

## CHAPTER I - LAW OF 2 MARCH 1989

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

**THE PRESENT DECLARATION REPLACES  
THE DECLARATION SENT ON OCTOBER 14, 2005**

**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 NV, a corporation organized and existing under the laws of Belgium, with registered office at Liersesteenweg 4, 2800 Mechelen, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0477.702.333
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  
registered office

phone number

fax number

name and capacity of the  
signatory of the declaration

Baker &amp; McKenzie CVBA

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Koen Vanhaerents

For the purpose of this declaration Baker & McKenzie CVBA acts as attorney-in-fact (*volmachtdrager*) for the following persons:

- (a) **INVESTCO BELGIAN CABLE 1 S.à r.l.**, a limited liability company organized under Luxembourg law, with a registered office at rue Martel 58, 2134 Luxembourg, Luxembourg;
- (b) **INVESTCO BELGIAN CABLE 2 S.à r.l.**, a limited liability company organized under Luxembourg law, with a registered office at rue Martel 58, 2134 Luxembourg, Luxembourg;

<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.

- (c) **CHELLOMEDIA INVESTMENTS B.V.**, a private limited liability (“*besloten vennootschap*”) incorporated under the laws of the Netherlands, with registered office at 1119 PE Schiphol-Rijk, Boeing Avenue 53, the Netherlands;
- (d) **BELGIAN CABLE INVESTORS (“BCI”)**, a Delaware general partnership (United States of America) having an office at c/o UGC Europe, Inc., Michelin House 81, Fulham Road, London, SW6 3RD, England;
- (e) **EVERCORE CAPITAL PARTNERS CAYMAN L.P.**, an exempted limited partnership organized under the laws of the Cayman Islands, with registered office at Walker House, P.O. Box 265 GT, Mary Street, George Town, Grand Cayman, Cayman Islands, British West Indies, and with an office at 55 East 52nd Street, 43rd floor, New York, New York 10055, United States of America;
- (f) **EVERCORE CAPITAL PARTNERS (NQ) CAYMAN L.P.**, an exempted limited partnership organized under the laws of the Cayman Islands, with registered office at Walker House, P.O. Box 265 GT, Mary Street, George Town, Grand Cayman, Cayman Islands, British West Indies, and with an office at 55 East 52nd Street, 43rd floor, New York, New York 10055, United States of America;
- (g) **EVERCORE CAPITAL OFFSHORE PARTNERS CAYMAN L.P.**, an exempted limited partnership organized under the laws of the Cayman Islands, with registered office at Walker House, P.O. Box 265 GT, Mary Street, George Town, Grand Cayman, Cayman Islands, British West Indies, and with an office at 55 East 52nd Street, 43rd floor, New York, New York 10055, United States of America;
- (h) **EVERCORE CO-INVESTMENT PARTNERSHIP CAYMAN L.P.**, an exempted limited partnership organized under the laws of the Cayman Islands, with registered office at Walker House, P.O. Box 265 GT, Mary Street, George Town, Grand Cayman, Cayman Islands, British West Indies, and with an office at 55 East 52nd Street, 43rd floor, New York, New York 10055, United States of America (together with Evercore Capital Partners Cayman L.P., Evercore Capital Partners (NQ) Cayman L.P. and Evercore Capital Offshore Partners Cayman L.P. “Evercore”);
- (i) **CDP CAPITAL COMMUNICATIONS BELGIQUE INC. (“CDPQ”)**, incorporated under the laws of Quebec, Canada, with principal place of business at 1000, Place Jean Paul Riopelle, 3rd floor, H2Z2B3, Quebec, Canada;
- (j) **ML PRIVATE EQUITY ASSOCIATES LLC. (“MLPEA”)**, incorporated under the laws of the State of Delaware, United States of America, with registered office at 4 World Financial Center, 23<sup>rd</sup> Floor, New York, New York 10080, United States of America;
- (k) **GIMV NV**, a corporation (“*naamloze vennootschap*”) organized and existing under the laws of Belgium, with registered office at Karel Oomsstraat 37, 2018 Antwerp, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0220.324.117;
- (l) **ADVIESBEHEER GIMV INFORMATION & COMMUNICATION TECHNOLOGY NV**, a corporation (“*naamloze vennootschap*”) organized and existing under the laws of Belgium, with registered office at Karel Oomsstraat 37, 2018 Antwerp, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0476.172.307;

- (m) **FINSTRAD NV**, a corporation (“*naamloze vennootschap*”) organized and existing under the laws of Belgium, with registered office at Uitbreidingstraat 68, 2600 Berchem (Antwerp), Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0444.541.991;
- (n) **GEVAERT NV**, a corporation (“*naamloze vennootschap*”) organized and existing under the laws of Belgium, with registered office at Septestraat 27, 2640 Mortsel, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0461.526.889;
- (o) **IBEL NV**, a corporation (“*naamloze vennootschap*”) organized and existing under the laws of Belgium, with registered office at Park Atrium, Kanselarijstraat 2 box 3, 1000 Brussels, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0457.983.223;
- (p) **KBC PRIVATE EQUITY NV**, a corporation (“*naamloze vennootschap*”) organized and existing under the laws of Belgium, with registered office at Havenlaan 12, 1080 Brussels, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0403.226.228;
- (q) **SOFINIM NV**, a corporation (“*naamloze vennootschap*”) organized and existing under the laws of Belgium, with registered office at Tervurenlaan 72, 1040 Brussels, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0434.330.168;
- (r) **INTERKABEL VLAANDEREN CVBA**, a cooperative company with limited liability (“*coöperatieve vennootschap met beperkte aansprakelijkheid*”) organized and existing under the laws of Belgium, with registered office at Trichterheideweg 8, 3500 Hasselt, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0458.440.014;
- (s) **ELECTRABEL NV**, a corporation (“*naamloze vennootschap*”) organized and existing under the laws of Belgium, with registered office at Regentlaan 8, 1000 Brussels, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0403.170.701;
- (t) **INTERCOMMUNALE MAATSCHAPPIJ VOOR GAS EN ELECTRICITEIT VAN HET WESTEN** (“Gaselwest”), a “*coöperatieve intercommunale vereniging*” organized and existing under the laws of Belgium, with registered office at Stadhuis, Grote Markt, 8800 Roeselare, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0215.266.160;
- (u) **INTERCOMMUNALE MAATSCHAPPIJ VOOR ENERGIEVOORZIENING ANTWERPEN** (“I.M.E.A.”), an “*opdrachthoudende vereniging*” organized and existing under the laws of Belgium, with registered office at Stadhuis, Grote Markt 1, 2000 Antwerp, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0204.647.234;
- (v) **INTERCOMMUNALE VERENIGING VOOR ENERGIELEVERINGEN IN MIDDEN-VLAANDEREN** (“Intergem”), an “*opdrachthoudende vereniging*” organized and existing under the laws of Belgium, with registered office at Stadhuis, Grote Markt, 9200 Dendermonde, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0220.764.971;

- (w) **INTERCOMMUNALE MAATSCHAPPIJ VOOR TELEVISIEDISTRIBUTIE** (“Interteve”), an “*opdrachthoudende vereniging*” organized and existing under the laws of Belgium, with registered office at Stadhuis Lier, Grote Markt 57, 2500 Lier, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0213.011.505;
- (x) **INTERCOMMUNALE VERENIGING VOOR ENERGIEDISTRIBUTIE IN DE KEMPEN EN HET ANTWERPSE** (“Iveka”), an “*opdrachthoudende vereniging*” organized and existing under the laws of Belgium, with registered office at Gemeentehuis Malle, Antwerpsesteenweg 246, 2390 Malle, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0222.030.426;
- (y) **IVERLEK**, an “*opdrachthoudende vereniging*” organized and existing under the laws of Belgium, with registered office at Aarschotsesteenweg 58, 3012 Wilsele (Leuven), Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0222.343.301;
- (z) **INTERCOMMUNALE MAATSCHAPPIJ VOOR TELEVISIEDISTRIBUTIE IN HET GEBIED VAN KEMPEN EN POLDER** (“Telekempo”), an “*opdrachthoudende vereniging*” organized and existing under the laws of Belgium, with registered office at Districtshuis Ekeren, Veltwijcklaan 27, 2180 Ekeren, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0213.011.604;
- (aa) **INTERCOMMUNALE MAATSCHAPPIJ VOOR TELEVISIEDISTRIBUTIE OP DE LINKER SCHELDE-OEVER** (“Tevelo”), an “*opdrachthoudende vereniging*” organized and existing under the laws of Belgium, with registered office at Gemeentehuis, Stationsstraat 2, 9120 Beveren, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0213.051.491;
- (bb) **INTERCOMMUNALE MAATSCHAPPIJ VOOR TELEVISIEDISTRIBUTIE IN OOST-VLAANDEREN** (“Teveoost”), an “*opdrachthoudende vereniging*” organized and existing under the laws of Belgium, with registered office at Stadhuis, Zelebaan 120, 9160 Lokeren, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0212.057.935;
- (cc) **INTERCOMMUNALE MAATSCHAPPIJ VOOR TELEVISIEDISTRIBUTIE IN WEST-VLAANDEREN** (“Tevewest”), an “*opdrachthoudende vereniging*” organized and existing under the laws of Belgium, with registered office at Stadhuis, Markt, 8000 Brugge, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0212.004.089;
- (dd) **SUEZ COMMUNICATION SA**, a corporation (“*société anonyme*”) organized and existing under the laws of France, with registered office at 16, Rue de la Ville l’Évêque, 75008 Paris, France.

### 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>1</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).

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<sup>1</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).

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**(1) INFORMATION WITH RESPECT TO CERTAIN SECURITIES**
**(A) Subordinated Debt Warrants:**

Each Subordinated Debt Warrant entitles the holder thereof to three shares (the “Shares”) of Telenet Group Holding NV (“Telenet Group Holding”) upon payment of an exercise price of €40. Alternatively, holders may opt for a “cashless” exercise of the Subordinated Debt Warrants. In such a case, they will be entitled to acquire a reduced number of Shares, using the value of their warrants (measured by the market value of the Shares at the time of exercise less the exercise price of the warrants) to acquire Shares at their market value. Transfers of the Subordinated Debt Warrants are subject to the same restrictions on transfers applicable to Shares under the Syndicate Agreement (as defined below). The Shares obtained by Syndicate Shareholders (other than Evercore, CDPQ and MLPE) upon exercise of the warrants are subject to the terms of the Syndicate Agreement, including the restrictions on transfers. The warrants can be exercised at any time during the exercise period ending on August 9, 2009.

**(B) Profit Certificate Options**

Telenet Group Holding adopted employee plans pursuant to which 1,500,000 rights have been issued (the “Class A Options”) which entitle the holders thereof to subscribe for Class A profit certificates of Telenet Group Holding (the “Class A Profit Certificates”), respectively 1,083,000 rights have been issued (the “Class B Options”) to subscribe for Class B profit certificates of Telenet Group Holding (the “Class B Profit Certificates”). The Class A and the Class B Options must be exercised in multiples of three, giving the right to acquire three Class A Profit Certificates against payment of €20 or three Class B Profit Certificates for €25. The HRO Committee of Telenet Group Holding determines the vesting scheme of the options at the time of grant. The HRO Committee can decide that a certain percentage of the options or, in certain circumstances, all of the options, will immediately vest and become exercisable. The portion of the options that does not immediately vest will generally vest in equal installments over a period of time following the grant, being 36 equal installments in the case of Class A Options and 48 equal installments in the case of Class B Options. In accordance with the terms of the grants, the Board of Directors of Telenet Group Holding decided at its September 2, 2005 meeting, on the advice of the HRO Committee, to accelerate vesting of a portion of the Class B Options, bringing the vesting date forward to September 22, 2005 for 122,076 of the class B Options that had not yet vested. The Class A Options vesting scheme may be accelerated in the case of an initial public offering or a change of control. The exercise period for the Class A and the Class B Options ends on June 15, 2009 and December 22, 2009, respectively.

The Class A and the Class B Profit Certificates obtained following exercise of the options do not represent the share capital of Telenet Group Holding and do not carry voting rights or give right to attend the general shareholders’ meeting, except in certain limited circumstances provided by the Belgian Company Code. The certificates give a right to dividend, if any, and any other distribution on equal footing with other Telenet Group Holding Shares as from the year of exercise of the Class A or B Option. Holders of Class A and B Profit Certificates will be entitled to convert their Class A and Class B Profit Certificates into Shares of Telenet Group Holding as from the fifth month following exercise of the relevant Class A or Class B Options. Each certificate gives right to one Share.

**(C) BCI Call Options**

The options (the “BCI Call Options”) can be exercised at €25 and €20 per option, each giving the right to acquire one Share. The BCI Call Options are subject to three different exercise periods: (i) an initial option period ending on August 9, 2007 and allowing BCI to acquire up to 10,093,041

Shares (the “Initial Period Options”), (ii) an extended option period expiring on August 9, 2009 and covering up to 8,575,785 Shares (the “Extended Period Options”) and (iii) a new option period covering up to 6,750,000 Shares (the “New Period Options”). The exercise period for the New Option Period Shares expires on the earlier of (i) August 9, 2009, (ii) 18 months after the Shares have traded at or above €20 for 30 consecutive days following the Offering (iii) 18 months after a trade sale or a transaction or series of related transactions directly or indirectly consisting in the transfer of 15% of the outstanding Shares to a person at a consideration at or above €20 per Share, or (iv) 15 days after a trade sale as a result of which a person and its affiliates would own more than 50% of the outstanding Shares.

The options can be exercised at any time prior to expiration of the relevant period. BCI may elect to exercise options falling under either of the three categories, either jointly or separately. In the case of partial exercises that do not solely relate to New Period Options, however, certain provisions specify the proportions according to which the exercises must be allocated among the three categories of options. One of the provisions requires that if the options are exercised during the exercise period of the Initial Option Period ending on August 9, 2007, the options must be exercised in the same proportion to, on the one hand, the Initial Option Period Options and the Extended Option Period Options, and on the other hand, the New Option Period Options, unless solely the New Option Period Options are exercised. The option agreement stipulates that the underlying Shares can only be transferred in accordance with the transfer restrictions set forth in the Syndicate Agreement.

In the tables shown in the next sections, negative share numbers listed in connection with the BCI Call Options reflect, for information purposes only, a number of shares that is subject to the options, whereas positive share numbers reflect a number of shares that can be acquired upon exercise of the options. For the avoidance of doubt, unless indicated otherwise, negative share numbers reflecting shares to be disposed of upon exercise of the options are not included in the total of financial instruments held by a party or a group of parties.

**(D) Interkabel Call Option**

The call option may be exercised in certain circumstances, including in the event of an initial public offering. The exercise price is €100 for three Shares and the options expire on March 30, 2006.

In the tables shown in the next sections, negative share numbers listed in connection with the Interkabel Call Options reflect, for information purposes only, a number of shares that is subject to the options, whereas positive share numbers reflect a number of shares that can be acquired upon exercise of the options. For the avoidance of doubt, unless indicated otherwise, negative share numbers reflecting shares to be disposed of upon exercise of the options are not included in the total of financial instruments held by a party or a group of parties.

**(E) Penny Warrant Share Options**

Certain Syndicate Shareholders (as defined below) hold options in relation to 563,286 Shares (the “Penny Warrants Shares”). The exercise price of the options is €25 per option, the exercise period expires on November 30, 2006 and each option gives the right to acquire one Share.

In the tables shown in the next sections, negative share numbers listed in connection with the Penny Warrant Share Options reflect, for information purposes only, a number of shares that is subject to the options, whereas positive share numbers reflect a number of shares that can be acquired upon exercise of the options. For the avoidance of doubt, unless indicated otherwise,



negative share numbers reflecting shares to be disposed of upon exercise of the options are not included in the total of financial instruments held by a party or a group of parties.

**(F) Employee Offering**

In connection with the initial public offering of Shares by Telenet Group Holding with listing of Shares on the Eurolist by Euronext of Euronext Brussels (the "IPO"), Telenet Group Holding carried out an Employee Offering. The Employee Offering has not yet closed. For the purpose of the present transparency declaration, it is assumed that 1,028,571 Shares are to be issued. Further reference is made to the prospectus prepared by Telenet Group Holding in connection with the IPO (the "Prospectus").

**(G) Over-allotment Option**

In connection with the IPO, a number of Shares have been lent (which share lending constitutes a *verbruiklening* under Belgian law) for the purpose of over-allotments in the IPO. The shareholders concerned have granted an "Over-allotment Option" to the Underwriters pursuant to which the Underwriters will have the option to purchase the Shares that have been so lent by them. The Underwriters may exercise the Over-Allotment Option, in whole or in part, at any time for 30 days from October 11, 2005. To the extent the Over-allotment Option is not exercised, a number equal to the Shares with respect to which the Over-allotment Option is not exercised will be delivered to the shareholders concerned.

**(2) INVESTCO BELGIAN CABLE 1 S.À R.L.***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	InvestCo Belgian Cable 1 S.à r.l. (address and legal form, see as of page 1)
Related to	InvestCo Belgian Cable 2 S.à r.l., chellomedia Investments B.V. and Belgian Cable Investors
Acting in concert with	See section (14) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	5,753,233 (**)	5.74
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◊ exercise of Subordinated Debt Warrants	3,426,000 x 3	40,000 x 3	1.17
◊ conversion of Class A Profit Certificates	1,500,000		
◊ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◊ "BCI Call Options"			
◊ "Interkabel Call Options"			
◊ Call Option on "Penny Warrant Shares"		75,627	
<b>Total</b>	113,051,584	5,948,860	5.26
<b>Mention</b>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994		
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

(\*\*) Includes 94,827 Shares are Liquidation Dispreference Shares, which can be converted into ordinary Shares on a 1.04-for-1 basis.

**(3) INVESTCO BELGIAN CABLE 2 S.À R.L.***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	InvestCo Belgian Cable 2 S.à r.l. (address and legal form, see as of page 1)
Related to	InvestCo Belgian Cable 1 S.à r.l., chellomedia Investments B.V. and Belgian Cable Investors
Acting in concert with	See section (14) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	7,135,185	7.12
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3		
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"			
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"		87,465	
<b>Total</b>	113,051,584	7,222,650	6.39
<b>Mention</b>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994		
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(4) BELGIAN CABLE INVESTORS***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Belgian Cable Investors (address and legal form, see as of page 1)
Related to	InvestCo Belgian Cable 1 S.à r.l., InvestCo Belgian Cable 2 S.à r.l. and chellomedia Investments B.V.
Acting in concert with	See section (14) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584		
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◊ exercise of Subordinated Debt Warrants	3,426,000 x 3		
◊ conversion of Class A Profit Certificates	1,500,000		
◊ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◊ "BCI Call Options"		25,418,826	
◊ "Interkabel Call Options"			
◊ Call Option on "Penny Warrant Shares"			
<b>Total</b>	113,051,584	25,418,826	22.48
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994		
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(5) CHELLOMEDIA INVESTMENTS B.V.***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	chellomedia Investments B.V. (address and legal form, see as of page 1)
Related to	InvestCo Belgian Cable 1 S.à r.l., InvestCo Belgian Cable 2 S.à r.l. and Belgian Cable Investors
Acting in concert with	See section (14) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	7,722,918	7.71
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3		
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"			
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"			
<b>Total</b>	113,051,584	7,722,918	6.83
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994		
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(6) LIBERTY GROUP***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	InvestCo Belgian Cable 1 S.à r.l., InvestCo Belgian Cable 2 S.à r.l., Belgian Cable Investors, chellomedia Investments B.V. (together the "Liberty Group") (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (14) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	20,611,336 (**)	20.57
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◊ exercise of Subordinated Debt Warrants	3,426,000 x 3	40,000 x 3	1.17
◊ conversion of Class A Profit Certificates	1,500,000		
◊ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◊ "BCI Call Options"		25,418,826	
◊ "Interkabel Call Options"		163,092	
◊ Call Option on "Penny Warrant Shares"			
<b>Total</b>	<b>113,051,584</b>	<b>46,313,254</b>	<b>40.97</b>
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994		
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

(\*\*) Includes 94,827 Shares are Liquidation Dispreference Shares, which can be converted into ordinary Shares on a 1.04-for-1 basis.

**(7) EVERCORE CAPITAL PARTNERS CAYMAN L.P.***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Evercore Capital Partners Cayman L.P. (address and legal form, see as of page 1)
Related to	Evercore Capital Partners (NQ) Cayman L.P., Evercore Capital Offshore Partners Cayman L.P., Evercore Co-Investment Partnership Cayman L.P.
Acting in concert with	See section (14) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	609,639	0.61
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◊ exercise of Subordinated Debt Warrants	3,426,000 x 3	484,880 x 3	14.15
◊ conversion of Class A Profit Certificates	1,500,000		
◊ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◊ "BCI Call Options"			
◊ "Interkabel Call Options"			
◊ Call Option on "Penny Warrant Shares"		13,428	
<b>Total</b>	113,051,584	2,077,707	1.84
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994		
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

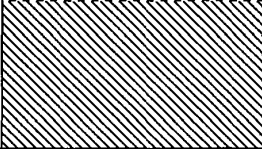
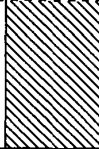
**(8) EVERCORE CAPITAL PARTNERS (NQ) CAYMAN L.P.***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Evercore Capital Partners (NQ) Cayman L.P. (address and legal form, see as of page 1)
Related to	Evercore Capital Partners Cayman L.P., Evercore Capital Offshore Partners Cayman L.P., Evercore Co-Investment Partnership Cayman L.P.
Acting in concert with	See section (14) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities <ul style="list-style-type: none"> <li>representing the capital</li> <li>not representing the capital</li> </ul>	100,190,584	145,836	0.15
2. <b>Future voting rights</b> , potential or not, resulting from <ul style="list-style-type: none"> <li>rights and commitments for conversion into or subscription of <b>securities to be issued</b>, viz.: <ul style="list-style-type: none"> <li>◇ exercise of Subordinated Debt Warrants</li> <li>◇ conversion of Class A Profit Certificates</li> <li>◇ conversion of Class B Profit Certificates</li> </ul> </li> <li>rights and commitments for acquisition of <b>issued securities</b>, viz.: <ul style="list-style-type: none"> <li>◇ "BCI Call Options"</li> <li>◇ "Interkabel Call Options"</li> <li>◇ Call Option on "Penny Warrant Shares"</li> </ul> </li> </ul>	3,426,000 x 3 1,500,000 1,083,000 	116,073 x 3   3,213	3.39   
Total	113,051,584	497,268	0.44
<u>Mention</u> Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses: <ul style="list-style-type: none"> <li>Employee Offering</li> <li>Existing Shares subject to the "Over-allotment Option"</li> </ul>	1,028,571 6,582,994		
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period (Type + waiting/exercise period)			
See Section (1) on page 7.			



**(9) EVERCORE CAPITAL OFFSHORE PARTNERS CAYMAN L.P.***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Evercore Capital Offshore Partners Cayman L.P. (address and legal form, see as of page 1)
Related to	Evercore Capital Partners Cayman L.P., Evercore Capital Partners (NQ) Cayman L.P., Evercore Co-Investment Partnership Cayman L.P.
Acting in concert with	See section (14) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	160,629	0.16
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	127,748 x 3	3.73
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"			
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"		3,537	
<b>Total</b>	<b>113,051,584</b>	<b>547,410</b>	<b>0.48</b>
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994		
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(10) EVERCORE CO-INVESTMENT PARTNERSHIP CAYMAN L.P.***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Evercore Co-Investment Partnership Cayman L.P. (address and legal form, see as of page 1)
Related to	Evercore Capital Partners Cayman L.P., Evercore Capital Partners (NQ) Cayman L.P., Evercore Capital Offshore Partners Cayman L.P.
Acting in concert with	See section (14) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	15,034	0.02
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◊ exercise of Subordinated Debt Warrants	3,426,000 x 3	3,067 x 3	0.09
◊ conversion of Class A Profit Certificates	1,500,000		
◊ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◊ "BCI Call Options"			
◊ "Interkabel Call Options"			
◊ Call Option on "Penny Warrant Shares"		330	
<b>Total</b>	113,051,584	24,565	0.02
<b>Mention</b>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994		
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(11) EVERCORE***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by/ for the account of <sup>1</sup> (cross out what is not appropriate)	Evercore Capital Partners Cayman L.P., Evercore Capital Partners (NQ) Cayman L.P., Evercore Capital Offshore Partners Cayman L.P., Evercore Co-Investment Partnership Cayman L.P. (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (14) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	931,138	0.93
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	731,768 x 3	21.36
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"			
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"		20,508	
<b>Total</b>	<b>113,051,584</b>	<b>3,146,950</b>	<b>2.78</b>
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994		
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period (Type + waiting/exercise period)			
See Section (1) on page 7.			

**(12) CDP CAPITAL COMMUNICATIONS BELGIQUE INC.***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	CDP Capital Communications Belgique Inc. (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (14) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584		
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	731,768 x 3	21.36
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"			
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"			
<b>Total</b>	113,051,584	2,195,304	1.94
<b>Mention</b>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994		
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(13) ML PRIVATE EQUITY ASSOCIATES LLC.**
*Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	ML Private Equity Associates LLC. (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (14) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584		
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	136,464 x 3	3.98
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"			
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"			
<b>Total</b>	113,051,584	409,392	0.36
<b>Mention</b>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994		
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(14) LIBERTY GLOBAL CONSORTIUM***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	InvestCo Belgian Cable 1 S.à r.l., InvestCo Belgian Cable 2 S.à r.l., Belgian Cable Investors, chellomedia Investments B.V., Evercore Capital Partners Cayman L.P., Evercore Capital Partners (NQ) Cayman L.P., Evercore Capital Offshore Partners Cayman L.P., Evercore Co-Investment Partnership Cayman L.P., CDP Capital Communications Belgique Inc., ML Private Equity Associates LLC. (together the "Liberty Global Consortium") (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	21,542,474 (**)	21.50
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	1,640,000 x 3	47.87
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		25,418,826	
◇ "Interkabel Call Options"		183,600	
◇ Call Option on "Penny Warrant Shares"			
<b>Total</b>	113,051,584	52,064,900	46.05
<b>Mention</b>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994		
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			

See Section (1) on page 7.

(\*\*) Includes 94,827 Shares are Liquidation Dispreference Shares, which can be converted into ordinary Shares on a 1.04-for-1 basis.

**(15) GIMV NV***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	GIMV NV (address and legal form, see as of page 1)
Related to	Adviesbeheer GIMV Information & Communication Technology NV
Acting in concert with	See section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	3,233,783	3.23
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	401,200 x 3	11.71
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-3,233,783)	
◇ "Interkabel Call Options"		207,009	
◇ Call Option on "Penny Warrant Shares"		109,698	
<b>Total</b>	<b>113,051,584</b>	<b>4,754,090</b>	<b>4.21</b>
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	169,442	2.57
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			



**(16) ADVIESBEHEER GIMV INFORMATION & COMMUNICATION TECHNOLOGY NV***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Adviesbeheer GIMV Information & Communication Technology NV (address and legal form, see as of page 1)
Related to	GIMV NV
Acting in concert with	See section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	570,667	0.57
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	70,800 x 3	2.07
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-570,667)	
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"		19,359	
Total	113,051,584	802,426	0.71
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	29,902	0.45
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

## (17) GIMV

Table I : general information

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	GIMV NV, Adviesbeheer GIMV Information & Communication Technology NV (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	3,804,450	3.80
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	472,000 x 3	13.78
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-3,804,450)	
◇ "Interkabel Call Options"		207,009	
◇ Call Option on "Penny Warrant Shares"		129,057	
<b>Total</b>	<b>113,051,584</b>	<b>5,556,516</b>	<b>4.92</b>
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	199,344	3.03
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(18) FINSTRAD NV***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Finstrad NV (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (24) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	451,776	0.45
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	64,477 x 3	1.88
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-451,776)	
◇ "Interkabel Call Options"		25,818	
◇ Call Option on "Penny Warrant Shares"		16,374	
<b>Total</b>	<b>113,051,584</b>	<b>687,399</b>	<b>0.61</b>
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	25,962	0.39
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(19) GEVAERT NV***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Gevaert NV (address and legal form, see as of page 1)
Related to	KBC Private Equity NV
Acting in concert with	See section (24) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	451,776	0.45
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3		
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-451,776)	
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"		11,646	
<b>Total</b>	<b>113,051,584</b>	<b>463,422</b>	<b>0.41</b>
<b>Mention</b>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	713,646	10.84
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(20) IBEL NV***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Ibel NV (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (24) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	260,079	0.26
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◊ exercise of Subordinated Debt Warrants	3,426,000 x 3	27,148 x 3	0.79
◊ conversion of Class A Profit Certificates	1,500,000		
◊ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◊ "BCI Call Options"		(-260,079)	
◊ "Interkabel Call Options"		14,073	
◊ Call Option on "Penny Warrant Shares"		8,742	
<b>Total</b>	<b>113,051,584</b>	<b>364,338</b>	<b>0.32</b>
<b>Mention</b>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	13,451	0.20
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period (Type + waiting/exercise period)			
See Section (1) on page 7.			

**(21) KBC PRIVATE EQUITY NV***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	KBC Private Equity NV (address and legal form, see as of page 1)
Related to	Gevaert NV
Acting in concert with	See section (24) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	2,018,937	2.02
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◊ exercise of Subordinated Debt Warrants	3,426,000 x 3	257,898 x 3	7.53
◊ conversion of Class A Profit Certificates	1,500,000		
◊ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◊ "BCI Call Options"		(-2,018,937)	
◊ "Interkabel Call Options"		133,692	
◊ Call Option on "Penny Warrant Shares"		71,403	
<b>Total</b>	<b>113,051,584</b>	<b>2,997,726</b>	<b>2.65</b>
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	5,125,839	77.86
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(22) GEVAERT NV AND KBC PRIVATE EQUITY NV***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Gevaert NV, KBC Private Equity NV (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (24) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	2,470,713	2.47
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	257,898 x 3	7.53
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-2,470,713)	
◇ "Interkabel Call Options"		133,692	
◇ Call Option on "Penny Warrant Shares"		83,049	
<b>Total</b>	<b>113,051,584</b>	<b>3,461,148</b>	<b>3.06</b>
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	5,839,485	88.71
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(23) SOFINIM NV***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Sofinim NV (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (24) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	617,676	0.62
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	64,477 x 3	1.88
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-617,676)	
◇ "Interkabel Call Options"		33,423	
◇ Call Option on "Penny Warrant Shares"		20,763	
<b>Total</b>	<b>113,051,584</b>	<b>865,293</b>	<b>0.77</b>
<b>Mention</b>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	31,947	0.49
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period (Type + waiting/exercise period)			
See Section (1) on page 7.			



## (24) FINANCIAL CONSORTIUM

Table I : general information

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Finstrad NV, Gevaert NV, Ibel NV, KBC Private Equity NV, Sofinim NV (together the "Financial Consortium") (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	3,800,244	3.79
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	414,000 x 3	12.08
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-3,800,244)	
◇ "Interkabel Call Options"		207,006	
◇ Call Option on "Penny Warrant Shares"		128,928	
<b>Total</b>	<b>113,051,584</b>	<b>5,378,178</b>	<b>4.76</b>
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	5,910,845	89.79
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(25) INTERKABEL VLAANDEREN CVBA***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Interkabel Vlaanderen CVBA (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	4,077,846 (**)	4.07
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3		
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-2,488,347)	
◇ "Interkabel Call Options"		(-414,015)	
◇ Call Option on "Penny Warrant Shares"		79,728	
<b>Total</b>	<b>113,051,584</b>	<b>4,157,574</b>	<b>3.68</b>
<b>Mention</b>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	85,344	1.30
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

(\*\*) Includes 2,070,084 Shares are Liquidation Dispreference Shares, which can be converted into ordinary Shares on a 1.04-for-1 basis.

**(26) ELECTRABEL NV***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Electrabel NV (address and legal form, see as of page 1)
Related to	Suez Communication SA
Acting in concert with	See section (38) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584		
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3		
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"			
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"			
<b>Total</b>	113,051,584	41,973	0.04
<b>Mention</b>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	91,909	1.40
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(27) GASELWEST***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Gaselwest (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (37), section (38) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	2,938,608	2.93
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	158,515 x 3	4.63
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-2,841,393)	
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"		(-97,212)	
<b>Total</b>	113,051,584	3,414,153	3.02
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	54,495	0.83
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period (Type + waiting/exercise period)			
See Section (1) on page 7.			

**(28) I.M.E.A.***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	I.M.E.A. (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (37), section (38) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	479,136	0.48
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	28,937 x 3	0.84
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-460,359)	
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"		(-18,774)	
Total	113,051,584	565,947	0.50
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	8,946	0.14
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period (Type + waiting/exercise period)			
See Section (1) on page 7.			

## (29) INTERGEM

Table I : general information

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Intergem (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (37), section (38) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	2,003,802	2.00
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◊ exercise of Subordinated Debt Warrants	3,426,000 x 3	112,937 x 3	3.30
◊ conversion of Class A Profit Certificates	1,500,000		
◊ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◊ "BCI Call Options"		(-1,932,921)	
◊ "Interkabel Call Options"			
◊ Call Option on "Penny Warrant Shares"		(-70,878)	
<b>Total</b>	113,051,584	2,342,613	2.07
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	37,255	0.57
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

## (30) INTERTEVE

Table I : general information

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Interteve (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (37), section (38) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	751,314	0.75
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	46,352 x 3	1.35
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-720,945)	
◇ "Interkabel Call Options"		(-30,366)	
◇ Call Option on "Penny Warrant Shares"			
<b>Total</b>	113,051,584	890,370	0.79
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	14,048	0.21
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(31) IVEKA***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Iveka (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (37), section (38) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	1,219,434	1.22
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◊ exercise of Subordinated Debt Warrants	3,426,000 x 3	70,987 x 3	2.07
◊ conversion of Class A Profit Certificates	1,500,000		
◊ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◊ "BCI Call Options"		(-1,174,164)	
◊ "Interkabel Call Options"			
◊ Call Option on "Penny Warrant Shares"		(-45,267)	
<b>Total</b>	<b>113,051,584</b>	<b>1,432,395</b>	<b>1.27</b>
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	22,716	0.35
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period (Type + waiting/exercise period)			
See Section (1) on page 7.			



**(32) IVERLEK***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Iverlek (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (37), section (38) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	3,201,243	3.20
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	186,882 x 3	5.45
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-3,081,903)	
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"		(-119,337)	
<b>Total</b>	113,051,584	3,761,889	3.33
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	59,646	0.91
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(33) TELEKEMPO***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Telekempo (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (37), section (38) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	672,087	0.67
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	41,796 x 3	1.22
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-644,604)	
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"		(-27,480)	
<b>Total</b>	113,051,584	797,475	0.71
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	12,573	0.19
<b>For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period</b>			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(34) TEVELO***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Tevelo (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (37), section (38) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	277,062	0.28
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◊ exercise of Subordinated Debt Warrants	3,426,000 x 3	16,493 x 3	0.48
◊ conversion of Class A Profit Certificates	1,500,000		
◊ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◊ "BCI Call Options"		(-266,430)	
◊ "Interkabel Call Options"			
◊ Call Option on "Penny Warrant Shares"		(-10,629)	
<b>Total</b>	<b>113,051,584</b>	<b>326,541</b>	<b>0.29</b>
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	5,168	0.08
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(35) TEVEOOST***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Teveoost (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (37), section (38) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	2,570,190	2.57
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	137,671 x 3	4.02
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-2,486,082)	
◇ "Interkabel Call Options"		(-84,105)	
◇ Call Option on "Penny Warrant Shares"			
Total	113,051,584	2,983,203	2.64
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	47,644	0.72
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(36) TEVEWEST***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Tevevest (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (37), section (38) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	1,779,117	1.78
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◊ exercise of Subordinated Debt Warrants	3,426,000 x 3	99,430 x 3	2.90
◊ conversion of Class A Profit Certificates	1,500,000		
◊ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◊ "BCI Call Options"		(-1,716,984)	
◊ "Interkabel Call Options"			
◊ Call Option on "Penny Warrant Shares"		(-62,130)	
<b>Total</b>	113,051,584	2,077,407	1.84
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	33,061	0.50
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(37) MIXED INTERCOMMUNALES***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Gaselwest, I.M.E.A., Intergem, Interteve, Iveka, Iverlek, Telekempo, Tevelo, Teveoost, Tevewest (together the "Mixed Intercommunales") (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (38) and section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	15,891,993	15.86
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	900,000 x 3	26.27
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-15,325,785)	
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"		(-566,178)	
<b>Total</b>	<b>113,051,584</b>	<b>18,591,993</b>	<b>16.45</b>
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	295,552	4.49
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(38) MIXED INTERCOMMUNALES AND ELECTRABEL***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Gaselwest, I.M.E.A., Intergem, Interteve, Iveka, Iverlek, Telekempo, Tevelo, Teveoost, Tevest, Electrabel (address and legal form, see as of page 1)
Related to	With respect to Electrabel, see also section (41)
Acting in concert with	See section (39)
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	15,891,993	15.86
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	900,000 x 3	26.27
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"		(-15,325,785)	
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"		(-524,205) (**)	
<b>Total</b>	<b>113,051,584</b>	<b>18,591,993</b>	<b>16.45</b>
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	387,461	5.89
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

(\*\*) 566,178 shares in the aggregate of the respective Mixed Intercommunales are subject to the Call Option on Penny Warrant Shares. Electrabel has Call Options on 41,973 Penny Warrant Shares. Other persons have Call Options on the remaining 524,205 Penny Warrant Shares. See also in Sections (26) and (37).

**(39) THE PARTIES SUB (A) TO (CC) AS OF PAGE 1***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	InvestCo Belgian Cable 1 S.à r.l., InvestCo Belgian Cable 2 S.à r.l., Belgian Cable Investors, chellomedia Investments B.V., Evercore Capital Partners Cayman L.P., Evercore Capital Partners (NQ) Cayman L.P., Evercore Capital Offshore Partners Cayman L.P., Evercore Co-Investment Partnership Cayman L.P., CDP Capital Communications Belgique Inc., ML Private Equity Associates LLC., GIMV NV, Adviesbeheer GIMV Information & Communication Technology NV, Finstrad NV, Gevaert NV, Ibel NV, KBC Private Equity NV, Sofinim NV, Interkabel Vlaanderen CVBA, Electrabel NV, Gaselwest, I.M.E.A., Intergem, Interteve, Iveka, Iverlek, Telekempo, Tevelo, Teveoost, Tevewest (address and legal form, see as of page 1)
Related to	With respect to Electrabel, see also section (41)
Acting in concert with	
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	49,117,007 (**)	49.02
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3	3,426,000 x 3	100
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options" (***)			
◇ "Interkabel Call Options" (****)			
◇ Call Option on "Penny Warrant Shares" (*****)		(-2,892)	
<b>Total</b>	113,051,584	59,395,007	52.54
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		



• Existing Shares subject to the “Over-allotment Option”	6,582,994	6,582,994	100
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period (Type + waiting/exercise period)			
See Section (1) on page 7.			

- (\*\*) Includes 2,164,911 Shares are Liquidation Dispreference Shares, which can be converted into ordinary Shares on a 1.04-for-1 basis.
- (\*\*\*) Belgian Cable Investors has BCI Call Options on 25,418,826 shares in the aggregate held by GIMV NV and Adviesbeheer GIMV Information & Communication Technology NV (“GIMV”), the Financial Consortium, Interkabel Vlaanderen CVBA and the Mixed Intercommunales.
- (\*\*\*\*) GIMV and the Financial Consortium have in the aggregate call options on 414,015 shares of Interkabel Vlaanderen CVBA.
- (\*\*\*\*\*) 566,178 shares in the aggregate of the respective Mixed Intercommunales are subject to the Call Option on Penny Warrant Shares. The parties included in the table above have Call Options on 563,286 Penny Warrant Shares. Other persons not included in the table above have Call Options on 2,892 Penny Warrant Shares.

**(40) SUEZ COMMUNICATION SA***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Suez Communication SA (address and legal form, see as of page 1)
Related to	Electrabel NV
Acting in concert with	
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	360,000	0.36
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3		
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"			
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"			
<b>Total</b>	113,051,584	360,000	0.32
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994		
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**(41) ELECTRABEL NV AND SUEZ COMMUNICATION SA***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / for the account of <sup>1</sup> (cross out what is not appropriate)	Electrabel NV and Suez Communication SA (address and legal form, see as of page 1)
Related to	
Acting in concert with	With respect to Electrabel, see section (26) and the references therein
Date of completion of the situation giving rise to the declaration	October 14, 2005
Sources relating to the denominator	Telenet Group Holding NV

<sup>1</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)
1. <b>Effective voting rights</b> attaching to securities			
• representing the capital	100,190,584	360,000	0.36
• not representing the capital			
2. <b>Future voting rights</b> , potential or not, resulting from			
• rights and commitments for conversion into or subscription of <b>securities to be issued</b> , viz.:			
◇ exercise of Subordinated Debt Warrants	3,426,000 x 3		
◇ conversion of Class A Profit Certificates	1,500,000		
◇ conversion of Class B Profit Certificates	1,083,000		
• rights and commitments for acquisition of <b>issued securities</b> , viz.:			
◇ "BCI Call Options"			
◇ "Interkabel Call Options"			
◇ Call Option on "Penny Warrant Shares"		41,973	
<b>Total</b>	113,051,584	401,973	0.36
<u>Mention</u>			
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:			
• Employee Offering	1,028,571		
• Existing Shares subject to the "Over-allotment Option"	6,582,994	91,909	1.40
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period			
(Type + waiting/exercise period)			
See Section (1) on page 7.			

**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:**

**(a) Syndicate Agreement**

The Mixed Intercommunales (“MICs”), Interkabel Vlaanderen CVBA (“Interkabel”), GIMV, the Financial Consortium and Electrabel (together, the “Belgian Shareholders”) and the Liberty Global Consortium (together with the Belgian Shareholders, the “Syndicate Shareholders”) entered into a Syndicate Agreement (the “Syndicate Agreement”). The Syndicate Agreement sets forth provisions that govern the business purpose of the Telenet group, the composition of the Boards of Directors of the respective companies of the Telenet group and special voting majorities in respect of certain decisions of the Boards of Directors, including in respect of acquisitions, affiliate transactions, incurrence of debt, changes to the budget and the appointment of the Chief Executive Officer of the Telenet group. The Syndicate Agreement also contains certain voting rights and majority requirements for shareholders’ votes, restricts the transferability of the Shares that are held by the Syndicate Shareholders and includes rights of first offer and a right for Syndicate Shareholders to join in the case of any sales to third parties that would acquire a majority of the Shares. Furthermore, the agreement protects the Syndicate Shareholders against dilution. In particular, it contains restrictions on increases of the share capital of Telenet Group Holding and provides that, in circumstances where the Belgian Company Code does not grant existing shareholders preferential rights, the Syndicate Shareholders will not vote in favor of such capital increase unless they are given the ability to subscribe for Shares so as to enable them to maintain their stake. For further information with respect to the foregoing, reference is made to the Prospectus that has been prepared by Telenet Group Holding in connection with the IPO. As a result of the Syndicate Shareholders having entered into a Syndicate Agreement, the Syndicate Shareholders could be considered as parties acting in concert.

**(b) Liberty Global Consortium**

The members of the Liberty Global Consortium have entered into a separate shareholders’ agreement containing certain arrangements between the members of the Liberty Global Consortium relating to the shares and warrants held in Telenet Group Holding. The Shares that are directly owned by Evercore are subject to the same voting, transfer and other restrictions as the Shares that are held by Investco Belgian Cable 1 and Investco Belgian Cable 2 pursuant to internal arrangements among the Liberty Global Consortium members. As a result of the Liberty Global Consortium members having entered into such separate shareholders’ agreement, the Liberty Global Consortium members could be considered as parties acting in concert.

**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 attaching to securities</b>		
• <b>representing capital</b>		
• <b>not representing capital</b>		

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

Party	Number of Shares	Subordinated Debt Warrants	Interkabel Call Options	BCI Call Options	Manner of Acquisition
GIMV NV	8,103,720				Private transaction (on September 16, 2005)
Adviesbeheer GIMV Information & Communication Technology NV	1,430,067				Private transaction (on September 16, 2005)
Finstrad NV	1,165,422				Private transaction (on September 16, 2005)
Gevaert NV	1,165,422				Private transaction (on September 16, 2005)
Ibel NV	185,010		3,204		Private transaction (on January 21, 2005)
	490,716				Private transaction (on September 16, 2005)
KBC Private Equity NV	1,318,185		22,821		Private transaction (on January 21, 2005)
	912,123	64,477 (x3)	7,605		Private transaction (on July 29, 2005)
	3,496,287				Private transaction (on September 16, 2005)
Sofinim NV	439,395		7,605		Private transaction (on January 21, 2005)
	1,165,422				Private transaction (on September 16, 2005)
Interkabel Vlaanderen CVBA	5,907,762				Private transaction (on September 16, 2005)
Electrabel NV	4,200,000				Private transaction (on September 16, 2005)
Gaselwest	2,413,824				Private transaction (on September 16, 2005)

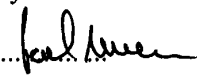
Party	Number of Shares	Subordinated Debt Warrants	Interkabel Call Options	BCI Call Options	Manner of Acquisition
I.M.E.A.	361,680				Private transaction (on September 16, 2005)
Intergem	1,596,009				Private transaction (on September 16, 2005)
Interteve	556,887				Private transaction (on September 16, 2005)
Iveka	948,249				Private transaction (on September 16, 2005)
Iverlek	2,483,364				Private transaction (on September 16, 2005)
Telekempo	494,862				Private transaction (on September 16, 2005)
Tevelo	211,608				Private transaction (on September 16, 2005)
Teveoost	2,121,369				Private transaction (on September 16, 2005)
Tevewest	1,425,750				Private transaction (on September 16, 2005)
chellomedia Investments B.V.	18,485,829				Private transaction (on October 14, 2005)
Belgian Cable Investors				25,418,826	Private transaction

In addition, all Options on Penny Warrant Shares were acquired by the relevant parties in September 2005.

**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 October 24, 2005 in Brussels (Belgium)

Baker & McKenzie CVBA,  
represented by Koen Vanhaerents

... ..   
(signature)

Acting as attorney-in-fact (*volmachtdrager*) for the parties mentioned as of page 1.

**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.