

**Power of attorney
Annual general shareholders' meeting
to be held on 26 April 2023**

*This is an unofficial English translation, for information purposes only.
Please only sign and return the original Dutch version.*

Dutch version to be delivered to Telenet Group Holding NV
(the Company)
at the latest on 20 April 2023:

per mail at:
Telenet Group Holding NV
Company Secretary
Liersesteenweg 4
2800 Mechelen, Belgium

or per e-mail to:
corporategovernance@telenetgroup.be

The Undersigned (name and first name / residing at):

.....

or (name of the company / registered office) :

.....

.....

Represented by

Owner of

(number)

shares of Telenet Group Holding NV

Hereby appoints the following person as proxy-holder, acting individually and with right of substitution:

Mr/Mrs (name and first name)¹
(Address).....

The Company Secretary of the Company, Mr. Bart van Sprundel, or any other member of the Corporate Secretary Office of the Company

Please tick the appropriate box

- ¹ *Please complete. The absence of a specific instruction will be considered as an appointment of the Company Secretary of the Company, Mr. Bart van Sprundel, or any other member of the Corporate Secretary Office of the Company as proxy-holder.*
- ² *The Company Secretary of the Company, Mr. Bart van Sprundel, and the other members of the Corporate Secretary Office of the Company, are employees of the Company or its subsidiaries. In such capacity, the proxy-holder has a potential conflict of interest as set out in article 7:143 of the Code of Companies and Associations. In case of a potential conflict of interest, the proxy-holder will only vote in execution of this proxy in accordance with the specific voting instructions set out in this proxy. In absence of a specific voting instruction, the proxy-holder will be supposed to have received the specific voting instruction to vote in favor. The Undersigned acknowledges that the proxy-holder might be in a situation of conflict of interest within the framework of the powers granted to it under this power of attorney for this reason. The Undersigned hereby irrevocably waives any and all rights it may have under Article 1.856 of the new Civil Code, including the right to invoke the nullity on the grounds of a conflict of interest of any acts performed by the proxy-holder in the name and on behalf of the Undersigned by virtue of the powers granted under this power of attorney.*
- ³ *If a designated proxy-holder is appointed, the above procedure of article 7:143 of the Code of Companies and Associations is applicable. In case of a potential conflict of interest the proxy-holder will only vote in execution of this proxy in accordance with the specific voting instructions set out in this proxy. In absence of a specific voting instruction, the proxy-holder will be supposed to have received the specific voting instruction to vote in favor.*

To represent it/him/her at the Annual General Shareholders' Meeting of Telenet Group Holding NV, which will be held on **Wednesday, 26 April 2023** 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 financial year ended on December 31, 2022.

2. Consolidated financial statements and reports on the consolidated financial statements

Communication of and discussion on (i) the consolidated financial statements, (ii) the annual report of the board of directors and (iii) the report of the statutory auditor on the consolidated financial statements for the financial year ended on December 31, 2022.

3. Communication and approval of the statutory financial statements; dividend; POA

Communication and approval of the statutory financial statements for the financial year ended on December 31, 2022, and of the proposed allocation of the result, including the approval of a dividend. Power of attorney.

Proposed resolution: approval of the statutory financial statements for the financial year ended on December 31, 2022, and of the proposed allocation of the result, including the approval of a dividend of EUR 1.0 per share gross, payable as from May 5, 2023. This represents an aggregate amount of EUR 108.6 million gross as per March

21, 2023, which aggregate amount may change in function of possible changes in the number of own shares held by the Company on the record date for the payment of the dividend. The annual general meeting delegates all further powers with regard to the payment of the dividend to the board of directors.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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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 financial year ended on December 31, 2022.

Proposed resolution: approval of the remuneration report, as included in the annual report of the board of directors, for the financial year ended on December 31, 2022.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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5. Communication of and approval of the remuneration policy

Communication of and approval of the remuneration policy.

Proposed resolution: approval of the remuneration policy, in accordance with Article 7:89/1 and, to the extent necessary and applicable, Article 7:91 of the Belgian Code of Companies and Associations.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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6. Discharge from liability to the directors

Proposed resolution: discharge from liability to the directors who were in office during the financial year ended on December 31, 2022, for the exercise of their mandate during said financial year.

6.a/ JoVB BV (with permanent representative Jo Van Biesbroeck)	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.b/ Lieve Creten BV (with permanent representative Lieve Creten)	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.c/ Mr. John Gilbert	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.d/ Dirk JS Van den Berghe Ltd. (with permanent representative Mr. Dirk JS Van den Berghe)	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION

6.e/ John Porter	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.f/ Charles H. Bracken	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.g/ Enrique Rodriguez	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.h/ Amy Blair	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.i/ Manuel Kohnstamm	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.j/ Severina Pascu	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
6.k/ Madalina Suceveanu	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION

7. Discharge from liability to the statutory auditor

Proposed resolution: discharge from liability to the statutory auditor for the exercise of his mandate during the financial year ended on December 31, 2022.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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8. Re-appointment of directors

Taking into account the advice of the remuneration- and nomination committee, the board of directors recommends adopting the following resolutions, as the case may be, upon nomination as stated in Article 18 of the articles of association. For further information in relation to the relevant persons proposed to be re-appointed and their resume, reference is made to the declaration on corporate governance in the annual report of the board of directors.

Proposed resolutions:

- (a) Re-appointment, upon nomination in accordance with Article 18.1(i) of the articles of association, of JoVB BV (with Mr. Jo Van Biesbroeck as permanent representative) as “independent director”, in accordance with article 7:87 of the Belgian Code of Companies and Associations, article 3.5 of the Belgian Corporate Governance Code 2020 and Article 18.1 (i) and 18.2 of the articles of association, remunerated as set forth in the remuneration policy submitted for approval to this annual general shareholders’ meeting, for a term of 4 years, with immediate effect and until the closing of the annual general shareholders' meeting of 2027 which will be held to deliberate on the financial statements of the financial year ended on December 31, 2026. JoVB BV (with Mr. Jo Van Biesbroeck as permanent representative) meets the criteria provided for in article 7:87 of the Belgian Code of Companies and Associations, article 3.5 of the Belgian Corporate Governance Code 2020 and Article 18.2 of the articles of association.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<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. Manuel Kohnstamm as director of the Company, remunerated as set forth in the remuneration policy submitted for approval to this annual general shareholders' meeting, for a term of 4 years, with immediate effect and until the closing of the annual general shareholders' meeting of 2027 which will be held to deliberate on the financial statements of the financial year ended on December 31, 2026.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<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. Enrique Rodriguez as director of the Company, remunerated as set forth in the remuneration policy submitted for approval to this annual general shareholders' meeting, for a term of 4 years, with immediate effect and until the closing of the annual general shareholders' meeting of 2027 which will be held to deliberate on the financial statements of the financial year ended on December 31, 2026.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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9. **Re-appointment of the statutory auditor**

Proposed resolution: re-appointment, on the proposal of the audit and risk committee, of KPMG Bedrijfsrevisoren CVBA (B00001), with registered office at Brussels National Airport 1K, 1930 Zaventem, as statutory auditor of the Company, charged with the audit of the statutory and consolidated annual accounts, for a period of 3 years. The mandate will expire at the closing of the general meeting which will be held to deliberate on the financial statements of the financial year ended on December 31, 2025. KPMG Bedrijfsrevisoren CVBA appoints Mr. Götwin Jackers (IBR No. 2158), *bedrijfsrevisor*, as permanent representative. The fees of the statutory auditor for the audit of the statutory annual accounts amount to EUR 11,550. The fees for the audit of the other companies included in the consolidation and for which KPMG Bedrijfsrevisoren CVBA has been appointed as statutory auditor, amount to EUR 1,799,750.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTENTION
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10. **Ratification and approval in accordance with Article 7:151 of the Belgian Code of Companies and Associations**

Proposed resolution: ratification and approval, in as far as needed and applicable, in accordance with article 7:151 of the Belgian Code of Companies and Associations, of the terms and conditions of the restricted shares plans issued on August 1, 2022 to (selected) employees of the Company, which grant rights that have a substantial impact on the Company's assets or give rise to a substantial liability or obligation of the Company, when the exercise of these rights depends on the launch of a public takeover bid on the shares of the Company or on a change of control exercised over the Company.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<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 vote on decisions to be taken by the annual general shareholders' meeting during the meeting subject to compliance with the Code of Companies and Associations and to do all what is necessary or useful to execute this proxy, with a promise of ratification.

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 or if there should be a vote on decisions to be taken by the annual general meeting during the meeting, subject to compliance with the Code of Companies and Associations, the proxy holder will always vote in favor of the proposed resolution, possibly as amended.

In case of amendments to the agenda and proposed additional resolutions as provided in article 7:130 of the Belgian Code of Companies and Associations, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions **by April 11, 2023 at the latest**. In addition, the Company shall make amended forms available for votes by proxy. Votes by proxy that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies apply, subject, however, to applicable law and the further clarifications set out on the proxy forms.

In case of amendments to a proposed resolution or a new proposed resolution (insofar as legally possible during the annual general shareholders' meeting):¹

- the Undersigned votes **for** the amended or new resolution
- the Undersigned votes **against** the amended or new resolution
- the Undersigned **abstains** from the vote on the amended or new resolution
- the following person is appointed as special proxy holder, with power of substitution, to vote in the name of the Undersigned on the amended or new resolution: Mr./Mrs.

¹ *Absence of instructions to the proxy holder shall be tantamount to an instruction to vote for the amended or new resolution, proposed by the Board of Directors.*

Done at, on 2023.

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

Signature(s):.....