

TELENET GROUP HOLDING NV

Public Limited Liability Company under Belgian law
Liersesteenweg 4 - 2800 Mechelen
RLE (RPR/RPM) Antwerpen - Division Mechelen 0477.702.333

(the *Company*)

CONVOCAATION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

The board of directors of the Company invites the shareholders of the Company to participate in the extraordinary general shareholders' meeting of the Company. For the extraordinary general shareholders' meeting, without prejudice to applicable legislation, each share is entitled to one vote.

GENERAL INFORMATION

Date, time and location:

- The extraordinary general shareholders' meeting will be held on Tuesday **December 6, 2022 at 10.00 a.m. CET** at **YR KV Mechelen, Kleine Nieuwedijkstraat 53, 2800 Mechelen**. There is a quorum requirement for the extraordinary general shareholders' meeting: those present or represented must represent at least half of the capital. If the quorum for the extraordinary general shareholders' meeting is not met, a second extraordinary general shareholders' meeting will be convened for **December 27, 2022, at 10:00 a.m. CET**, which will be able to decide regardless of the proportion of the share capital that is represented.

COVID-19 measures, participation and voting:

- Attendance in person: Unless the federal government imposes stricter measures in the context of the COVID-19 pandemic in the weeks ahead, the meeting will be open for attendance in person (as well as electronic attendance and voting as explained below). Should a Belgian law or decree prevent the participants from attending the extraordinary general shareholders' meeting in person by the time the extraordinary general shareholders' meeting is to take place, we will inform you in due time.
- Other means of attendance and voting options: The board of directors encourages the shareholders to attend and vote at the extraordinary general shareholders' meeting by means of an electronic communication tool. More particularly, shareholders are encouraged (i) to cast their vote prior to the meeting by voting by letter or by (electronic) proxy or (ii) to virtually participate in the extraordinary general shareholders' meeting and voting electronically during the meeting.

Applicable formalities are detailed further in this convening notice. Shareholders are encouraged, to the extent indicated, to use ABN AMRO'S AGM platform www.abnamro.com/evoting, to complete all participation formalities, vote by proxy or virtually participate in and vote during the extraordinary general shareholders' meeting. Shareholders should ensure that the device and the internet connection they are using to connect are adequate and stable in order to virtually participate in the meeting in a proper manner.

AGENDA OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

1. Transfer of Golden Shares

Proposed resolution: Amendment and restatement of article 15.1 of the articles of association as follows:

“Article 15.1:

15.1 Golden Shares shall only be transferable but always be freely transferable to other associations between communes and to communes, provinces or any other public law entities or private companies directly or indirectly controlled by public law entities or Fluvius System Operator CV (“Public Law Entities”).

In case the existing holders or the transferees would no longer be Public Law Entities, these entities will Transfer the concerned Golden Shares to an entity which qualifies as Public Law Entity within four weeks as of the date on which they have legally ceased to be Public Law Entities.”

2. Acknowledgment of the proposed merger between Interkabel Vlaanderen CV, holder of 16 liquidation dispreference shares in Telenet Group Holding NV, and Fluvius System Operator CV, as a result of which the liquidation dispreference shares will be transferred by operation of law to Fluvius System Operator CV at the time of the proposed merger.

3. Cancellation of shares

Proposed resolution: cancellation of six hundred thirty-one thousand eight hundred nineteen (631,819) own shares that the Company has acquired under the past and closed share repurchase programs. The unavailable reserve that has been created in accordance with the provisions of article 7:217 §2 of the Belgian Code of Companies and Associations, will be abrogated as set forth under article 7:219 §4 of the Belgian Code of Companies and Associations.

The text of paragraph 6.1 Capital and shares of Article 6: Capital - Shares of the articles of association will accordingly be amended as follows:

“6.1. Capital and shares

The capital of the company amounts twelve million seven hundred and ninety-nine thousand forty-nine euro forty cents (€ 12,799,049.40).

It is represented by one hundred and twelve million one hundred and ten thousand (112,110,000) shares without par value, comprising

- * one hundred twelve million fifteen thousand one hundred twenty seven (112,015,127) Ordinary Shares;*
- * thirty (30) Golden Shares;*
- * ninety-four thousand eight hundred forty-three (94,843) Liquidation Dispreference Shares.*

The capital has been fully and unconditionally subscribed for and is fully paid up.”

USE OF ABN AMRO'S AGM PLATFORM

Shareholders who wish to do so can complete, as further detailed below, all participation formalities via ABN AMRO's AGM platform: www.abnamro.com/evoting.

This platform enables shareholders to either vote by proxy prior to the extraordinary general shareholders' meeting or to virtually participate in and vote during the extraordinary general shareholders' meeting.

More information on the procedure can be found in the convening notice as well as on the Company's website (www.telenetgroup.be).

PARTICIPATION TO THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

1. *Registration date*

Only the persons who are shareholder on the registration date are entitled to participate in and vote at the extraordinary general shareholders' meeting. The registration date for the extraordinary general shareholders' meeting is **November 22, 2022 at midnight (24:00, Central European Time)**.

2. *Conditions of admission*

To be admitted to the extraordinary general shareholders' meeting, shareholders must fulfill the following conditions:

a. **Registration**

Shareholders must be registered as shareholders on the registration date at midnight:

- for registered shares, based on the registration of the shares in registered share register of the Company;
- for dematerialized shares, on the basis of the registration of the shares in the accounts of a recognized account holder or clearing institution.

b. **Notification**

Shareholders must, **before or at the latest on November 30, 2022**, notify their intention to participate in the extraordinary general shareholders' meeting:

- electronically to ABN AMRO Bank N.V. via www.abnamro.com/evoting (in the case of dematerialized shares, whether or not through the intervention of a financial intermediary acting on instruction of the shareholder);
- by e-mail to the Company, at corporategovernance@telenetgroup.be through the notice of registration that is available at the seat of the Company and on the Company's website; or
- by post addressed to the Company, at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of the Company Secretary through the notice of registration that is available at the seat of the Company and on the Company's website.

Holders of dematerialized shares must attach a certificate to the notification, delivered by the recognized account holder or clearing institution, evidencing the number of dematerialized shares registered in the name of the shareholder on its accounts on the registration date, with which such shareholder has indicated that it wants to participate at the extraordinary general shareholders' meeting.

In the event of an electronic notification to ABN AMRO Bank N.V., the recognized account holder or clearing institution must provide such attestation electronically via the following website: www.abnamro.com/intermediary.

3. Participation

The shareholder who fulfilled the admission requirements can participate in the extraordinary general shareholders' meeting as follows: (i) personally, (ii) by proxy (written or electronic), (iii) by letter or (iv) virtually.

To allow an efficient registration process, the shareholders or their proxy holders who personally attend the extraordinary general shareholders' meeting are requested to register by **9.30 am** at the latest.

The natural persons attending the extraordinary general shareholders' meeting in their capacity as shareholder, proxy holder or representative of a legal entity can be requested to provide evidence of their identity. In addition, the representatives of legal persons must provide the documents that determine their status as legal representative or proxy holder.

As mentioned above, the Company will only grant access to the premises of the extraordinary general shareholders' meeting to shareholders, proxy holders and other persons if and to the extent public gatherings are permitted by competent authorities on the date of the extraordinary general shareholders' meeting.

a. Personal

Each shareholder has the right to participate to the extraordinary general shareholders' meeting in person.

b. Powers of attorney

Each shareholder can also be represented by a proxy holder at the extraordinary general shareholders' meeting. The shareholder who wishes to be represented by proxy must deliver a power of attorney in written or electronic form **on November 30, 2022 at the latest**, as set out below:

- the electronic power of attorney is available to the shareholders who have registered electronically, by using the ABN AMRO platform (www.abnamro.com/evoting) where the shareholder can issue a proxy with voting instructions via an electronic form;
- the written power of attorney:
 - the model of proxy that is made available by the board of directors (i) at the registered office of the Company and (ii) on the website of the Company (www.telenetgroup.be) must be used;
 - the dated and signed power of attorney must reach the Company as set out in article 35.5 of the articles of association, amongst others (i) by e-mail to corporategovernance@telenetgroup.be or (ii) by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of Company Secretary.

The appointment of a proxy holder must be made in accordance with the applicable rules of Belgian law, including the rules on conflicts of interest and the keeping of a register. In addition, the shareholders must meet the admission requirements as described above.

c. Voting by letter

Each shareholder further has the right to cast its votes by letter by providing a dated and signed form to the Company **on November 30, 2022 at the latest**.

- Use must be made of the form made available by the board of directors (i) at the registered office of the Company and (ii) on the website of the Company (www.telenetgroup.be). The form for voting by letter must be validly signed.
- The form must reach the Company (i) by e-mail to corporategovernance@telenetgroup.be or (ii) by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of Company Secretary.

In addition, the shareholders must meet the admission requirements as described above.

d. Voting by virtually participating

Shareholders who wish to do so can virtually participate in and vote during the extraordinary general shareholders' meeting which will be broadcasted via www.abnamro.com/evoting.

Access to the live webcast is subject to compliance with the following procedure:

- Each shareholder who wishes to be granted access to the webcast, is requested to register for the webcast via www.abnamro.com/evoting. If you hold registered shares, please select 'Registrar' as your intermediary. You must complete the registration process for the webcast before or **at the latest on November 30, 2022**. After this date, registration will no longer be possible. If you wish to participate in the the extraordinary general shareholders' meeting, you must register for both meetings.
- Each shareholder who has notified their participation, will receive an email with a link via www.abnamro.com/evoting, to login to the Telenet online voting platform.
- After successful login and confirmation of the login via two-factor authentication (by SMS verification), the shareholder is automatically logged into the extraordinary general shareholders' meeting. Once registered for the webcast, the shareholder will receive an invitation and reminder for the webcast. Further instructions may be provided via www.abnamro.com/evoting and/or the Telenet online voting platform.
- Access to the webcast is possible **on December 6, 2022** from 9.00 am CET (1 hour before the start of the extraordinary general shareholders' meeting) until the end of the meeting via www.abnamro.com/evoting.

The Telenet online voting platform allows shareholders to (i) be directly, simultaneously and continuously informed on the discussions in the extraordinary general shareholders' meeting, (ii) to exercise their right to vote on all matters on which the extraordinary general shareholders' meeting is called upon to decide and (iii) participate in the deliberations and exercise their right to ask questions during the extraordinary general shareholders' meeting.

In accordance with article 7:137 of the Belgian Code of Companies and Associations, shareholders who virtually participate in and vote during the extraordinary general shareholders' meeting through the respective platform will be deemed to be present at the meeting. The used platform allows the Company to verify the capacity and identity of the shareholders.

As stated above, shareholders should make sure that the device and the internet connection they are using to connect are adequate and stable in order to virtually participate in the meeting. Telenet Group Holding NV cannot be held responsible should the shareholder encounter any connectivity issues, technical failures or malfunction of equipment attributable to his/her own internet connection and/or device.

For further questions regarding the following of the webcast or if you still wish to follow the webcast and you have not received an email confirming your participation from ABN AMRO or Beernink productions, please contact ABN AMRO at the following email address (ava@nl.abnamro.com).

4. Miscellaneous

a. Additional agenda items and proposed resolutions

Shareholders who, alone or together with other shareholders, hold at least 3% of the capital of the Company have the right to put additional items on the agenda of the extraordinary general shareholders' meeting and to submit proposed resolutions in relation to items that have been or are to be included in the agenda.

Shareholders who wish to exercise this right must, in order for their request to be examined at the extraordinary general shareholders' meeting:

- prove that they own at least 3% of the capital on the date of their request (i) on the basis of a certificate of registration of relevant shares in the register of registered shares of the Company, or (ii) on the basis of a certificate drawn up by the recognized account holder or the clearing institution stating that the relevant number of dematerialized shares have been registered in their name on their account;
- have fulfilled the admission requirements as described above for such percentage of the capital;
- formulate a written request, if applicable, accompanied by the text of the items to be discussed and the corresponding proposed resolutions, or of the text of the proposed resolutions to be placed on the agenda. Such written request must reach the Company (i) by post at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of the Company Secretary or (ii) by email to corporategovernance@telenetgroup.be, **before or at the latest on November 14, 2022.**

If applicable, the Company will publish (an) updated agenda(s), before or at the latest on **November 21, 2022**. At the same time, the Company will in such case make forms adapted to the updated agenda(s) available on the Company's website to its shareholders that can be used for the voting by letter and the voting by proxy. Powers of attorney and votes by letter that reach the Company prior to the publication of (an) updated agenda(s) remain valid for the agenda items to which they apply, subject to the applicable legislation and the further clarifications set out in the proxy forms and the forms for voting by correspondence.

b. Questions to the directors and/or the statutory auditor of the Company

Each shareholder has the right to ask questions to the directors or the statutory auditor of the Company relating to items on the agenda of the extraordinary general shareholders' meeting, provided that he/she has complied with the admission conditions as set out above. Questions can be asked during the meeting or can be submitted in writing prior to the meeting. Written questions must reach the Company (i) by mail at Liersesteenweg 4, 2800 Mechelen, Belgium, to the attention of the Company Secretary, or (ii) by e-mail at corporategovernance@telenetgroup.be, **before or at the latest on November 30, 2022**. Written and oral questions will be discussed during the meeting in accordance with applicable law.

c. Documents

The following documentation is available on the Company's website (www.telenetgroup.be):

- this convocation, including agenda and proposed resolutions (if applicable, as updated) as well as any documentation which the law requires to be made available to the shareholders together with the present convocation;
- the total number of shares and voting rights on the date of the convocation; and
- the forms for the notification of registration and the voting by proxy and by letter.

Shareholders can also obtain a free copy of this documentation at the office of the Company (Liersesteenweg 4, 2800 Mechelen, Belgium) or by e-mail to corporategovernance@telenetgroup.be.

d. Data protection

The Company is responsible for the processing of the personal data it receives from shareholders and proxy holders in the context of the extraordinary general shareholders' meeting in accordance with the applicable data protection legislation. The processing of such personal data will in particular take place for the analysis and management of the attendance and voting procedure in relation to the extraordinary general shareholders' meeting, this in accordance with the applicable legislation and the Company's Privacy Policy. This personal data will be transferred to third parties for the purpose of providing assistance in the management of attendance and voting procedures, and for analyzing the composition of the investor base. The personal data will not be stored any longer than necessary in light of the aforementioned objective and will therefore be erased or made anonymous in accordance with the Company's Privacy Policy.

Shareholders and proxy holders can find the Company's Privacy Policy on the Company's website. This Privacy Policy contains detailed information regarding the processing of the personal data of, among others, shareholders and proxy holders, including the rights that they can assert towards the Company in accordance with the applicable data protection legislation.

Shareholders and proxy holders can exercise their rights with regard to their personal data provided to the Company by contacting the Company's Data Protection Officer via privacy@telenetgroup.be.