



CHAPTER I - LAW OF 2 MARCH 1989

**Form A: initial declaration of interest held in a listed company**

0. To be sent to:

- the listed company concerned
- Banking, Finance and Insurance Commission  
 Supervision of Financial Information and Markets  
 For the attention of Mr. G. Delaere  
 Rue du Congrès 12-14, 1000 BRUSSELS - BELGIUM  
 Fax: +32 2 220 59 03 – e-mail: fmi.fin@cbfa.be

1. Name of company concerned : Telenet Group Holding

2. Details of the person making the declaration<sup>1</sup> in the capacity as declarant acting for own account / ~~in the capacity as declarant acting on behalf of a third party<sup>2</sup> / in the capacity as agent<sup>3</sup>~~

a) natural person

surname + first name .....  
 address .....  
 .....  
 phone number (optional) .....

b) legal person

legal form + company name	CENTAURUS CAPITAL L.P.
registered office	33 Cavendish Square, London, W1G 0PW
	United Kingdom
phone number	+44 (20) 7852.3800
fax number	+44 (20) 7852.9850
name and capacity of the signatory of the declaration	PAUL LEARY CHIEF FINANCIAL OFFICER

3. Items covered by the declaration

Preliminary remarks

Where the declaration is made by related persons or persons acting in concert, tables I and II shall be completed as many times as necessary:

- first for each of these persons *separately*, even where none of them reach a threshold as defined by law (see Article 8, § 1, 3°, of the Royal Decree of 10 May 1989)<sup>4</sup>;
- then for the *group* of related persons or persons acting in concert (see Article 2, §§ 1 and 2, of the Law of 2 March 1989).

<sup>1</sup> Cross out what is not appropriate.

<sup>2</sup> I.e. where a third party holds rights for the account of another person.

<sup>3</sup> Each time a person who is subject to declaration entrusts this task to another person.

<sup>4</sup> Except in the case of natural persons acting in concert none of whom possess a number of securities representing 5% or more of effective voting rights; these may make a joint declaration, without indicating the individual holders (Article 2, § 3, paragraph 2, of the Law of 2 March 1989).



Table I: general information

Name of the company concerned	Telenet Group Holding
Rights held by / <del>for the account of</del> <sup>†</sup> (cross out what is not appropriate)	<p>CENTAURUS CAPITAL L.P.                      33 Cavendish Square,                      London, W1G 0PW                      United Kingdom</p> <p><i>Remark:</i> For the sake of completeness, the relevant Telenet Group Holding shares are held by three funds managed by Centaurus Capital L.P., i.e. Centaurus Alpha Master Fund Limited, Citi Centaurus Limited and Greenway Managed Account Series Limited - Portfolio E. However, since Centaurus Capital L.P. is entitled to discretionarily exercise the voting rights attached to those Telenet Group Holding shares, this declaration is made by it for its own account pursuant to Article 1 of the Law of 2 march 1989 concerning the disclosure of large shareholdings of companies listed on the stock exchange and regulating public take-over bids (see also Section 5.2.1 of Chapter 1 of the Information Guide-Transparency legislation of the BFIC).</p>
Related to	
Acting in concert with	
Date of completion of the situation giving rise to the declaration	27 June 2006
Sources relating to the denominator	Public available information and information provided by the corporate counsel of Telenet Group Holding

<sup>†</sup> Where a third party holds rights for the account of another person.

\* For natural persons: surname and first name + address; for legal persons: legal form, company name and address of registered office.

Table II: calculation of the stake

	denominator (a)	numerator (b)	% (b/a)
<b>1. Effective voting rights attaching to securities</b> <ul style="list-style-type: none"> <li>• representing the capital</li> <li>• not representing the capital</li> </ul>	100.267.730	3.507.667	3, 498
<b>2. Future voting rights, potential or not, resulting from</b> <ul style="list-style-type: none"> <li>• rights and commitments for conversion into or subscription of securities to be issued, viz.:                             <ul style="list-style-type: none"> <li>◊ bond conversions</li> <li>◊ loan conversions</li> <li>◊ exercise of warrants</li> <li>◊ others (give details as appropriate):                                     <ul style="list-style-type: none"> <li>- convertible beneficiary parts</li> <li>- options on beneficiary parts</li> </ul> </li> </ul> </li> </ul>	3.426.000 x 3  517.692 2.002.431		



<ul style="list-style-type: none"> <li>• rights and commitments for acquisition of issued securities, viz.:                         <ul style="list-style-type: none"> <li>◊ options</li> <li>◊ warrants relating to issued securities</li> <li>◊ commitments arising from a contract</li> <li>◊ others (give details as appropriate)</li> </ul> </li> </ul>	<div style="background-color: #cccccc; width: 100%; height: 100%;"></div>	<div style="background-color: #cccccc; width: 100%; height: 100%;"></div>	<div style="background-color: #cccccc; width: 100%; height: 100%;"></div>
<p><b>Total</b></p>	<p>113.065.853</p>	<p>3.507.667</p>	<p>3,102</p>
<p><u>Mention</u>                  Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:</p> <ul style="list-style-type: none"> <li>• bond conversion</li> <li>• exercise of warrants</li> <li>• others (give details as appropriate)</li> </ul>			
<p><b>For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period</b></p>			
<p>(Type + waiting/exercise period)</p> <ul style="list-style-type: none"> <li>- Convertible beneficiary parts:                   since the IPO of Telenet Group Holding, beneficiary parts can be converted as from the fifth month following the exercise of the options on beneficiary parts (Article 8 <i>bis</i>, 11, para. 3 and Article 8 <i>ter</i> 11, para. 3 of the Articles of Association of Telenet Group Holding);</li> <li>- Warrants:   the exercise period expires on 9 August 2009 (Article 6 of Titel 3 <i>ter</i> of the Articles of Association of Telenet Group Holding);</li> <li>- Options on beneficiary parts:                   the exercise period in respect of A and B options expires in June 2009 and December 2009 respectively.</li> </ul>			



**4. Additional information to be provided if the number of securities held is equal to or greater than 20 % (see Article 8, paragraph 3 of the Royal Decree of 10 May 1989)**

a. Description of the overall strategy in the course of which the acquisition is made:

b. Number of securities acquired during the 12 months preceding this declaration, and manner of acquisition:

	number	manner of acquisition
1. <b>Effective voting rights</b> attaching to securities <ul style="list-style-type: none"> <li>• representing capital</li> <li>• not representing capital</li> </ul>		
2. <b>Future voting rights</b> , potential or not, resulting from <ul style="list-style-type: none"> <li>• rights or commitments for conversion into or subscription of <b>securities to be issued</b>, viz.:                             <ul style="list-style-type: none"> <li>◊ bond conversions</li> <li>◊ loan conversions</li> <li>◊ exercise of warrants</li> <li>◊ others (give details as appropriate)</li> </ul> </li> <li>• rights and commitments for subscription or acquisition of <b>issued securities</b>, viz.:                             <ul style="list-style-type: none"> <li>◊ options</li> <li>◊ warrants relating to issued securities</li> <li>◊ commitments arising from a contract</li> <li>◊ others (give details as appropriate)</li> </ul> </li> </ul>		

**5. Description, possibly in the form of an organizational chart, of the structure of control of the company(ies) subject to declaration (optional)**

Done on 9 August 2006 in London.....

..... *PA Leary* ..... Chief Financial Officer  
 (signature)

**Annexes to be sent only to the Banking, Finance and Insurance Commission** (mandatory by virtue of Article 4, § 1, paragraph 1, of the Law of 2 March 1989): the documents relating to the operation(s) giving rise to the declaration.