 Attendance

Please find below the attendance overview of the board and committee meetings. In this overview, all meetings are presented (not solely the annual pre-scheduled meetings).

Name	Board of Directors (7)	Audit Committee (5)	Remuneration & Nomination Committee (4)
Bert De Graeve (IDw Consult BVBA)	7 of (7) CM		4 of (4) CM
John Porter	7 of (7)		
Jo Van Biesbroeck (JoVB BVBA)	7 of (7)	5 of (5) (CM)	4 of (4)
Christiane Franck	7 of (7)	5 of (5)	
Charles H. Bracken	5 of (7)		4 of (4)
Diederik Karsten	4 of (7)		
Manuel Kohnstamm	5 of (7)		
Jim Ryan	5 of (7)		
Dana Strong	4 of (7)		
Suzanne Schoettger	4 of (7)	5 of (5)	
André Sarens (Observer)	7 of (7)	5 of (5)	

CM: Chairman

8.5.6 Application of legal rules regarding conflicts of interest

During the meeting of the board of directors of February 14, 2017, article 523 of the Belgian Company Code was applied.

At the meeting of February 14, 2017, the board of directors discussed, amongst other items, (i) the determination of the bonus and merit for the CEO, (ii) the determination of the achievement of performance criteria under the CEO SOP 2014, the CEO SOP 2014bis and the CEO SOP 2015 and (iii) the revised proposal to be submitted to the annual meeting of shareholders as regards the remuneration for the independent directors.

"Prior to the reporting on the discussions held within the Remuneration & Nomination Committee meeting of 14 February 2017 and resolving on some of these items (in particular (i) the determination of bonus & merit for the CEO, and (ii) the determination of the achievement of the performance criteria under the CEO SOP 2014, the CEO SOP 2014bis and the CEO SOP 2015), Mr. John Porter (CEO and Managing Director) informs the Board that he has a (potential) financial conflict of interest regarding this decision in the meaning of Article 523 of the Belgian Companies Code.

Mr. John Porter declares that he will inform the Company's auditor of this conflict of interest. He then leaves the meeting for this specific agenda item."

The chairman of the Remuneration & Nomination Committee reports on the discussions held on the bonus and merit of the CEO within the meeting of the Remuneration & Nomination Committee meeting of February 14, 2017. The Committee decided that:

- the bonus targets for the CEO for 2016 have been fully achieved;
- the CEO will be awarded a bonus of 100% of his annual remuneration, i.e. a bonus of €630,000;
- to unanimously advise the board of directors to approve this bonus amount for the CEO;
- in terms of overall CEO compensation and merit, the chairman of the board of directors, will take the lead to evaluate the CEO package and shall - in consultation with the Committee members - come up with a proposal to be submitted to a following Committee meeting and the board of directors. The Committee unanimously mandates the chairman of the board of directors accordingly and ask management to liaise with the chairman in providing necessary data.

After discussion and taking into account the recommendation of the Remuneration & Nomination Committee, the board decides to confirm, approve and endorse, the extent necessary, the decisions of the Remuneration & Nomination Committee as set out above.

The chairman of the Remuneration & Nomination Committee reports on the discussions held on the determination of the performance criteria under the CEO SOP 2014, the CEO SOP 2014bis and the CEO SOP 2015. The Committee decided that:

- in accordance with the powers granted to the Committee under the relevant stock option plans in relation to the management of the plans and the determination of the achievement of the performance criteria, the Committee advises the board that the relevant performance targets for the performance year 2016 have been achieved under the CEO SOP 2014, CEO SOP 2014bis and CEO SOP 2015.

After discussion and taking into account the advice of the Remuneration & Nomination Committee, the board decides to confirm, approve and endorse, to the extent necessary, the achievement of the performance criteria under the CEO SOP 2014, the CEO SOP 2014bis and the CEO SOP 2015.

"Prior to the reporting on the discussions held within the Remuneration & Nomination Committee meeting of 14 February 2017 and resolving on some of these items (in particular the remuneration of the independent directors), each of the independent directors, IDw Consult BVBA (with Bert De Graeve as permanent representative), JoVB BVBA (with Jo Van Biesbroeck as permanent representative) and Christiane Franck, declared to have a (potential) personal and conflicting interest falling within the scope of Article 523 of the Belgian Company Code with the proposed decision as the decision would entail a proposal by the board of directors to the shareholders' meeting for an amendment of each such independent director's level of (variable and/or fixed) remuneration.

After this declaration and prior to any discussion or deliberation on this point of the agenda, each of the independent directors confirmed that it would inform the Company's auditor and left the meeting."

In the absence of the Chairman, Mr. John Porter, as invitee on specific topics, of the Company's remuneration committee, explained to the Board that the remuneration committee, at its 14 February 2017 meeting, examined a benchmarking study in relation to the various levels of remuneration of independent directors of Bel20 companies. On this basis and taking into account the manner the independent directors fulfil their role for the Company, the remuneration committee recommends to the Board to increase the (fixed and/or variable) levels of remuneration to match the level of the peer group, as follows:

- to set the fixed annual remuneration of the chairman of the board at €120,000;
- to set the attendance fee for board meetings for the independent directors at €3,500 with a maximum of €24,500 per year;
- to set the attendance fee for the chairman of the Audit Committee for Audit Committee meetings at €4,000 per meeting;
- to set the attendance fee for the other independent directors participating in the Audit Committee at €3,000 per meeting;

- to set the attendance for independent directors participating in the Remuneration & Nomination Committee at €2,000

The Board then examined and discussed the study, considering that the Company needs to attract and continue to attract the highest quality of independent directors given its complexity and its continued demand on directors' time. The Board therefore considered that is was justified and in the Company's best interest that it would align the independent directors' compensation with that of the relevant peer group and taking into account the manner the independent directors fulfill their role, proposed to submit to the general shareholders' meeting to increase in compensation as follows:

- to set the fixed annual remuneration of the chairman of the board at €120,000;

- to set the attendance fee for board meetings for the independent directors at €3,500 with a maximum of €24,500 per year;

- to set the attendance fee for the chairman of the Audit Committee for Audit Committee meetings at €4,000 per meeting;

- to set the attendance fee for the other independent directors participating in the Audit Committee at €3,000 per meeting;

- to set the attendance for independent directors participating in the Remuneration & Nomination Committee at €2,000.

Assuming an equal number of Committee meetings this proposal entails an overall aggregate increase of the level of independent directors' remuneration in an amount of maximum €89,000, which will be submitted for approval to the shareholders' meeting to be held on 26 April 2017, and to be included, in the aggregate and per independent director, in the remuneration report to be submitted for approval to the shareholders' meeting to be held on 26 April 2017. For good order, the remuneration for other directors shall remain as is and unaffected.

During the meeting of the board of directors of July 31, 2017, article 523 of the Belgian Company Code was also applied.

At the meeting of July 31, 2017, the board of directors discussed, amongst other items, the evaluation of the overall CEO compensation and merit, the contractual exercise limits set out in the CEO stock option plans, the Performance Share Plan 2015, and the ESPP2017 plan. The minutes of that meeting mention the following in this respect:

"Prior to the reporting on the discussions held within respectively the Remuneration and Nomination Committee meeting of 28 July 2017 and the Audit Committee meeting of 31 July 2017, and the deliberation and resolving on some of these items (in particular in relation to (i) the evaluation of the overall CEO compensation and merit and (ii) the contractual exercise limits set out in the CEO stock option plans, Mr. John Porter (CEO and Managing Director) informs the Board that he has a (potential) financial conflict of interest regarding these decisions in the meaning of Article 523 of the Belgian Companies Code.

Mr. John Porter declares that he will inform the Company's auditor on this conflict of interest. He then leaves the meeting for this specific agenda item. The Chairman also asks the other member of the Senior Leadership Team to leave the meeting with respect to the reporting of the Remuneration and Nomination Committee."

The chairman of the Remuneration & Nomination committee reports on the discussions held on the evaluation of the overall CEO compensation and merit within the meeting of the Remuneration & Nomination Committee meeting of July 31, 2017. The Committee decided:

- to approve the proposal to, as of FY 2017, to (i) increase the Target Bonus to 100% of Base salary €630,000 and (ii) to allow overachievement based on performance and Remco discretion, in full alignment with the Senior Leader Leadership Team and LG bonus plans; and

- instruct HR to document the same in a contract addendum to be entered into as soon as reasonably possible, and more in general to mandate HR management to work out and implement the above.

After discussion and taking into account the recommendation of the Remuneration & Nomination Committee, the board decides to confirm, approve and endorse, to the extent necessary, the decisions of the Remuneration & Nomination Committee as set out above.

The chairman of the Remuneration & Nomination Committee reports on the discussions held on the contractual exercise limits set out in the CEO stock option plans within the meeting of the Remuneration & Nomination Committee meeting of July 31, 2017. The Committee decided:

- to approve and ratify the CEO's exercise of options under the previous exercise window and approve the deviation from the contractual obligations;
- to amend the stock option plan rules and respective agreements of the CEO in line with the discussion remarks (restriction on dealing if contrary to general purpose of the plan and/or reputation/perception of the company, and introduce a third party evaluation (MDC -with HR representative for this purpose); and
- to mandate HR Management to duly follow up on the items set out above.

After discussion and taking into account the recommendation of the Remuneration and Nomination Committee, as well as the Audit Committee, the Board decides to confirm, approve and endorse, to the extent necessary, the decisions proposed by the Committee as set out above.

During the meeting of the board of directors of February 12, 2018, article 523 of the Belgian Company Code was applied.

At the meeting of February 12, 2018, the board of directors discussed, amongst other items, the evaluation of the overall CEO compensation and merit, the contractual exercise limits set out in the CEO stock option plans, the Performance Share Plan 2015, and the ESPP2017 plan. The minutes of that meeting mention the following in this respect:

"Prior to the reporting on the discussions held within the Remuneration and Nomination Committee meeting of 7 February 2018 and the deliberation and resolving on some of these items

(in particular (i) the determination of bonus & merit for the CEO, and (ii) the determination of the achievement of the performance criteria under the CEO SOP 2015 option plan, Mr. John Porter (CEO and Managing Director) informs the Board that he has a (potential) financial conflict of interest regarding this decision in the meaning of Article 523 of the Belgian Companies Code.

Mr. John Porter declares that he will inform the Company's auditor on this conflict of interest. He then leaves the meeting for this specific agenda item. The Chairman also asks the other member of the Senior Leadership Team to leave the meeting with respect to the reporting of the Remuneration and Nomination Committee."

The chairman of the Remuneration & Nomination committee reports on the discussions held on the determination of bonus & merit for the CEO within the meeting of the Remuneration & Nomination Committee meeting of February 7, 2018. The Committee decided:

- that the CEO will be awarded the maximum bonus of 150% of his annual remuneration, i.e. a bonus of 963,900 Euro;
- to advise the board of directors to approve this bonus amount for the CEO;
- that CEO objectives for the performance year 2018 need to be formulated and discussed with the CEO before the end of February 2018; and
- asks HR management to confirm at the next Remuneration and Nomination Committee meeting of 16 March 2018 that Deloitte has covered/ is covering all tax related aspects of the CEO's remuneration package.

After discussion and taking into account the recommendation of the Remuneration & Nomination Committee, the Board decides to confirm, approve and endorse, the extent necessary, the decisions of the Remuneration & Nomination Committee as set out above.

The chairman of the Remuneration & Nomination committee reports on the discussions held on the achievement of the performance criteria for the CEO SOP 2015 within the meeting of the Remuneration & Nomination Committee meeting of February 7, 2018. The Committee decided:

- that in accordance with the powers granted to the Committee under the relevant stock option plans in relation to the management of the plans and the determination of the achievement of the performance criteria, the Committee advises the board that the relevant performance target for the performance year 2017 has been achieved under the CEO SOP 2015.

After discussion and taking into account the advice of the Remuneration & Nomination Committee, the board decides to confirm, approve and endorse, to the extent necessary, the achievement of the performance criteria under the CEO SOP 2015.

8.5.7 Comments on the measures taken to comply with the legislation concerning insider dealing and market manipulation (market abuse)

The Company adopted a Dealing Code which intends to ensure that any persons who are in possession of inside information at any given time, do not misuse, and do not place themselves under suspicion of misusing inside information (e.g. by buying or selling shares or other securities of the Company on the basis of inside information) and to ensure that such persons maintain the confidentiality of such inside information and refrain from market manipulation. The Dealing Code is addressed to all employees, temporary staff, members of the boards of directors (or equivalent), managers, consultants and advisers of the Company and its subsidiaries.

The legal basis for this Code is Regulation No 596/2014 on market abuse (the "**Market Abuse Regulation**"), together with its implementing regulations and ESMA and FSMA guidance.

Any dealings in Company securities by persons discharging managerial responsibilities and persons closely associated, must be reported as soon as possible to the FSMA and the General Counsel as compliance officer responsible for supervising compliance with the market abuse rules and regulations and the Dealing Code. The Company's Dealing Code was last revised on December 13, 2017.

8.6 Daily management

8.6.1 General

The CEO is responsible for the daily management of the Company. The CEO is assisted by the executive management ("SLT"), of which he is the chairman, and that does not constitute a management committee within the meaning of article 524bis of the Belgian Company Code.

On April 1, 2013, Mr. John Porter was appointed as CEO of the Company. Per 31 December 2017, six women (i.e. 50%) are part of the Senior Leadership Team (see below for full composition of the SLT).

Per December 31, 2017, the SLT was composed as follows:

Name	Year of birth	Position
John Porter	1957	Chief Executive Officer
Birgit Conix	1965	Chief Financial Officer
Luc Machtelinckx	1962	Executive Vice President - General Counsel
Micha Berger	1970	Chief Technology Officer
Sam Lloyd	1974	Chief Information Officer
Patrick Vincent	1963	Chief Transformation Officer
Jeroen Bronselaer	1978	Senior Vice President Residential Marketing
Martine Tempels	1961	Senior Vice President Telenet Business
Claudia Poels	1967	Senior Vice President Human Resources
Dieter Nieuwdorp	1975	Senior Vice President Strategy & Corporate Development
Ann Caluwaerts	1966	Senior Vice President Corporate Affairs & Wholesale
Benedikte Paulissen	1969	Chief Customer Officer

The Chief Executive Officer is authorized to legally bind the Company acting individually within the boundaries of daily management and for specific special powers that were granted to him by the board of directors. In addition, the board of directors has granted specific powers to certain individuals within the Telenet Group. The latest delegation of powers has been published in the Annexes of the Belgian Official Journal on 27 February 2018.

8.6.2 Conflicts of interest

Pursuant to the Corporate Governance Charter, the members of the SLT are deemed to avoid, to the extent possible, to perform any actions, to defend certain positions, and to pursue certain interests, if this would conflict, or would give the impression to conflict, with the interests of the Company. If such conflicts of interest would occur, the concerned member of the SLT shall immediately inform the CEO hereof, who will in turn inform the chairman of the board of directors.

Transactions and/or business relationships between members of the SLT and one or more companies of the Telenet Group should in any case take place at normal market conditions.

8.6.3 Biographies of the members of the SLT

The following paragraphs set out the biographical information of the current members of the SLT of the Company:

John Porter, Chief Executive Officer

John Porter is the Chief Executive Officer of Telenet Group Holding NV. The company aims to be the leading provider of converged, connected entertainment and business solutions in Belgium. As CEO, Mr. Porter is responsible for the day-to-day operations. Prior to joining Telenet in 2013, he served as CEO of AUSTAR United Communications, at the time a Liberty Global subsidiary and an Australian public company that was a leading provider of subscription television and related products in regional Australia. He held this position until AUSTAR was acquired by Foxtel, a joint venture between News Corporation and Telstra, in May 2012. Mr. Porter led the growth of AUSTAR since inception, becoming its CEO at the time of its 1999 initial public offering. Previously, he served as the Chief Operating Officer for the Asia/Pacific region for a predecessor company of Liberty Global. From 1989 to 1994, Mr. Porter was President, Ohio Division, of Time Warner Communications. He started his career at Group W Broadcasting and Cable, as Director Government Relations before becoming General Manager of Westinghouse Cable Systems in Texas and Alabama. Mr. Porter serves as the Chairman of the board of Enero, a diversified marketing services company. He has a Bachelor of Arts from Kenyon College and also studied Political Economy at the University of Zagreb.

Birgit Conix, Chief Financial Officer

Birgit Conix joined Telenet as Chief Financial Officer in October 2013. Ms. Conix has over 20 years of experience in finance across multiple industries, including fast moving consumer goods, medical devices and pharmaceuticals. Prior to joining Telenet, Ms. Conix was Regional Head of Finance for Heineken's Western European organization and a member of Heineken's Western European Management team and Global Finance Leadership team. Prior to joining Heineken in 2011, Ms. Conix held different top-level international positions at Johnson & Johnson in finance, strategy and business operations. Prior to Johnson & Johnson, she worked at Tenneco and Reed-Elsevier. Ms. Conix is a member of the Board of Directors at Technicolor SA, a worldwide technology company in the media and entertainment sector, headquartered in Paris. Ms. Conix holds a Master of Science in Business Economics from Tilburg University in the Netherlands and an MBA from the University of Chicago Booth School of Business, USA.

Luc Machtelinckx, Executive Vice President and General Counsel

Luc Machtelinckx joined Telenet as Director Legal Affairs in February 1999. In this function, he was closely involved in the initial commercial steps, as well as the further development of Telenet's telephony and internet offerings. After the acquisition of the cable assets of the mixed intermunicipalities, Mr. Machtelinckx specialized in cable television legal affairs and more specifically, he played an important role in the iDTV project. In January 2007, Mr. Machtelinckx was appointed Vice President and General Counsel and as of January 2008 Senior Vice President and General Counsel. Since April 2009, Mr. Machtelinckx was appointed Executive Vice President and General Counsel. Prior to joining Telenet, Mr. Machtelinckx worked for 11 years at Esso Benelux in various legal and HR functions as well as for three 3 years at BASF Antwerp as Legal Manager and as Communication Manager.

Micha Berger, Chief Technology Officer

Micha Berger joined the Telenet Group in July 2013 and as Chief Technology Officer ("CTO"), leading the Technology and Innovation Telenet team, he is responsible for Mobile and HFC Network Build and expansions, Network Operations for our HFC and Mobile services, Field Operations and in-door repair, Converged Fixed & Mobile Engineering and Innovations. As of July 1, 2013, he also joined Telenet's SLT, reporting directly to the Company's CEO. Mr. Berger has worked for Liberty Global since 2006, initially managing the Engineering Department at UPC Nederland. As Vice President at Liberty Global since 2010, he has been responsible for Horizon Next Generation digital TV development and product roll-out. Before these endeavors, he gained his first experience in the cable industry at HOT Israel, where he was responsible amongst others for the development of the interactive digital service platform and the roll-out of video-on-demand.

Sam Lloyd, Chief Information Officer

Sam Lloyd joined Telenet in February 2016 to run the IT function for the combined Telenet and Base group. This division is responsible for running all of the IT systems across Telenet and the newly acquired Base company covering all software and hardware - including Digital, AI, websites / Portals, Sales, CRM, Billing, OSS, middleware, BI, Big data and Enterprise / ERP. Responsibilities include all operational support of the systems estate, systems security, all software development, and testing of all new releases and technology. Sam is also driving a number of major system of major systems transformation programmes across Telenet to consolidate the estate post recent M&A activity and implement new technologies in Digital and AI supporting the companies digital first agenda. Prior to joining Telenet, Sam held the position of Director Development & Delivery at Virgin Media in the UK (a 4.6bn revenue company) where she ran a team of circa 700 FTE and was accountable for all IT applications support, development and project delivery. Sam has more than 20 years experience in the IT sector running and developing IT environments across the Utilities and Telecoms industries.

Patrick Vincent, Chief Transformation Officer

Patrick Vincent joined Telenet in September 2004 as Customer Service & Delivery Director. In 2007 he became EVP Sales & Customer operations . In 2013, Chief Customer Officer. Since 2015 he is Chief Transformation Officer, leading the integration of BASE and SFR, including guidance in terms of operating model, digital transformation and new ways of working. Mr. Vincent started his career in 1989 in the food industry as Business Unit Manager of the cash and carry division at NV Huyghebaert. From 1994 to 1998, he was responsible for the sales division and in 1998 was promoted to Commercial Director. From 2000 to 2004, he worked at Tech Data, an IT distribution & service company, as Sales Director for Belgium and Luxembourg, and in 2002 was promoted to the role of Country Manager for Belgium and Luxembourg.

Jeroen Bronselaer, Senior Vice President Residential Marketing

Jeroen Bronselaer joined the Telenet Group in September 2010 and was first responsible for the negotiations and relations with broadcasters and content suppliers. Later he took on broader roles managing Telenet's premium sport and movie channels and was named Vice President Product Entertainment, responsible for the entire entertainment product portfolio of Telenet. In September 2015, Jeroen joined the Senior Leadership Team as Senior Vice President Residential Marketing. Prior to joining the Telenet Group, Jeroen Bronselaer worked at the Flemish public broadcaster VRT, where he started out as a TV producer but quickly evolved into more business driven roles within the Media department of VRT. Jeroen Bronselaer holds a Master degree as Commercial Engineer and Post-graduate degree in Communication from the KU Leuven.

Martine Tempels, Senior Vice President Telenet for Business

Martine Tempels joined the Telenet Group in January 2009. She is responsible for the Telenet Group's business-to-business division and joined the Senior Leadership Team in October 2010. Ms. Tempels started her career in the IT sector at NCR (AT&T) and moved to EDS in 1996 assuming responsibilities as Belux Business Unit Manager for the financial and commercial sector. In 2007, Ms. Tempels was appointed Application Service Executive for the Northern and Central Region EMEA. Ms. Tempels holds a Master in Business and Economics from Vrije Universiteit Brussel.

Claudia Poels, Senior Vice President Human Resources

Claudia Poels joined the Telenet Group in May 2008 as Vice President Human Resources. Since June 15, 2009, she joined the SLT as Senior Vice President Human Resources. Prior to joining the Telenet group, Ms. Poels worked since 1992 at EDS, where she gained extensive experience working within various human resources disciplines. In 2002, Ms. Poels was promoted to HR Director of the Belgian and Luxembourg entity, and in 2006 she became the HR Operations Director for Northern Europe. Ms. Poels holds a Master degree in Law from KULeuven and a DEA & DESS Degree in European Law from Université Nancy II (France).

Dieter Nieuwdorp, Senior Vice President Strategy & Corporate Development

As of May 1, 2014, Dieter Nieuwdorp joined the SLT as Senior Vice President Strategy & Corporate Development. Besides the development of the general strategy of the company and the structuring of M&A transactions and other partnerships, his function also includes heading the Innovation Department and managing the CEO Office. Mr. Nieuwdorp joined Telenet in 2007 as Corporate Counsel and Corporate Secretary and became VP Corporate Counsel & Insurance in 2010. He started his career as a lawyer with Loeff Claeys Verbeke (later Allen & Overy) in 1998. Mr. Nieuwdorp holds a Master of Law degree from KULeuven and a LL.M from the University of Pennsylvania Law School.

Ann Caluwaerts, Senior Vice President Corporate Affairs

Ann Caluwaerts, Chief Corporate Affairs, brings to the table over 25 years of experience in the global telecom as well as local media industry. Before she began working at Telenet, Ann gained experience at BT and Lernout & Hauspie Speech Products. She has extensive experience in strategic communications, regulatory affairs, strategy development, change management, stakeholder management as well as managing P&L's. Ann graduated as civil engineer electronics (KUL) and followed different courses at (a.o.) Insead, Londen Business School, Colombia University and Guberna. She regularly speaks at conferences and academic organizations.

Benedikte Paulissen, Chief Customer Officer

Benedikte Paulissen studied Applied Economics at the KU Leuven and obtained a post-graduate degree in European law at the UCL. She also worked for Flanders Technology International, a non-profit organization established by the Flemish government to promote technology, innovation and science. In 1998, she switched to Telenet and worked at the communication department and the marketing division to promote Telenet to the general public. In 2004, she was made responsible for all direct sales channels, including telesales and sales via indirect sales channels, including own shops, dealers and Telenet Centres. From 2011 she was also responsible for all customer service activities.

8.7 Remuneration report

8.7.1 Remuneration of directors

The general meeting of shareholders of the Company approved the remuneration principles of the non-executive directors of the Company in its meetings of April 28, 2010, April 24, 2013, April 29, 2015 and April 27, 2016. These principles were re-approved at the meeting of shareholders of April 26, 2017. At the same meeting the remuneration of the independent directors was revised and approved as follows: to (i) increase the fixed annual remuneration of the chairman of the board of directors from €100,000 to €120,000, (ii) increase the attendance fee for board meetings for the independent directors from €2,500 to €3,500, but with a maximum of €24,500 per year, (iii) introduce an attendance fee for the chairman of the Audit Committee for Audit Committee meetings at €4,000 per meeting, (iv) introduce an attendance fee for the other independent directors participating in the Audit Committee at 3,000 per meeting, and (v) to introduce an attendance fee for independent directors participating in the Remuneration & Nomination Committee at €2,000. All other remunerations remain unaffected.

Each non-executive director's remuneration consists of an annual fixed fee, increased with an attendance fee per attended meeting of the board of directors. All directors, except the CEO, the chairman of the board of directors and the directors appointed upon nomination of the Liberty Global Group, receive an annual fixed fee of €45,000 each. The directors appointed upon nomination of the Liberty Global Group, receive an annual fixed fee of €12,000 each. For each attended scheduled meeting of the board of directors, they receive an amount of €2,000. The remuneration per attended board meeting for the other directors is set out above.The annual fixed fees are only due if the director attends at least half of the scheduled board meetings. The independent directors are awarded remuneration for (attending) committee meetings (see above). The observer to the board of directors of Telenet is paid in the same fashion as the independent directors of Telenet.

The CEO, who is the only executive director, is not remunerated for the exercise of his mandate as member of the board of directors of any of the Telenet companies.

For the year ended December 31, 2017, the aggregate remuneration of the members of the board of directors (including the observer) amounted to €456,333 for the Company (see table below for individual remuneration).

None of the directors (except the CEO of the Company) receives: variable remuneration within the meaning of the Law of April 6, 2010, and any profit-related incentives, option rights, shares or other similar fees.

Pursuant to Belgian legislation and regulations, all board members (or persons related to them or entities fully controlled by them) must report details of their (transactions in) stock options and shares of the Company to the Belgian Financial Services and Markets Authority.

The individual remuneration paid for each member of the board of directors and the observer to the board in 2017 is set out in the table below.

Name	Renumeration 2017
Bert De Graeve (IDw Consult BVBA) (CCM) **	€134,833
John Porter	-
Christiane Franck **	€66,500
Jo Van Biesbroeck (JoVB BVBA) **	€66,500
Charles H. Bracken	€22,000
Diederik Karsten	€20,000
Manuel Kohnstamm	€22,000
Jim Ryan	€22,000
Dana Strong	€20,000
Suzanne Schoettger	€20,000
André Sarens *	€62,500

CCM: Current Chairman - in function as of 30/04/2014

(*): Observer

(**) Remuneration not including Committee fees

The Company expects the remuneration principles of the directors of the Company for the next two financial years to be consistent with the current remuneration policy.

8.7.2. Remuneration of Executive Management (Senior Leadership Team)

1. General remuneration principles

The determination and evolution of the Company's remuneration practices are closely linked with the growth, results and success of the Company as a whole. The Company's remuneration policy is built around internal fairness and external market competitiveness. These principles are executed through HR tools like function classification, career paths, and external benchmarking. The Company's strategy aligns competitive pay with the interests of shareholders and other stakeholders, aiming for an optimal balance between offering competitive salaries and avoiding excessive remuneration, while maintaining focus on performance and results. This implies that the Company's policies are reviewed periodically and adapted where needed.

The Company strives for an optimal mix between the different components of the remuneration package, balancing elements of fixed pay and variable pay. As examples, the Company's policy on fringe benefits offers good social support in terms of extra-legal pension, life and disability coverage and medical insurance; all of the Company's employees can benefit from price concessions or additional benefits for Telenet products; and share ownership of the Company is encouraged via employee stock purchase plans and other long-term incentive plans. The Company's experience has shown that this balanced remuneration policy helps to attract and retain top talent.

Performance management and the achievement of results is another anchoring element in the Company's total rewards strategy: the vast majority of its employees are evaluated on and rewarded according to (i) the achievement of individual and/or corporate objectives and (ii) individual performance being in line with the Company's Competence and Leadership Model. Throughout the Company'sremuneration policy, customer loyalty (measured by means of a Net Promotor Score ("**NPS**") - see further below) plays a pivotal role.

2. Remuneration principles for executive management (Senior Leadership Team)

a) General

The Remuneration & Nomination Committee prepares a proposal for the remuneration principles and remuneration level of the CEO and submits it for approval to the board of directors.

The Senior Vice President Human Resources prepares a proposal for determining the remuneration principles and remuneration level of the members of the SLT (other than the CEO) for submission to the Remuneration & Nomination Committee. The Remuneration & Nomination Committee discusses (and possibly amends) the proposal and submits it for approval to the board of directors.

The remuneration policies of the CEO and the members of the SLT are based on principles of internal fairness and external market competitiveness. The Company endeavors to ensure that the remuneration of the Senior Leadership Team consists of an optimal mix between various remuneration elements.

Each member of the SLT is remunerated by taking into account (i) his/her personal functioning and (ii) pre-agreed (company-wide and individual) targets. For the year ended December 31, 2017, 100% of management's bonuses (other than the CEO) depend on financial and operational targets, individual and departmental objectives will define a multiplier of the bonus. The functioning of each member of the SLT is assessed on the basis of the Company's Competence and Leadership Model.

Within the limits of the existing stock option plans approved by the general shareholders' meeting, the board of directors, upon recommendation of the Remuneration & Nomination Committee, can also grant stock options to the members of the SLT.

The Performance Shares Plans 2016, 2015, 2014 and 2013 for members of the SLT contain a provision regarding "claw back" of variable remuneration granted in case of restatement of the Company's financial statements. None of the Company's other share-based compensation plans, including those with the CEO, have such "claw back" features.

In accordance with Belgian legislation and regulations, details of (transactions in) stock options and shares held by all members of the SLT (or persons related to them or entities fully controlled by them) are reported to the FSMA in Belgium.
In 2011, the variable remuneration of the CEO and the members of the SLT of the Company was reviewed in order to comply with the binding provisions of the Law of April 6, 2010 and the relevant principles of the Belgian Corporate Governance Code on executive remuneration. The general shareholders' meeting of April 27, 2011 and April 2014 approved these remuneration principles of the CEO and the other members of the SLT. The Company expects the remuneration principles of the members of the SLT of the Company for the next two financial years to be consistent with the current remuneration policy.

b) Remuneration principles for the CEO

The CEO's annual remuneration package consists of a fixed part, a variable part, and includes premiums paid for group insurance and benefits in kind.

The variable cash remuneration of the CEO is based on his general performance over the year. Every year, the Remuneration & Nomination Committee formulates a bonus and salary proposal for approval by the board of directors. For 2017, the Remuneration & Nomination Committee proposed to the board of directors (i) to grant a cash bonus to the CEO for 2017 equal to €963,900; (ii) to determine his fixed compensation for 2017 to be €630,000 on an annual basis; (iii) to determine the maximum cash bonus for 2017 to be 150% of the 2017 annual fixed compensation.

The CEO is eligible for share-based remuneration. For details on the share-based remuneration of the CEO (including the share-based remuneration received in 2017), please see section 3.b) below.

c) Remuneration principles for the members of the SLT (excluding the CEO)

The annual remuneration of the members of the SLT (excluding the CEO) consists of a fixed salary (including holiday pay and thirteenth month), a variable remuneration part, and includes premiums paid for group insurance and benefits in kind.

The agreements with the members of the SLT (excluding the CEO) do not contain specific references to the criteria to be taken into account when determining variable remuneration, which deviates from provision 7.17 of the Belgian Corporate Governance Code 2009. The Company sets out the principles of variable remuneration in a general policy because it believes that there should be sufficient flexibility in the determination of the variable remuneration principles that allows for the consideration of prevailing market circumstances.

The variable cash remuneration depends on performance criteria relating to the respective financial year. With respect to the bonus for each member of the SLT (excluding the CEO) for performance year 2017, 100% was linked to the Company's financial and operational targets, an additional multiplier was linked to the individual performance score based on achieving the success of the individual and departmental objectives. Upon advice of the CEO, the Remuneration & Nomination Committee decides on the achievement of the performance criteria of each member of the SLT as leader of their department and as an individual.

For the year ended December 31, 2017, the board of directors approved to grant a total variable remuneration package to the CEO and the members of the SLT , composed of a cash bonus. In 2017, the Company decided not to grant Performance Shares.

In addition, the payout of the cash bonus to members of the SLT (excluding the CEO) will be linked to meeting certain predetermined performance criteria over a one-year period. When these performance criteria are met, the acquired cash bonus will be paid out in the year following the performance year (and no longer be deferred over a period of 3 years as was the case until 2013). All performance criteria will be determined by the CEO and the Remuneration & Nomination Committee and validated by the board of directors.

The members of the SLT (excluding the CEO) are eligible for share-based remuneration. For details on the share-based remuneration of the members of the SLT (including the share-based remuneration received in 2017), please see section 4.b) below.

The general shareholders' meeting of the Company approved the relevant terms of this remuneration package on April 27, 2011 and April 2014, in accordance with the provisions of the Law of April 6, 2010.

3. Remuneration CEO

a) Cash-based remuneration

The Company's CEO was granted the following remuneration in the year ended December 31, 2017: (i) a fixed remuneration of €630,000, (ii) a variable remuneration of €963,900, and (iii) benefits in kind valued at €76,208.30. As mentioned in section 7.7.1, the CEO is not remunerated for the exercise of his mandate as director of the Company or any other Telenet companies.

The relative weight these components for the year ended December 31, 2017 was: (i) fixed remuneration 37.7%, (ii) variable remuneration 57.7%, and (iii) benefits in kind 4.6%.

This cash-based variable remuneration, together with the relevant part of the share-based variable remuneration under the CEO SOP 2013, the CEO SOP 2014, CEO SOP 2014 ***bis,*** CEO SOP 2015, ESOP 2016 and ESOP 2017 (see below), constitutes the total variable remuneration of the CEO for purposes of the Law of April 6, 2010, as approved by the general shareholders' meeting of April 27, 2011.

The benefits in kind include insurances for medical costs, life and disability, a company car, school fees for his children and a travel allowance up to certain maximum annual amounts. The CEO further receives a price concession with respect to Telenet products and services he orders.

He receives no benefits in cash linked to a performance period of longer than one year.

b) Share-based remuneration

The Company's CEO did not receive shares or warrants of the Company during the last financial year.

On July 4, 2013, the CEO received 200,000 stock options under the CEO Stock Option Plan 2013 ("CEO SOP 2013"). These stock options are of a contractual nature to acquire existing shares, giving the CEO the right to acquire existing shares of the Company, on a one to one basis.

The term of the stock options is five years, such that, all of the stock options granted under the CEO SOP 2013 have an expiration date of July 4, 2018. The stock options vest in three installments, on July 4, 2014, July 4, 2015 and July 4, 2016, respectively, subject to the achievement of certain performance criteria. All stock options that vest pursuant to the CEO SOP 2013, become exercisable during defined exercise periods as from July 4, 2016.

The exercise price of these stock options is equal to €34.33.

The vesting is performance based. The annual performance based vesting conditions were determined by the Remuneration & Nomination Committee, in consultation with the CEO. Upon a change of control over the Company, a de-listing of the Company or the start of a squeeze-out offer in relation to the shares of the Company, all stock options vest immediately and automatically.

The CEO shall consider the general interest of the Company when exercising Stock Options and/or selling the shares acquired upon the exercise of Stock Options.

The performance based conditions relate to the Adjusted EBITDA of the Telenet Group on a consolidated basis, the customer loyalty/satisfaction achieved by the Telenet Group and the product and services innovation within the Telenet Group. On February 11, 2014, the Remuneration & Nomination Committee determined that these performance criteria had been achieved for 2013, which resulted in the vesting of a first installment of 50,000 stock options on July 4, 2014. On February 10, 2015, the Remuneration & Nomination Committee determined that the performance criteria had also been achieved for 2014, which resulted in the vesting of a second installment of 100,000 stock options on July 4, 2015. On February 9 2016, the Remuneration & Nomination Committee determined that the performance criteria had been met for 2015, which results in the vesting of a third installment of 50,000 stock options on July 4, 2016.

On November 8, 2013, the CEO received 185,000 stock options under the CEO Stock Option Plan 2014 ("CEO SOP 2014"). These stock options are of a contractual nature to acquire existing shares, giving the CEO the right to acquire existing shares of the Company, on a one to one basis.

The term of the stock options is seven years, such that all of the stock options granted under the CEO SOP 2014 have an expiration date of June 26, 2020. The stock options vest in two installments, on respectively June 26, 2016 and on March 1, 2017, subject to the achievement of certain performance criteria. All stock options that vest pursuant to the CEO SOP 2014 become exercisable during defined exercise periods following June 26, 2016.

The exercise price of these stock options is equal to €38.88.

The vesting is performance based. The annual performance based vesting conditions were determined by the Remuneration & Nomination Committee, in consultation with the CEO. Upon a change of control over the Company, a de-listing of the Company or the start of a squeeze-out offer in relation to the shares of the Company, all stock options vest immediately and automatically.

The CEO shall consider the general interest of the Company when exercising Stock Options and/or selling the shares acquired upon the exercise of Stock Options.

The performance based conditions for the first installment of 138,750 stock options relate to the Adjusted EBITDA of the Telenet Group on a consolidated basis and the customer loyalty/satisfaction achieved by the Telenet Group over the period January 1, 2014 through December 31, 2014 and the period January 1, 2015 through December 31, 2015; the performance based conditions for the second installment of 46,250 stock options relate to the Adjusted EBITDA of the Telenet Group on a consolidated basis and the customer loyalty/satisfaction achieved by the Telenet Group over (i) the period January 1, 2014 to December 31, 2015 and (ii) the period January 1, 2016 through December 31, 2016. On February 9, 2016, the Remuneration & Nomination Committee determined that the performance criteria with respect to the first installment had been achieved for 2015, which results in the vesting of the first installment of 138,750 stock options on June 26, 2016. Also on February 9, 2016 the Remuneration & Nomination Committee determined that the performance criteria for the second installment for the period January 1, 2015 through December 31, 2015 have been achieved. On February 14, 2017, the Remuneration and Nomination Committee determined that the performance criteria had been met for 2016, which resulted in the vesting of a second installment of 46,250 stock options on March 1, 2017.

On July 15, 2014, the CEO received 180,000 stock options under the CEO Stock Option Plan 2014 bis ("CEO SOP 2014 bis"). These stock options are options of a contractual nature to acquire existing shares, giving the CEO the right to acquire existing shares of the Company, on a one to one basis.

The term of the stock options is five years, such that all of the stock options granted under the CEO SOP 2014 bis have an expiration date of July 15, 2019. The stock options vest in three installments, on July 15, 2015, July 15, 2016 and July 15, 2017, respectively, subject to the achievement of certain performance criteria. All stock options that vest pursuant to the CEO SOP 2014 bis become exercisable during defined exercise periods as from July 15, 2017.

The exercise price of these stock options is equal to €39.38.

The vesting is performance based. The annual performance based vesting conditions were determined by the Remuneration & Nomination Committee, in consultation with the CEO. Upon a change of control over the Company, a de-listing of the Company or the start of a squeeze-out offer in relation to the shares of the Company, all stock options vest immediately and automatically.

The CEO shall consider the general interest of the Company when exercising Stock Options and/or selling the shares acquired upon the exercise of Stock Options.

The performance based conditions relate to the Adjusted EBITDA of the Telenet Group on a consolidated basis. On February 10, 2015, the Remuneration & Nomination Committee determined that the performance criteria had been achieved for 2014, which resulted in the vesting of a first installment of 45,000 stock options on July 15, 2015. On February 9, 2016, the Remuneration & Nomination Committee determined that the performance criteria had been achieved for 2015, which results in the vesting of a second installment of 67,500 stock options on July 15, 2016. On February 14, 2017, the Remuneration and Nomination Committee determined that the performance criteria had been met for 2016, which results in the vesting of a third installment of 67,500 stock options on July 15, 2017.

On March 13, 2015, the CEO received 180,000 stock options under the CEO Stock Option Plan 2015 ("CEO SOP 2015"). These stock options are options of a contractual nature to acquire existing shares, giving the CEO the right to acquire existing shares of the Company, on a one to one basis.

The term of the stock options is five years, such that all of the stock options granted under CEO SOP 2015 have an expiration date of of March 13, 2020. The stock options vest in three installments, on March 13, 2016, March 13, 2017 and March 13, 2018 respectively, subject to the achievement of certain performance criteria. All stock options that vest pursuant to the CEO SOP 2015 become exercisable during defined exercise periods as from March 13, 2018.

The exercise price of these stock options is equal to €50.57.

The vesting is performance based. The annual performance based vesting conditions were determined by the Remuneration & Nomination Committee, in consultation with the CEO. Upon a change of control over the Company, all stock options vest immediately and automatically. The CEO shall consider the general interest of the Company when exercising Stock Options and/or selling the shares acquired upon the exercise of Stock Options.

The performance based conditions relate to the OCF under US GAAP of the Telenet Group on a consolidated basis. On February 9, 2016, the Remuneration & Nomination Committee determined that the performance based conditions had been achieved for 2015, which resulted in the vesting of a first installment of 55,000 stock options on March 13, 2016. On February 14, 2017, the Remuneration and Nomination Committee determined that the performance criteria for the second installment for the period January 1, 2016 through December 31, 2016 had been achieved, which resulted in the vesting of a second installment on March 13, 2017. On February 7, 2018, the Remuneration & Nomination Committee determined that the performance criteria for the third installment for the period January 1, 2017 through December 31, 2017 had been met, which results in the vesting of a third installment of 62,000 stock options on March 13, 2018.

On April 15, 2016 the CEO received 244, 209 stock options under the ESOP 2016 plan (see also 7.3.1). These stock options are options of a contractual nature to acquire existing shares, giving the CEO the right to acquire existing shares of the Company, on a one to one basis. The term of the stock options is five years, such that all of the stock options granted under the ESOP 2016 plan, have an expiration of April 15, 2021. The stock options vest in quarterly installments.

On June 8, 2017, the CEO received 177,680 stock options under the ESOP 2017 plan (see also 7.3.1). These stock options are options of a contractual nature to acquire existing shares, giving the CEO the right to acquire existing shares of the Company, on a one to one basis.

The term of the stock options is five years, such that all of the stock options granted under the ESOP 2017 plan, have an expiration date of June 8, 2022. The stock options vest in quarterly installments.

During 2017, the beneficiary of the CEO Stock Option Plan 2013 exercised all of the 200,000 vested stock options, resulting in the delivery of a total of 200,000 own shares held by the Company. As of November 17, 2017, there were no more stock options outstanding under the CEO Stock Option Plan 2013.

As of December 31, 2017, Mr. Porter had been granted the following stock options:

Name Plan	Number of stock options outstanding	Exercise price	Vesting	Expiration date
CEO SOP 2013 (**)				
first installment	50,000	€34.33	July 4, 2014	July 4, 2018
second installment	100,000	€34.33	July 4, 2015	July 4, 2018
third installment	50,000	€34.33	July 4, 2016	July 4, 2018
CEO SOP 2014				
first installment	138,750	€38.88	June 26, 2016	June 26, 2020
second installment	46,250	€38.88	March 1, 2017	June 26, 2020
CEO SOP 2014 bis				
first installment	45,000	€39.38	July 15, 2015	July 15, 2019
second installment	67,500	€39.38	July 15, 2016	July 15, 2019
third installment	67,500	€39.38	July 15, 2017	July 15, 2019
CEO SOP 2015				
first installment	55,000	€50.57	March 13, 2016	March 13, 2020
second installment	63,000	€50.57	March 13, 2017	March 13, 2020
third installment	62,000	€50.57	March 13, 2018 (*)	March 13, 2020
ESOP 2016				
	244,209	€45,48	quarterly	April 15, 2021
ESOP 2017				
	177,680	€58,14	quarterly	June 8, 2022

(*) Vesting subject to achievement of performance based conditions in previous financial year/years
(**) The CEO exercised all options of the CEO SOP 2013 in the course of 2017. There are no more outstanding options under this plan on December 31, 2017.

c) Termination arrangements

The CEO has a termination arrangement in his contract with the Company, providing that in case of early termination, the CEO is entitled to a maximum total cash remuneration equal to 12 months remuneration.

4. Remuneration Senior Leadership Team

a) Cash-based remuneration

In 2017, the aggregate remuneration paid to the other members of the SLT (excluding the CEO), amounted to €6,429,903. All members of the SLT (excluding the CEO) have an employment agreement with Telenet BVBA.

This amount is composed of the following elements (for all members jointly, excluding the CEO): (i) a fixed salary of €2,895,458, a variable salary of €2,936,663 (constituting 100% of the total cash bonus of 2017 and the vested performance shares), (iii) paid premiums for group insurance for an amount of €366,898.88 and (iv) benefits in kind valued at €230,882.80. All amounts are gross without employer's social security contributions.

The members of the SLT (excluding the CEO) benefit from a defined benefit pension scheme. The plan is financed by both employer and employee contributions. The total service cost (without contributions of the employees) amounted to €249,074.30.

The benefits in kind include insurance for medical costs, a company car, representation allowance, luncheon vouchers and for some members housing and travel expenses.

The members of the SLT (excluding the CEO) further receive a price reduction with respect to Telenet products or services they order.

The members of the SLT receive no benefits in cash linked to a performance period of longer than one year.

b) Share-based compensation

The members of the SLT did not receive performance shares of the Company during 2017.

On February 14, 2017, the board of directors determined that the performance targets applicable to the 2014 Telenet Performance Shares were not met, resulting in the partial vesting of these performance shares on May 22, 2017. On July 28, 2017 the Remuneration & Nomination Committee decided to settle the vested performance shares in cash instead of in shares of the Company. This particular performance share plan was paid out in cash for an amount of €991,422 following the specific decision of the Remuneration & Nomination Committee.

An overview of the numbers of 2014 Telenet performance shares vested in favor of (current) members of the Senior Leadership Team can be found below:

Name	Number of 2014 performance shares vested
Berger Micha	2,968
Caluwaerts Ann	2,245
Conix Birgit	2,944
Kurup Veenod*	2,968
Machtelinckx Luc	2,568
Poels Claudia	2,178
Smidts Inge*	2,476
Tempels Martine	2,169
Nieuwdorp Dieter	1,888
Vincent Patrick	2,822

(*) Ms. Inge Smidts and Mr. Veenod Kurup left the Company in 2015, but are entitled to Performance Shares.

On December 31, 2017, the current members of the SLT (excluding the CEO) held in aggregate 48,400 exercisable stock options under the ESOP 2013, 230,000 under the ESOP 2014, 114,000 under the ESOP 2015, 164,086 under the ESOP 2016 and 41,116 under the ESOP 2017. Each stock option can be exercised for one share. The vesting of these stock options occurs progressively (per quarter) over a period of four years. The stock options become exercisable after vesting.

During 2017, the members of the SLT also received stock options under the ESOP 2017. An overview of the stock options granted to (and accepted by) the current members of the SLT (excluding the CEO) during 2017 can be found in the table below:

Name	Grant	Number of stock options granted	Number of stock options accepted	Exercise price
Berger Micha	ESOP 2017	59,927	30,000	€58.14
Bronselaer Jeroen	ESOP 2017	32,575	12,500	€58.14
Caluwaerts Ann	ESOP 2017	24,333	10,000	€58.14
Conix Birgit	ESOP 2017	44,420	44,420	€58.14
Lloyd Sam	ESOP 2017	24,333	—	€58.14
Machtelinckx Luc	ESOP 2017	24,333	10,000	€58.14
Nieuwdorp Dieter	ESOP 2017	24,333	24,333	€58.14
Paulissen Benedikte	ESOP 2017	32,575	20,000	€58.14
Poels Claudia	ESOP 2017	24,333	24,333	€58.14
Tempels Martine	ESOP 2017	32,575	30,000	€58.14
Vincent Patrick	ESOP 2017	32,575	—	€58.14

An overview of the stock options exercised by the members of the SLT (excluding the CEO) during 2017, while they were members of the SLT, can be found in the table below:

Name	Number of stock options exercised	Exercise Price	Plan
Berger Micah	17,500	34.33	ESOP 2013
Bronselaer Jeroen	1,500	34.33	ESOP 2013
	7,500	50.87	ESOP 2015
	12,000	45.48	ESOP 2016
Caluwaerts Ann	11,000	34.33	ESOP 2013
	11,000	45.48	ESOP 2016
Conix Birgit	28,000	36.75	ESOP 2013bis
	12,210	45.48	ESOP 2016
Machtelinckx Luc	20,000	34.33	ESOP 2013
	10,000	45.27	ESOP 2014
	10,000	45.48	ESOP 2016
Nieuwdorp Dieter	10,000	34.33	ESOP 2013
Paulissen Benedikte	23,750	34.33	ESOP 2013
Poels Claudia	10,000	34.33	ESOP 2013
Tempels Martine	6,400	45.48	ESOP 2016
Vincent Patrick	32,500	34.33	ESOP 2013

c) Termination arrangements

The employment agreements of some members of the SLT, all concluded before July 2009, contain termination arrangements providing for a notice period which can exceed twelve months in case of termination by Telenet BVBA (other than for cause):

Mr. Luc Machtelinckx has a contractual termination clause, providing for the performance during a notice period in case of termination by the Company (except for cause) to be calculated on the basis of the 'formula Claeys', which may be replaced (with the prior agreement of Mr. Machtelinckx) by an indemnification payment (without performance).

The employment agreement with Ms. Martine Tempels, concluded when she was not yet a member of the SLT (and before May 4, 2010, i.e. the date of entry into force of the Law of April 6, 2010), does contain specific provisions relating to early termination, although it does not contain a clause specifying that severance pay in the event of early termination should not exceed 12 months' remuneration, which for the latter point deviates from provision 7.18. of the Belgian Corporate Governance Code 2009. The Company did not conclude a new agreement with her at the occasion of her appointment as member of the SLT.

The employment agreement with Mr. Dieter Nieuwdorp, and Ms. Benedikte Paulissen concluded when they were not yet members of the SLT (and before May 4, 2010, i.e. the date of entry into force of the Law of April 6, 2010) do not contain specific provisions relating to early termination.

The employment agreements with Mr. Patrick Vincent, Mr. Jeroen Bronselaer, Ms. Sam Lloyd and Ms. Claudia Poels do not contain specific provisions relating to early termination.

The agreements with Ms. Ann Caluwaerts, Mr. Micha Berger and Ms. Birgit Conix, all concluded after May 4, 2010, contain clauses specifying that severance pay in the event of early termination shall not exceed the maximum amount foreseen by law.

Each new agreement concluded with members of the SLT after May 4, 2010, comply with the legal provisions of the Law of April 6, 2010 and the Belgian Corporate Governance Code 2009.

8.8 Audit of the company

8.8.1 External audit by statutory auditors

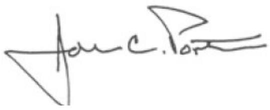
For details on the audit and non-audit fees paid to the auditor in 2017, we refer to note 5.30 to the consolidated financial statements of the Company.

8.8.2 Internal audit

For the year ended December 31, 2017, the Company's internal audit function was performed by the internal audit department of Liberty Global plc. The internal audit activities are carried out on the basis of a plan annually approved and monitored by the Audit Committee. These internal audit activities cover a wide range of topics and aim at the evaluation and improvement of the specific control environment.

Brussels, March 19, 2018

On behalf of the board of directors



John Porter
Chief Executive Officer

Bert De Graeve
Chairman