Statutory auditor's report to the general meeting of Telenet Group Holding NV on the consolidated financial statements as of and for the year ended December 31, 2022

In the context of the statutory audit of the consolidated financial statements of Telenet Group Holding NV ("the Company") and its subsidiaries (jointly "the Group"), we provide you with our statutory auditor's report. This includes our report on the consolidated financial statements for the year ended December 31, 2022, as well as other legal and regulatory requirements. Our report is one and indivisible.

We were appointed as statutory auditor by the general meeting of April 29, 2020, in accordance with the proposal of the board of directors issued on the recommendation of the audit and risk committee. Our mandate will expire on the date of the general meeting deliberating on the annual accounts for the year ended December 31, 2022. We have performed the statutory audit of the consolidated financial statements of the Group for 15 consecutive financial years.

Report on the consolidated financial statements

Unqualified opinion

We have audited the consolidated financial statements of the Group as of and for the year ended December 31, 2022, prepared in accordance with IFRS Standards as issued by the International Accounting Standards Board and as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium. These consolidated financial statements comprise the consolidated statement of financial position as at December 31, 2022, the consolidated statements of profit or loss and other comprehensive income, changes in shareholders' equity and cash flows for the year then ended and notes, comprising a summary of significant accounting policies and other explanatory information. The total of the consolidated statement of financial position amounts to EUR 7,586.8 million and the consolidated statement of profit or loss and other comprehensive income shows a profit for the year of EUR 997.0 million.

In our opinion, the consolidated financial statements give a true and fair view of the Group's equity and financial position as at December 31, 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Standards as issued by the International Accounting Standards Board and as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium.

Basis for our unqualified opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs") as adopted in Belgium. In addition, we have applied the ISAs as issued by the IAASB and applicable for the current accounting year while these have

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not been adopted in Belgium yet. Our responsibilities under those standards are further described in the "Statutory auditors' responsibility for the audit of the consolidated financial statements" section of our report. We have complied with the ethical requirements that are relevant to our audit of the consolidated financial statements in Belgium, including the independence requirements.

We have obtained from the board of directors and the Company's officials the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Capitalization of network related property and equipment and capitalization of software

We refer to notes 5.2.3 "Property and equipment", 5.2.4 "Intangible assets", 5.4 "Property and equipment" and 5.6 "Other intangible assets" of the consolidated financial statements.

- *Description*

In 2022, the Group capitalized a total of EUR 664 million of property and equipment, including fixed and mobile network upgrades and customer installations, and the Group capitalized a total of EUR 245 million of costs related to software.

Capitalization of costs is an area of judgment by management, in particular in determining whether network engineering costs, customer installations costs and costs related to software meet the capitalization criteria. These judgments can have an important impact on certain key performance indicators that the Group discloses as part of its financial reporting and outlook, such as EBITDA, and consequently, pressures may exist to deliver expected results.

We identify this matter as a key audit matter due to the relative size of the Group's network related property and equipment and the Group's software in the consolidated statement of financial position and the aforementioned pressures and opportunities for fraud with respect to the proper application of the capitalization criteria. This in turn led to a high degree of audit effort in evaluating the proper application of the capitalization criteria.

- *Our audit procedures*

Our audit procedures included:

- Evaluating the design and testing the operating effectiveness of key controls around the network related property and equipment cycle as well as the software cycle, including controls over whether fixed and mobile network upgrade and customer installations costs and costs related to software meet the capitalization criteria, as well as controls with respect to the review and approval of manual journal entries;
- Testing a sample of costs capitalized during the year. For each item selected, obtaining the relevant underlying documents and assessing whether the nature of costs incurred met the criteria for capitalization under the Group's accounting policies;
- Performing ratio analysis over the capital expenditure for network engineering and customer installations. For external costs, we have set an expectation of total capital expenditure based on historical trends. For internal costs, we have set an expectation of total capital expenditure based on the historical average payroll expense capitalized versus total payroll expense of the period; and
- Testing manual journal entries impacting the capitalization of costs with characteristics that make them susceptible to fraud.

Sale and leaseback of passive mobile network infrastructure

We refer to notes 5.2.12 "Leases", 5.4 "Property and equipment", 5.13.7 "Leases" and 5.29 "Leases" of the consolidated financial statements.

- *Description*

Effective June 1, 2022, the Group transferred the ownership of passive mobile network infrastructure, as well as related land and location lease agreements, to a subsidiary of DigitalBridge Group, Inc. for a total consideration, after contractually agreed adjustments, of EUR 740 million. Concurrently, the Group entered into a master lease agreement with the same counterparty for the lease of this passive mobile network infrastructure and the rights of use under the aforementioned lease agreements. The Group derecognized the transferred passive mobile network infrastructure assets and the related liabilities, and derecognized the right-of-use assets and lease liabilities related to the transferred land and location leases. The Group recognized a gain on the initial transfer of these assets and liabilities of EUR 371 million. The Group recognized right-of-use assets and lease liabilities related to the aforementioned master lease agreement of EUR 287 million and EUR 582 million, respectively.

The accounting for this sale and leaseback transaction was complex due to the number and nature of the assets involved, and also involved significant judgments and assumptions in areas such as the determination of whether the initial transfer of assets and liabilities qualified as a sale, the determination of the lease term, the allocation of the minimum lease payments to the separate lease and non-lease components, and the determination of the incremental borrowing rate.

We identify this matter as a key audit matter due to the relative size of the Group's right-of-use assets and lease liabilities related to the aforementioned master lease agreement in the consolidated statement of financial position, the relative size of the overall transaction and of the gain on the initial transfer of assets and related liabilities, the complexity in the accounting for the transaction and the significant judgments and assumptions required to be made by management in determining the accounting treatment for this transaction. This in turn led to a high degree of auditor judgment and effort in evaluating management's judgments and assumptions, and in evaluating the accounting treatment of this transaction.

- *Our audit procedures*

Our audit procedures included:

– Evaluating the design and testing the operating effectiveness of key controls around significant unusual transactions, including controls over the approval of such transactions and the analysis of the accounting treatment of such transactions;

– Evaluating the relevance and reasonableness of the criteria employed by management to assess whether the repurchase rights in the master lease agreement represent substantive rights that would preclude the qualification of the initial transfer of assets and liabilities as a sale;

– Testing the derecognition of assets linked to the initial transfer, including by evaluating the methodologies and criteria applied by management to identify the assets to be derecognized, and testing the application of these methodologies and criteria for a sample of assets;

– Evaluating management's determination of the term of the leaseback, including by evaluating the relevance and reasonableness of the criteria employed by management to determine whether extension options in the master lease agreement are reasonably certain of being exercised;

– Testing the allocation of the minimum lease payments to the separate lease and non-lease components, by comparing management's estimates of the stand-alone prices of these components to supporting documentation;

– Evaluating the incremental borrowing rate applied by management to calculate the lease liabilities and right-of-use assets related to the leaseback, with the involvement of our valuation specialists;

– Testing the recognition of right-of-use assets for the leaseback of previously owned assets, by recalculating the amount of the right-of-use assets at the retained portion of the previous carrying amount of these assets; and

– Recalculating the lease liabilities related to the leaseback and recalculating the gain on the sale-and-leaseback transaction.

Board of directors' responsibilities for the preparation of the consolidated financial statements

The board of directors is responsible for the preparation of these consolidated financial statements that give a true and fair view in accordance with IFRS Standards as issued by the International Accounting Standards Board and as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium, and for such internal control as board of directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the board of directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Statutory auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance as to whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of the users taken on the basis of these consolidated financial statements.

When performing our audit we comply with the legal, regulatory and professional requirements applicable to audits of the consolidated financial statements in Belgium. The scope of the statutory audit of the consolidated financial statements does not extend to providing assurance on the future viability of the Group nor on the efficiency or effectivity of how the board of directors has conducted or will conduct the business of the Group. Our responsibilities regarding the going concern basis of accounting applied by the board of directors are described below.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also perform the following procedures:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors;
- Conclude on the appropriateness of the board of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit and risk committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit and risk committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For the matters communicated with the audit and risk committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other legal and regulatory requirements

Responsibilities of the board of directors

The board of directors is responsible for the preparation and the content of the board of directors' annual report on the consolidated financial statements.

Statutory auditor's responsibilities

In the context of our engagement and in accordance with the Belgian standard which is complementary to the International Standards on Auditing as applicable in Belgium, our responsibility is to verify, in all material respects, the board of directors' annual report on the consolidated financial statements and to report on these matters.

Aspects concerning the board of directors' annual report on the consolidated financial statements

Based on specific work performed on the board of directors' annual report on the consolidated financial statements, we are of the opinion that this report is consistent with the consolidated financial statements for the same period and has been prepared in accordance with article 3:32 of the Companies' and Associations' Code.

In the context of our audit of the consolidated financial statements, we are also responsible for considering, in particular based on the knowledge gained throughout the audit, whether the board of directors' annual report on the consolidated financial statements contains material misstatements, that is information incorrectly stated or misleading. In the context of the procedures carried out, we did not identify any material misstatements that we have to report to you.

The non-financial information required by article 3:32 §2 of the Companies' and Associations' Code has been included in the board of directors' annual report on the consolidated financial statements. The Company has prepared this non-financial information based on the Global Reporting Initiative ("GRI") Standards. In accordance with art 3:80 §1, 1st paragraph, 5° of the Companies' and Associations' Code, we do not comment on whether this non-financial information has been prepared in accordance with the mentioned GRI Standards.

Information about the independence

- Our audit firm and our network have not performed any engagement which is incompatible with the statutory audit of the consolidated accounts and our audit firm remained independent of the Group during the term of our mandate.
- The fees for the additional engagements which are compatible with the statutory audit referred to in article 3:65 of the Companies' and Associations' Code were correctly stated and disclosed in the notes to the consolidated financial statements.

European Single Electronic Format (ESEF)

In accordance with the draft standard on the audit of compliance of the Financial Statements with the European Single Electronic Format (hereafter "ESEF"), we have audited as well whether the ESEF-format is in accordance with the regulatory technical standards as laid down in the EU Delegated Regulation nr. 2019/815 of 17 December 2018 (hereafter "Delegated Regulation").

The board of directors is responsible for the preparation, in accordance with the ESEF requirements, of the consolidated financial statements in the form of an electronic file in ESEF format (hereafter "digital consolidated financial statements") included in the annual financial report.

It is our responsibility to obtain sufficient and appropriate information to conclude whether the format and the tagging of the digital consolidated financial statements comply, in all material respects, with the ESEF requirements under the Delegated Regulation.

In our opinion, based on our work performed, the format of and the tagging of information in the digital consolidated financial statements as per December 31, 2022, included in the annual financial report of Telenet Group Holding NV, are, in all material respects, prepared in compliance with the ESEF requirements under the Delegated Regulation.

Other aspect

This report is consistent with our additional report to the audit and risk committee on the basis of Article 11 of Regulation (EU) No 537/2014.

Zaventem, March 24, 2023

KPMG Bedrijfsrevisoren - Réviseurs d'Entreprises
Statutory Auditor
represented by

Götwin Jackers
Bedrijfsrevisor / Réviseur d'Entreprises