



**Power of attorney extraordinary 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 Extraordinary 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**

- (a) Communication and taking note of the report of the board of directors as far as needed and applicable, in accordance with the Articles 560 and 582 of the Belgian Company Code concerning the amendment of the rights of securities, the conversion of securities of a certain type into another type and the possible issuance of shares below the par value of shares as a result of the proposed capital decrease referred to in item 2 of the agenda.
- (b) Communication and taking note of the report of the statutory auditor as far as needed and applicable, in accordance with Article 582 of the Belgian Company Code concerning the possible issuance of shares below the par value of shares as a result of the proposed capital decrease referred to in item 2 of the agenda.

2. **Capital decrease - amendment of the articles of association**

Proposed resolution: decision to decrease the company's share capital with an amount definitively to be determined by the general shareholders' meeting, upon proposal of the board of directors, equal to the product of the number of outstanding and existing shares at the date of the extraordinary shareholders' meeting resolving upon the capital decrease and four euro fifty eurocents (€4.50) (such amount of four euro fifty eurocents hereinafter referred to as the "Benefit") as a result of which the company's share capital shall be reduced by an amount definitively to be decided upon by the general meeting, upon proposal of the board of directors, as mentioned above, without a decrease in the number of shares.

The purpose of this capital decrease is to, subject to the conditions of Articles 612 and 613 of the Belgian Company Code, repay in cash a part of the share capital to the shareholders, more in particular to each share an amount equal to the Benefit (without distinction between ordinary "Shares", the "Golden Shares" and the "Liquidation Dispreference Shares", as defined in the articles of association of the company). The capital decrease will not result in the cancellation of existing shares of the company, each share of the company will participate to the same extent in the capital decrease and each share of the company will represent after the capital decrease the same fraction of the new share capital of the company.

From a tax perspective, the decrease will only be charged to the capital effectively paid up.

The board of directors is authorised to determine the procedure and formalities, the ex-dividend date and the payment date of the repayment of the capital decrease in accordance with applicable legislation and regulations. The procedure and formalities, the ex-dividend date and the payment date of the repayment of the capital decrease will be communicated by the company in accordance with applicable legislation and regulations.

The right to payment of the capital decrease will be represented by coupon number four (4), with corresponding arrangements for dematerialised shares.

Proposed resolution: decision to

* bring in Article 6: Share capital, Shares and Profit Certificates of the articles of association of the company, the first sentence of section 6.1 in accordance with the new situation of the capital

* add in fine of the Annex to the coordinated articles of association a new item in which the capital decrease is described.

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3. *Amendment to options, profit certificates and warrants as a result of the capital decrease*

Proposed resolution: decision to make, following and subject to the condition precedent of the resolution of the capital decrease set forth in item 2 of the agenda, the following amendments to the conditions and features of the options on profit certificates, profit certificates, options and warrants mentioned hereafter, and the resolutions related thereto that have been approved in the past:

(a) In this resolution, the following terms with a capital letter have the following meaning (unless the context requires otherwise):

“Share”: “Share”, as defined in the articles of association of the company;

“Class A Options”: the “Class A Options” issued by resolution of the extraordinary general shareholders’ meeting of May 27, 2004 and of which the number, the exercise price and certain exercise conditions have already been amended in the past;

“Class B Options”: the “Class B Options” issued by resolution of the extraordinary general shareholders’ meeting of December 15, 2004 and of which the number, the exercise price and certain exercise conditions have already been amended in the past;

“Option”: each of the Class A Options and Class B Options;

“Class A Profit Certificates”: the Class A Profit Certificates as defined in the articles of association of the company;

“Class B Profit Certificates”: the Class B Profit Certificates as defined in the articles of association of the company;

“Profit Certificate”: each of the Class A Profit Certificates and the Class B Profit Certificates;

“Warrant”: each of the bearer warrants, called (A) “Warrants 2007” which were issued by resolution of the extraordinary general shareholders' meeting of December 27, 2007, (B) “Warrants 2008”, which were issued by resolution of the extraordinary general shareholders' meeting of May 29, 2008, (C) “Warrants 2009”, which were issued by resolution of the extraordinary general shareholders' meeting of May 28, 2009, and (D) “Warrants 2010”, which were issued by resolution of the extraordinary general shareholders' meeting of April 28, 2010;

“Ex-Date”: the date on which the share is traded on Euronext Brussels without coupon 4 (being the right to receive Repayment of the Benefit) for the first time;

“Conversion Ratio”: the result of the fraction with (A) as numerator (x) the closing stock exchange price of the company’s share as listed on Euronext Brussels with coupon number four (4) attached thereto (being the trading day preceding the Ex-Date, which will be determined by the board of directors) (the “Reference Stock Exchange”) “), less (y) the amount of the Benefit, and (B) as denominator the Reference Stock Exchange, and this rounded to six numbers after the comma, whereby the following rounding rules will be applied: if the calculation of the Reference Stock Exchange results into a number with more than six numbers after the comma, the exercise price will be rounded up to the nearest higher number with six numbers after the comma (if the seventh number after the comma is higher than or equal to five (5)) or rounded down to the nearest lower number with six numbers after the comma (if the seventh number after the comma is less than five (5));

(b) The following amendments are made in relation to the Options (whereby no other amendments are made to the issuance and exercise conditions), on and effective as of the Ex-Date:

(i) The number of granted Class A Options and Class B Options still outstanding and not exercised on the Ex-Date will, per option holder, per Profit Certificate holder, will be split by dividing this respective number by the Conversion Ratio.

(ii) The exercise prices of the Class A Options and the Class B Options still outstanding and not exercised on the Ex-Date after the split set forth in



- item (i), will be determined by multiplying the current respective exercise prices with the Conversion Ratio.
- (iii) For the purposes of the amendments foreseen in items (i) until (ii) above, the following rounding rules will be applied:
- (A) if the calculation of the new number of Class A Options, respectively Class B Options, of a holder of such Options in accordance with the resolution relating to the split set forth in item (i) results into a number with numbers after the comma, this number will be rounded up to the nearest higher number without numbers after the comma (if the first number after the comma is higher than or equal to five (5)) or rounded down to the nearest lower number without numbers after the comma (if the number after the comma is less than five (5));
 - (B) if the calculation of the new exercise price of the Class A Options, respectively Class B Options, (after the decision relating to the split set forth in item (i) above) in accordance with the resolution set forth in item (ii) results into a number with more than two numbers after the comma, the exercise price will be rounded up with two numbers after the comma (if the third number after the comma is higher than or equal to five (5)) or rounded down to two numbers after the comma (if the third number after the comma is less than five (5)).
- (c) In relation with to Profit Certificates, the following amendments are made to the number and the subscription price of the respective Profit Certificates (whereby no other amendments have been made to the conditions of the respective Profit Certificates), on and effective as of the Ex-Date:
- (i) It is resolved to issue a maximum number of Class A Profit Certificates, Class B Profit Certificates respectively, equal to the number of Class A Options, Class B Options respectively, that will be outstanding on the Ex-Date after the split of these Class A Options, Class B Options respectively, as provided in item (b), and consequently, to issue, subject to condition precedent, and to the extent of, the exercise of the Class A Options, Class B Options respectively, each time one (1) new Class A Profit Certificate, respectively Class B Profit Certificate, per Class A Option, respectively Class B Option exercised.
 - (ii) It is resolved that the subscription price of the Class A Profit Certificates, respectively Class B Profit Certificates, to be issued upon the exercise of the Class A Options, respectively Class B Options, that will be outstanding on the Ex-Date after the split of these Options, as provided in item (b), per Class A Profit Certificate, respectively Class B Profit Certificate, will be equal to the exercise price of a Class A Option, respectively Class B Option, after the amendment of the relevant exercise price, on the Ex-Date, as provided in item (b).
- (d) In relation to the number of ordinary Shares possibly to be issued upon conversion of the Profit Certificates still to be issued, on and effective as of the Ex-Date, the respective resolutions adopted by the general shareholders' meeting of May 27, 2004, and December 15, 2004 respectively (which have been amended in the past), to issue new shares and the corresponding capital increase upon the conversion of Class A Profit Certificates, Class B Profit Certificates respectively, are amended in order to take into account the provisions of the items (b) and (c), so that:
- (i) subject to and to the extent of the conversion of the Profit Certificates, one new ordinary Share will be issued per converted Profit Certificate in exchange for the converted Profit Certificate (through unification of titles), which share shall be an ordinary share and shall have the rights and benefits



- as determined in the company's articles of association and shall participate in the result in the same way as the ordinary shares then outstanding; and
- (ii) subject to and to the extent of the conversion of Profit Certificates, per converted Profit Certificate: (A) the company's share capital is increased with an amount equal to the lowest of (x) the fractional value of the existing shares of the company prior to the conversion and (y) the applicable subscription price of the relevant Profit Certificate (taking into account the amendments set forth in item (c)); (B) an amount equal to the difference between the amount mentioned under (A)(y) and the amount mentioned under (A)(x), should this difference be positive, is booked as an issuance premium (which will serve as a guarantee for third parties to the same extent as the company's share capital and which can only be decreased or booked away by means of a resolution of the general shareholders' meeting of the company resolving in the manner required for an amendment to the company's articles of association); (C) the separate unavailable account "Profit Certificates Account" is decreased with an amount equal to the applicable subscription price paid for the relevant Profit Certificate (taking into account the amendments set forth in item (c)); and (D) whereby, after the capital increase, each Share of the company will represent the same fraction of the company's share capital.
- (e) Effective as from the Ex-Date, in Article 8bis of the articles of association of the company - Class A Profit Certificates:
- (i) a fifth paragraph will be added to the text of the first section: "Pursuant to the resolution of the extraordinary general shareholders' meeting of April 27, 2011, it was decided, on and effective as of [the Ex-Date], (x) that the number of Class A Options still existing and not exercised on [the Ex-Date] were split into [number] Class A Options, (y) to amend the exercise price of the relevant Class A Options (after the aforementioned split) to [price] per Class A Option, and (z) that, subject to the condition precedent of the exercise of the aforementioned Class A Options (after the aforementioned split), [number] Class A Profit Certificates will be issued, whereby one Class A Profit Certificate will be issued per exercised Class A Option.";
 - (ii) the first sentence of section 3 of this article will be replaced by the following text: "3. The exercise of one (1) Class A Option entitles to one (1) Class A Profit Certificate against a subscription price equal to [price].", whereby in both amendments set forth in item (i) and (ii) (x) the language "[the Ex-Date]" will be the date of the Ex-Date, (y) the language "[price]" will be the exercise price in euro as determined as from the Ex-Date in accordance with the item (b), and (z) the language "[number]" will be the new number of Class A Options into which the Class A Options will be split effective as of the Ex-Date in accordance with item (b) of the agenda. In as far as needed, the board of directors is authorized to record these amendments, including the completion of the concrete date and numbers, in the next coordination of the articles of association, to be drafted after the Ex-Date.
- (f) Effective as from the Ex-Date, in Article 8ter of the articles of association of the company - Class B Profit Certificates:
- (i) a fifth paragraph will be added to the text of the first section: "Pursuant to the resolution of the extraordinary general shareholders' meeting of April 27, 2011, it was decided, on and effective as of [the Ex-Date], (x) that the number of Class B Options still existing and not exercised on [the Ex-Date] were split into [number] Class B Options, (y) to amend the exercise price of the relevant Class B Options (after the aforementioned split) to [price] per Class B Option, and (z) that, subject to the condition precedent of the exercise of the aforementioned Class B Options (after the aforementioned split), [number] Class B Profit Certificates will be issued, whereby one Class B Profit Certificate will be issued per exercised Class B Option.";



(ii) the first sentence of section 3 of this article will be replaced by the following text: "3. The exercise of one (1) Class B Option entitles to one (1) Class B Profit Certificate against a subscription price equal to [price]."

whereby in both amendments set forth in item (i) and (ii) (x) the language "[the Ex-Date]" will be the date of the Ex-Date, (y) the language "[price]" will be the exercise price in euro as determined as from the Ex-date in accordance with the item (b), and (z) the language "[number]" will be the new number of Class B Options into which the Class B Options will be split effective as of the Ex-Date in accordance with item (b). In as far as needed, the board of directors is authorized to record these amendments, including the completion of the concrete date and numbers, in the next coordination of the articles of association, to be drafted after the Ex-Date.

(g) The number and the exercise price of the Warrants will be amended (whereby no other amendments are made to the issuance and exercise conditions of the relevant Warrants), on and effective as of the Ex-Date, as follows:

- (i) The respective number of each type of the already granted Warrants which still exist on the Ex-Date and which were not yet exercised will be split, per warrant holder, by dividing these numbers of warrants by the Conversion Ratio.
- (ii) The applicable exercise price of the already granted respective Warrants which still exist on the Ex-Date and which were not yet exercised will, after the split set forth in item (i) above, be equal to the applicable exercise price of the concerned Warrant, multiplied by the Conversion Ratio.
- (iii) For the purposes of the amendments set forth in items (i) and (ii) above, per holder of the Warrants and per type of the Warrant (respectively per number of Warrants 2007, Warrants 2008, Warrants 2009 and Warrants 2010, where applicable) held by such holder, the same rules will be applied for rounding as defined in point (b)(iii).
- (iv) For clarity purposes, it is pointed out that the number of Warrants issued, but not yet granted to a beneficiary prior to the Ex-Date, does not change following the aforementioned decisions (i) up to and including (iii).

(h) On and effective as of the Ex-Date, the respective resolutions adopted by the general shareholders' meeting relating to the Warrants to the issuance of new shares and the capital increase, upon and to the extent of the exercise of the concerned Warrants will be amended, in order to take into account the resolutions set forth in item (g), and consequently, it is resolved that, as far as necessary and applicable:

- (i) subject to and to the extent of the exercise of a concerned Warrant, one new ordinary Share will be issued per exercised warrant, which share shall be an ordinary share and shall have the rights and benefits as determined in the company's articles of association and in the issuance and exercise conditions of the concerned Warrant and shall participate in the result of the company in the same way as the outstanding ordinary shares; and
- (ii) subject to and to the extent of the exercise of a Warrant, per exercised Warrant, the company's share capital will be increased, mutatis mutandis, in accordance with the issuance and exercise conditions of the concerned Warrant, taking into account the amendments set forth in item (g).

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4. ***Amendment of the articles of association with immediate effect***

Proposed resolution:

The first sentence of Article 25 (Committee and Delegations) is replaced as follows: "The board of directors may establish the committees it decides to establish, but shall at least establish an Audit Committee, a Remuneration Committee, a Strategic Committee and a Nomination Committee, it being understood however that the Remuneration Committee and the Nomination Committee can converge into one and the same committee."

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5. ***Conditional amendments of the articles of association***

Proposed resolution:

The following amendments of the articles of association will be made subject to and as the entry into force of new legislation in Belgium, in the form of the Act of December 20, 2010 regarding the exercise of certain rights of shareholders of listed companies, as amended as the case may be, and whereby each member of the board of directors of the company will be authorized to, as soon as reasonably and practically possible after the entry into force of these amendments, take all steps and carry out all formalities that shall be required to record the entry into force of the relevant amendments to the articles of association before the notary public:

(a) The provisions of Article 34: Convening meetings are replaced as follows:

"Article 34: Convening meetings

The convocations are done in accordance with the applicable legal provisions. The convocation must contain the information prescribed by the applicable legislation."

(b) The provisions of Article 35: Participation to the general shareholders' meetings are replaced as follows:

"Article 35: Participation to the general shareholders' meetings

The right to participate to a general shareholders' meeting is determined in accordance with applicable legislation. In order to be admitted to and participate in a general shareholders' meeting, a shareholder must make the relevant registrations, filings and notices and comply with other formalities as required by applicable law or as shall be set out (subject to the legal provisions) in the notice convening the meeting."

Prior to the participation to the meeting itself, the shareholders or their attorneys-in-fact must sign the attendance list, thereby mentioning

- a. the identity of the shareholder;
- b. if applicable, the identity of the attorney-in-fact; and
- c. the number of shares they represent.

Subject to additional provisions in these articles of association, the holders of other securities issued by the company (including the holders of warrants and bonds issued by the company) which have the right to participate to the general shareholders' meeting, must *mutatis mutandis* comply with the same formalities.

In accordance with Article 537 of the Belgian Company Code, the holders of warrants and bonds issued by the company have the right to attend the general meeting, but only with an advisory vote."

(c) The title and the provisions of Article 36: Representation of Shareholders are replaced as follows: "Article 36: Representation of Shareholders - distance voting":

"36.1 Each shareholder can be represented at the meeting by a proxyholder to whom a proxy has been granted in accordance with the applicable legal provisions. The proxies concerned must be in writing or in an electronic format and must bear the signature of grantor of the proxy (which may be an electronic signature as defined in Article 1322, paragraph 2 of the Civil Code or as otherwise permitted by applicable law). In accordance with applicable law, the dated and signed proxy must be sent by letter, fax,



email or any other means mentioned in Article 2281 of the Civil Code to the company's registered office or to the place indicated in the notice. The proxy must reach the company at the latest on the sixth calendar day prior to the general meeting. The proxy holders must comply with applicable law in relation to proxies for general meetings.

36.2 Legal entities are represented by the body which is authorized to represent them in accordance with their articles of association, or by a person, whether or not a Shareholder, which has been given a proxy in accordance with the provisions of this Article.

36.3 If the convening notice so provides, a Shareholder may, prior to the general shareholders' meeting, vote by mail or via electronic means using forms which will be made available to the shareholders.

This form contains at least the following information: (i) the identity of the Shareholder, (ii) the domicile or registered office of the Shareholder, (iii) the number of Shares or votes with which the Shareholder wishes to participate to the voting, (iv) the form of the Shares held by the shareholder, (v) the agenda of the shareholders' meeting, including the proposed resolutions, (vi) the term within which the company must receive the form for distance voting, and (vii) the positive or negative vote or the abstention relating to each proposed resolution. Forms which do not indicate a positive or negative vote, or the abstention, are void. The form must bear the shareholder's signature (which may be an electronic signature as defined in Article 1322, paragraph 2 of the Civil Code or as otherwise permitted by applicable law).

In accordance with applicable law, the dated and signed voting forms must be sent by letter, fax, email or any other means mentioned in Article 2281 of the Civil Code to the company's registered office or to the place indicated in the notice. The company must receive the voting form at the latest on the sixth calendar day prior to the general shareholders' meeting concerned. In accordance with applicable law, electronic votes are permitted until the day before the general shareholders' meeting concerned.

The board of directors may arrange for distance voting electronically via one or more websites. It shall determine the practical procedures for such electronic voting, ensuring that the system used allows for the inclusion of the information referred to in the second paragraph of this Article 36.3 and controls the compliance with the prescribed time limits."

(d) In Article 38: Postponement of the meeting the words "three weeks" in the first and second paragraph are replaced by the words "five weeks".

(e) In Article 39: Decisions on matters not in the agenda - Amendment the following paragraph is added: "In accordance with applicable law, the shareholders can have items added to the agenda of the general shareholders' meeting and may submit proposed resolutions."

(f) The last paragraph of Article 46: Fiscal year - financial statements is replaced by the following paragraph: "As the case may be and as far as applicable, the board gives the documents together with the annual report to the statutory auditors, who are required by law to draft the said report, at least within the timeframe prescribed by law."

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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):.....