



***Power of attorney general shareholders' meeting  
Telenet Group Holding NV  
April 27, 2011, 3.00 P.M.***

*To be delivered at the registered seat of the Company (together with Dutch version)  
at the latest on April 22, 2011 to:*

Telenet Group Holding NV  
Dieter Nieuwdorp, VP Corporate Counsel  
Liersesteenweg 4  
2800 Mechelen, Belgium

*The undersigned (name and first name / residing at):*

.....

*or (name of the company / registered office) :*

.....

.....

Represented by .....

Owner of  shares of Telenet Group Holding NV

(number)

*Hereby appoints the following person as proxy-holder:*

*Name and first name:*

.....

*Address:*

.....

*To represent it/him/her at the Annual General Shareholders' Meeting of Telenet Group Holding NV, which will be held as from 3.00 pm on Wednesday, April 27, 2011 with the following agenda (and any other meeting which would be held later with the same agenda):*



1. **Reports on the statutory financial statements**

Communication of and discussion on the annual report of the board of directors and the report of the statutory auditor on the statutory financial statements for the fiscal year ended on December 31, 2010.

2. **Communication and approval of the statutory financial statements**

Communication and approval of the statutory financial statements of the Company for the fiscal year ended on December 31, 2010, and of the proposed allocation of the result.

Proposed resolution: approval of the statutory financial statements of the Company for the fiscal year ended on December 31, 2010, including the allocation of the result as proposed by the board of directors.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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3. **Reports on the consolidated financial statements**

Communication of and discussion on the annual report of the board of directors and the report of the statutory auditor on the consolidated financial statements for the fiscal year ended on December 31, 2010.

4. **Communication of and discussion on the remuneration report**

Communication of and discussion on the remuneration report, included in the annual report of the board of directors for the fiscal year ended on December 31, 2010.

Proposed resolution: approval of the remuneration report for the fiscal year ended on December 31, 2010.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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5. **Communication of and discussion on the consolidated financial statements**

Communication of and discussion on the consolidated financial statements for the fiscal year ended on December 31, 2010.

6. **Discharge from liability to the directors**

Proposed resolution: to grant discharge from liability to the directors who were in office during the fiscal year ended on December 31, 2010, for the exercise of their mandate during said fiscal year.

a/ Frank Donck	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
b/ Duco Sickinghe	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
c/ Alex Brabers	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
d/ André Sarens	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
e/ De Wilde J. Management BVBA (Julien De Wilde)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION



f/ Friso van Oranje-Nassau	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
g/ Cytifinance NV (Michel Delloye)	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
h/ Charles Bracken	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
i/ Shane O'Neill	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
j/ Jim Ryan	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
k/ Gene Musselman	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
l/ Bernie Dvorak	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
m/ Ruth Pirie	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
n/ Niall Curran	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
o/ Diederik Karsten	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
p/ Manuel Kohnstamm	<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION

**7. Discharge from liability to the statutory auditor**

Proposed resolution: to grant discharge from liability to the statutory auditor for the exercise of his mandate during the fiscal year ended on December 31, 2010.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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**8. Re-appointment of directors**

Taking into account the advice of the nomination committee of the board of directors of the company, the board of directors recommends adopting the following resolutions, upon nomination as stated in the articles of association of the company. For further information in relation to the parties involved and their resume, reference is made to the declaration on corporate governance in the annual report of the board of directors.

Proposed resolutions:

- (a) Appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Balan Nair, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2015.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (b) *Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Jim Ryan, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2015.*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (c) *Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Manuel Kohnstamm, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2015.*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (d) *Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Diederik Karsten, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2015.*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (e) *Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mrs. Ruth Pirie, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2015.*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (f) *Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Niall Curran, for a term of 4 years, with immediate effect and until the closing of the general shareholders' meeting of 2015.*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (g) *Re-appointment, upon nomination as provided in the articles of association, of De Wilde J. Management BVBA, represented by its permanent representative Mr. Julien De Wilde, as director and "independent director", within the meaning of Article 526ter of the Belgian Company Code, clause 2.3 of the Belgian Corporate Governance Code and the articles of association of the company, for a term of 3 years, with immediate effect and until the closing of the general shareholders' meeting of 2014. It appears from the data available to the company as well as from the information provided by Mr. Julien De Wilde, that he meets the applicable independence requirements.*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (h) Taking note of the resignation of Mr. Alex Brabers and appointment, upon nomination as provided in the articles of association of the company, of Mr. Alex Brabers, as director and "independent director", within the meaning of Article 526ter of the Belgian Company Code, clause 2.3 of the Belgian Corporate Governance Code and the articles of association of the company, for a term of 3 years, with immediate effect and until the closing of the general shareholders' meeting of 2014. It appears from the data available to the company as well as from the information provided by Mr. Alex Brabers, that he meets the applicable independence requirements.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (i) Taking note of the resignation of Mr. Frank Donck and appointment, upon nomination as provided in the articles of association of the company, of Mr. Frank Donck, as director and "independent director", in the meaning of Article 526ter of the Belgian Company Code, clause 2.3 of the Belgian Corporate Governance Code and the articles of association of the company, for a term of 3 years, with immediate effect and until the closing of the general shareholders' meeting of 2014. It appears from the data available to the company as well as from the information provided by Mr. Frank Donck, that he meets the applicable independence requirements.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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9. **Re-appointment of statutory auditor**

Proposed resolution:

The board of directors of the Company recommends to re-appoint Klynveld Peat Marwick Goerdeler - Bedrijfsrevisoren CVBA, abbreviated as KPMG Bedrijfsrevisoren CVBA, a civil company that has the form of a cooperative company with limited liability under Belgian law, represented by Mr. Jos Briers and Mr. Götwin Jackers, as statutory auditor of the company for a term of three years which will end immediately after the closing of the annual shareholders' meeting which will have deliberated and voted on the (statutory and consolidated) financial statements for the fiscal year ended on December 31, 2013. The remuneration for the exercise of the mandate of statutory auditor is determined at € 530,950 per annum (excluding VAT).

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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10. **Approvals and mandates relating to remunerations**

Taking into account the Act of April 6, 2010 on the reinforcement of corporate governance in listed companies and autonomous public undertakings and on the modification of the professional prohibitions in the banking and financial sector", and taking into account the advice of the remuneration committee of the board of directors of the company, the board of directors recommends to adopt the following resolution. For further information relating to the remuneration of the members of the board of directors, the executive management and others, reference is made to the remuneration report in the annual report of the board of directors.

Proposed resolution:

The general shareholders' meeting approves the following relating to the remuneration of the members of the board of directors, the CEO and the other members of the executive management:



(a) Decision, in as far as needed and applicable, (x) not to consider the options and warrants granted by the company in the past within the framework of its options plans and of which the vesting is only based on the passage of time, as "variable remuneration" for the purposes of Article 520ter of the Belgian Company Code, (y) not to consider them as being part of the "annual remuneration" either for purposes of the determination of the ratio "variable remuneration" versus "annual remuneration":

(b) Decision to consider as "variable remuneration" under Article 520ter of the Belgian Company Code, (x) the granting of a cash amount within the framework of a performance based cash bonus plan as part of the "variable remuneration", and (y) the granting of shares within the framework of a share plan with a performance based vesting (so-called "performance shares") as part of the "variable remuneration", whereby the performance based cash bonus is connected to the annual performance criteria, yet whereby the payment of the cash bonus concerned will be spread over several years (for example two) in order to create an additional retention feature, on top of what is required under the applicable legal rules.

(c) Decision to approve the granting of shares within the framework of a share plan with a performance based vesting (so-called "performance shares"), whereby the performance criteria are determined for a three year period.

(d) Decision, in as far as needed and applicable, to specifically determine annually the performance based targets (in accordance with the general already approved criteria) on the basis of which the stock options that have been granted to the CEO of the company in the past (under the Specific Stock Option Plan 2010-2014) vest.

(e) Decision, in as far as needed and applicable, to (x) (re)confirm, within the framework of the special power the general shareholders' meeting can grant in accordance with Article 523ter of the Belgian Company Code, the features and the conditions of the options and the warrants that have been granted by the company in the past within the framework of its option plans, and (y) give the board of directors of the company the power to determine, at the occasion of new grants of warrants and options within the framework of the previously approved stock option plans, that the options and the warrants will have the same features and conditions as the previously granted options and warrants.

(f) Decision, in as far as needed and applicable, to determine that the shares acquired by the employees within the framework of the different stock purchase plans the general shareholders' meeting resolved upon in the past, remain freely transferable after the period of two years (following their acquisition) during which they cannot be transferred.

(g) The mandate of the directors appointed in accordance with item 8(a) up to (i) of the agenda, is remunerated in accordance with the resolution of the general shareholders' meeting of April 28, 2010.

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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In order to

- participate in all deliberations and vote on behalf of the undersigned on the propositions mentioned in the agenda, and to modify or reject these;
- sign the attendance list, the minutes of the meeting and all annexes attached thereto,
- in general, to do all what is necessary or useful to execute this proxy, with a promise of ratification.

The Undersigned hereby ratifies and approves all acts carried out by the aforementioned proxy holder. The proxy holder will vote on behalf of the Undersigned in accordance with the voting instructions given above.



*In case of absence of voting instructions given to the proxy holder with regard to the respective agenda items or if, for whatever reason, there is a lack of clarity with regard to the voting instructions given, the proxy holder will always vote in favor of the proposed resolution, possibly as amended at the meeting.*

*Done at ....., on April ..... 2011.*

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

*Signature(s):.....*