

## CHAPTER I - LAW OF 2 MARCH 1989

**Subsequent declaration of interest held in a listed company  
consequently a percentage change or updating<sup>1</sup> - Declaration of acquisition or sale of  
control of a company that is subject to declaration**

<b>TRANSPARENCY DECLARATION (AS FAR AS NECESSARY AND APPLICABLE) (PREVIOUS TRANSPARENCY DECLARATION: DECEMBER 19, 2007)</b>
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**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>2</sup> ~~in the capacity as declarant acting for own account / in the capacity as declarant acting on behalf of a third party<sup>3</sup> / in the capacity as agent<sup>4</sup>~~

a) ~~natural person~~

~~surname + first name~~ .....

~~address~~ .....

~~phone number (optional)~~ .....

b) *legal person*

legal form + company name

Baker & McKenzie CVBA

registered office

Louizalaan 149

1050 Brussels (Belgium)

phone number

+32 (0)2 639.36.11

fax number

+32 (0)2 639.36.99

name and capacity of the

Koen Vanhaerents

signatory of the declaration

For the purpose of this Transparency 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 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 registered office at rue Martel 58, 2134 Luxembourg, Luxembourg;

<sup>1</sup> See Article 8, § 2, and Article 8, § 4, of the Royal Decree of 10 May 1989.

<sup>2</sup> Cross out what is not appropriate.

<sup>3</sup> I.e. where a third party holds rights for the account of another person.

<sup>4</sup> Each time a person who is subject to declaration entrusts this task to another person.

- (c) **LGI TELENET I B.V.**, a private limited liability company (*besloten vennootschap*) incorporated under the laws of the Netherlands, with registered office at 1119 PE Schiphol-Rijk, Boeing Avenue 53, the Netherlands (Comm. Reg. 34217370);
- (d) **BINAN INVESTMENTS B.V.**, a private limited liability company (*besloten vennootschap*) incorporated under the laws of the Netherlands, with registered office at 1119 PE Schiphol-Rijk, Boeing Avenue 53, the Netherlands (Comm. Reg.: 33256392);
- (e) **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;
- (f) **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;
- (g) **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;
- (h) **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;
- (i) **ACKERMANS & VAN HAAREN NV**, a corporation (*naamloze vennootschap*) organized and existing under the laws of Belgium, with registered office at Begijnenvest 113, 2000 Antwerpen, Belgium, registered with the Register of Legal Persons (Belgium) under enterprise number RPR 0404.616.494.

This Transparency Declaration is made, as far as necessary, with respect to the situation as on June 20, 2008.

### 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).

<i><b>Overview</b></i>
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<b>(1) INFORMATION WITH RESPECT TO CERTAIN SECURITIES</b>
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**(A) Profit Certificate Options**

Telenet Group Holding adopted employee plans pursuant to which the board of directors of Telenet Group Holding granted “Class A Options” to senior management and “Class B Options” to management. Each Class A Option entitles the holder thereof, subject to certain conditions, to subscribe to one “Class A Profit Certificate” against payment of €5.08. Each Class B Option entitles the holder thereof, subject to certain conditions, to subscribe to one “Class B Profit Certificate” against payment of €6.35. 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 certain other distribution on equal footing with other Telenet Group Holding Shares as from the year of exercise of the Class A or B Option.

In principle, holders of Class A and B Profit Certificates are 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.

**(B) Stock Options**

The extraordinary shareholders’ meeting of December 27, 2007 decided to issue 3,300,000 warrants in the context of a “Stock Option Plan 2007”. Each of these warrants gives the holder the right to subscribe to 1 (one) new share of Telenet Group Holding. The warrants can be granted to employees of Telenet Group Holding and its subsidiaries and to the Chief Executive Officer of Telenet Group Holding. The (new) shares to be issued upon exercise of these warrants will be ordinary shares of the company and will have the same rights and benefits (including the right on dividends) as the existing ordinary shares prior to the issuance of the new shares. The warrants generally vest in sixteen equal parts per quarter over a period of four years. The warrants have a term of ten (10) years as of the date of their issuance (*i.e.* as of December 27, 2007), although the period may be shortened upon the effective grant. On May 29, 2008, the annual general shareholders’ meeting decided to annul 317,000 Stock Options 2007.

The extraordinary general shareholders’ meeting of May 29, 2008 decided to issue 317,000 warrants in the context of a “Stock Option Plan 2008”. The warrants have been granted to the Chief Executive Officer of Telenet Group Holding. The (new) shares to be issued upon exercise of these warrants will be ordinary shares of the company and will have the same rights and benefits (including the right on dividends) as the existing ordinary shares prior to the issuance of the new shares. The warrants generally vest in sixteen equal parts per quarter over a period of four years. The warrants have a term of five (5) years as of the date of their issuance (*i.e.* as of May 29, 2008).

## (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 / <del>for the account of</del> <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., LGI Telenet I B.V., and Binan Investments B.V.
Acting in concert with	See section (8) and section (13)
Date of completion of the situation giving rise to the declaration	June 20, 2008
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

	previous declaration		modification (+ or -)	new declaration	
	numerator	% <sup>2</sup>		numerator	%
1. <b>Effective voting rights</b> attaching to securities					
• representing the capital	5,159,302 (**)	4.72	0	5,159,302 (**)	4.69
• 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.:					
◇ conversion of Profit Certificates					
◇ exercise of Stock Options					
• rights and commitments for acquisition of <b>issued securities</b> , viz.:					
◇ options					
◇ warrants relating to issued securities					
◇ commitments arising from a contract					
◇ others (give details as appropriate)					
<b>Total</b>	5,159,302	4.63	0	5,159,302	4.47
<b>Mention</b>					
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:					
• bond conversion					
• exercise of warrants					
• others (give details as appropriate)					
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 4.					

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

<sup>2</sup> This percentage is to be calculated on the basis of the denominator used in the preceding declaration.

**(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 / <del>for the account of</del> <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., LGI Telenet I B.V., and Binan Investments B.V.
Acting in concert with	See section (8) and section (13)
Date of completion of the situation giving rise to the declaration	June 20, 2008
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*

	previous declaration		modification (+ or -)	new declaration	
	numerator	% <sup>2</sup>		numerator	%
1. <b>Effective voting rights</b> attaching to securities					
• representing the capital	7,135,185	6.53	0	7,135,185	6.48
• 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.:					
◇ conversion of Profit Certificates					
◇ exercise of Stock Options					
• rights and commitments for acquisition of <b>issued securities</b> , viz.:					
◇ options					
◇ warrants relating to issued securities					
◇ commitments arising from a contract					
◇ others (give details as appropriate)					
<b>Total</b>	7,135,185	6.40	0	7,135,185	6.18
<u>Mention</u> Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:					
• bond conversion					
• exercise of warrants					
• others (give details as appropriate)					
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 4.					

<sup>2</sup> This percentage is to be calculated on the basis of the denominator used in the preceding declaration.

**(4) LGI TELENET I B.V.***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / <del>for the account of</del> <sup>1</sup> (cross out what is not appropriate)	LGI Telenet I 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 Binan Investments B.V.
Acting in concert with	See section (8) and section (13)
Date of completion of the situation giving rise to the declaration	June 20, 2008
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*

	previous declaration		modification (+ or -)	new declaration	
	numerator	% <sup>2</sup>		numerator	%
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>	4,250,000	3.89	0	4,250,000	3.86
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>◇ conversion of Profit Certificates</li> <li>◇ exercise of Stock Options</li> </ul> </li> <li>rights and commitments for acquisition of <b>issued securities</b>, viz.: <ul style="list-style-type: none"> <li>◇ options</li> <li>◇ warrants relating to issued securities</li> <li>◇ commitments arising from a contract</li> <li>◇ others (give details as appropriate)</li> </ul> </li> </ul>					
Total	4,250,000	3.81	0	4,250,000	3.68
<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>bond conversion</li> <li>exercise of warrants</li> <li>others (give details as appropriate)</li> </ul>					
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 4.					

<sup>2</sup> This percentage is to be calculated on the basis of the denominator used in the preceding declaration.

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

Name of the company concerned	Telenet Group Holding NV
Rights held by / <del>for the account of</del> <sup>1</sup> (cross out what is not appropriate)	Binan 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 LGI Telenet I B.V.
Acting in concert with	See section (8) and section (13)
Date of completion of the situation giving rise to the declaration	June 20, 2008
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*

	previous declaration		modification (+ or -)	new declaration	
	numerator	% <sup>2</sup>		numerator	%
1. <b>Effective voting rights</b> attaching to securities					
• representing the capital	39,323,914	35.97	0	39,323,914	35.73
• 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.:					
◇ conversion of Profit Certificates					
◇ exercise of Stock Options					
• rights and commitments for acquisition of <b>issued securities</b> , viz.:					
◇ options					
◇ warrants relating to issued securities					
◇ commitments arising from a contract					
◇ others (give details as appropriate)					
<b>Total</b>	39,323,914	35.27	0	39,323,914	34.06
<b>Mention</b> Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:					
• bond conversion					
• exercise of warrants					
• others (give details as appropriate)					
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 4.					

<sup>2</sup> This percentage is to be calculated on the basis of the denominator used in the preceding declaration.

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

Name of the company concerned	Telenet Group Holding NV
Rights held by / <del>for the account of</del> <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., LGI Telenet I B.V. and Binan Investments B.V. (together the "Liberty Group") (addresses and legal form, see as of page 1)
Related to	
Acting in concert with	See section (8) and section (13).
Date of completion of the situation giving rise to the declaration	June 20, 2008
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*

	previous declaration		modification (+ or -)	new declaration	
	numerator	% <sup>2</sup>		numerator	%
1. <b>Effective voting rights</b> attaching to securities					
• representing the capital	55,868,401 (**)	51.11	0	55,868,401 (**)	50.76
• 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.:					
◇ conversion of Profit Certificates					
◇ exercise of Stock Options					
• rights and commitments for acquisition of <b>issued securities</b> , viz.:					
◇ options					
◇ warrants relating to issued securities					
◇ commitments arising from a contract					
◇ others (give details as appropriate)					
<b>Total</b>	55,868,401	50.12	0	55,868,401	48.38
<b>Mention</b> Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:					
• bond conversion					
• exercise of warrants					
• others (give details as appropriate)					
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 4.					

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

<sup>2</sup> This percentage is to be calculated on the basis of the denominator used in the preceding declaration.

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

Name of the company concerned	Telenet Group Holding NV
Rights held by / <del>for the account of</del> <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 (8)
Date of completion of the situation giving rise to the declaration	June 20, 2008
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*

	previous declaration		modification (+ or -)	new declaration	
	numerator	% <sup>2</sup>		numerator	%
1. <b>Effective voting rights</b> attaching to securities					
• representing the capital	1,042,913	0.95	0	1,042,913	0.95
• 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.:					
◇ conversion of Profit Certificates					
◇ exercise of Stock Options					
• rights and commitments for acquisition of <b>issued securities</b> , viz.:					
◇ options					
◇ warrants relating to issued securities					
◇ commitments arising from a contract					
◇ others (give details as appropriate)					
<b>Total</b>	1,042,913	0.94	0	1,042,913	0.90
<b>Mention</b> Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:					
• bond conversion					
• exercise of warrants					
• others (give details as appropriate)					
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 4.					

<sup>2</sup> This percentage is to be calculated on the basis of the denominator used in the preceding declaration.

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

Name of the company concerned	Telenet Group Holding NV
Rights held by / <del>for the account of</del> <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., LGI Telenet I B.V., Binan Investments B.V., and CDP Capital Communications Belgique Inc. (together the "Liberty Global Consortium") (address and legal form, see as of page 1)
Related to	With respect to InvestCo Belgian Cable 1 S.à r.l., InvestCo Belgian Cable 2 S.à r.l., Binan Investments B.V., and LGI Telenet I B.V.: see section (6).
Acting in concert with	With respect to InvestCo Belgian Cable 1 S.à r.l., InvestCo Belgian Cable 2 S.à r.l., Binan Investments B.V., LGI Telenet I B.V.: see section (13).
Date of completion of the situation giving rise to the declaration	June 20, 2008
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*

	previous declaration		modification (+ or -)	new declaration	
	numerator	% <sup>2</sup>		numerator	%
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>	56,911,314 (**)	52.06	0	56,911,314 (**)	51.70
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>conversion of Profit Certificates</li> <li>exercise of Stock Options</li> </ul> </li> <li>rights and commitments for acquisition of <b>issued securities</b>, viz.: <ul style="list-style-type: none"> <li>options</li> <li>warrants relating to issued securities</li> <li>commitments arising from a contract</li> <li>others (give details as appropriate)</li> </ul> </li> </ul>					
<b>Total</b>	56,911,314	51.05	0	56,911,314	49.29
<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>bond conversion</li> <li>exercise of warrants</li> <li>others (give details as appropriate)</li> </ul>					
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 4.					

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

<sup>2</sup> This percentage is to be calculated on the basis of the denominator used in the preceding declaration.

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

Name of the company concerned	Telenet Group Holding NV
Rights held by / <del>for the account of</del> <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 (12) and section (13)
Date of completion of the situation giving rise to the declaration	June 20, 2008
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*

	previous declaration		modification (+ or -)	new declaration	
	numerator	% <sup>2</sup>		numerator	%
1. <b>Effective voting rights</b> attaching to securities					
• representing the capital	94,895	0.09	0	94,895	0.09
• 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.:					
◇ conversion of Profit Certificates					
◇ exercise of Stock Options					
• rights and commitments for acquisition of <b>issued securities</b> , viz.:					
◇ options					
◇ warrants relating to issued securities					
◇ commitments arising from a contract					
◇ others (give details as appropriate)					
Total	94,895	0.09	0	94,895	0.08
<u>Mention</u> Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:					
• bond conversion					
• exercise of warrants					
• others (give details as appropriate)					
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 4.					

<sup>2</sup> This percentage is to be calculated on the basis of the denominator used in the preceding declaration.

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

Name of the company concerned	Telenet Group Holding NV
Rights held by / <del>for the account of</del> <sup>1</sup> (cross out what is not appropriate)	KBC Private Equity NV (address and legal form, see as of page 1)
Related to	
Acting in concert with	See section (12) and section (13)
Date of completion of the situation giving rise to the declaration	June 20, 2008
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*

	previous declaration		modification (+ or -)	new declaration	
	numerator	% <sup>2</sup>		numerator	%
1. <b>Effective voting rights</b> attaching to securities					
• representing the capital	4,001,215	3.66	-298,950	3,702,265	3.36
• 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.:					
◇ conversion of Profit Certificates					
◇ exercise of Stock Options					
• rights and commitments for acquisition of <b>issued securities</b> , viz.:					
◇ options					
◇ warrants relating to issued securities					
◇ commitments arising from a contract					
◇ others (give details as appropriate)					
<b>Total</b>	4,001,215	3.59	-298,950	3,702,265	3.21
<b>Mention</b> Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:					
• bond conversion					
• exercise of warrants					
• others (give details as appropriate)					
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 4.					

<sup>2</sup> This percentage is to be calculated on the basis of the denominator used in the preceding declaration.

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

Name of the company concerned	Telenet Group Holding NV
Rights held by / <del>for the account of</del> <sup>1</sup> (cross out what is not appropriate)	Sofinim NV (address and legal form, see as of page 1)
Related to	Ackermans & Van Haaren NV
Acting in concert with	See section (12) and section (13)
Date of completion of the situation giving rise to the declaration	June 20, 2008
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*

	previous declaration		modification (+ or -)	new declaration	
	numerator	% <sup>2</sup>		numerator	%
1. <b>Effective voting rights</b> attaching to securities					
• representing the capital	225,378	0.21	0	225,378	0.20
• 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.:					
◇ conversion of Profit Certificates					
◇ exercise of Stock Options					
• rights and commitments for acquisition of <b>issued securities</b> , viz.:					
◇ options					
◇ warrants relating to issued securities					
◇ commitments arising from a contract					
◇ others (give details as appropriate)					
<b>Total</b>	225,378	0.20	0	225,378	0.20
<b>Mention</b> Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:					
• bond conversion					
• exercise of warrants					
• others (give details as appropriate)					
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 4.					

<sup>2</sup> This percentage is to be calculated on the basis of the denominator used in the preceding declaration.

**(12) FINANCIAL CONSORTIUM***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / <del>for the account of</del> <sup>1</sup> (cross out what is not appropriate)	Ibel NV, KBC Private Equity NV, and Sofinim NV (together the "Financial Consortium") (address and legal form, see as of page 1)
Related to	With respect to Sofinim NV: see section (15).
Acting in concert with	See section (13)
Date of completion of the situation giving rise to the declaration	June 20, 2008
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*

	previous declaration		modification (+ or -)	new declaration	
	numerator	% <sup>2</sup>		numerator	%
1. <b>Effective voting rights</b> attaching to securities					
• representing the capital	4,321,488	3.95	-298,950	4,022,538	3.65
• 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.:					
◇ conversion of Profit Certificates					
◇ exercise of Stock Options					
• rights and commitments for acquisition of <b>issued securities</b> , viz.:					
◇ options					
◇ warrants relating to issued securities					
◇ commitments arising from a contract					
◇ others (give details as appropriate)					
<b>Total</b>	4,321,488	3.88	-298,950	4,022,538	3.48
<b>Mention</b>					
Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:					
• bond conversion					
• exercise of warrants					
• others (give details as appropriate)					
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 4.					

<sup>2</sup> This percentage is to be calculated on the basis of the denominator used in the preceding declaration.

**(13) THE PARTIES SUB (A) TO (D) AND (F) TO (H) AS OF PAGE 1**

Table I : general information

Name of the company concerned	Telenet Group Holding NV
Rights held by / <del>for the account of</del> <sup>†</sup> (cross out what is not appropriate)	InvestCo Belgian Cable 1 S.à r.l., InvestCo Belgian Cable 2 S.à r.l., Binan Investments B.V., LGI Telenet I B.V., Ibel NV, KBC Private Equity NV, Sofinim NV, (address and legal form, see as of page 1)
Related to	<ul style="list-style-type: none"> <li>With respect to InvestCo Belgian Cable 1 S.à r.l., InvestCo Belgian Cable 2 S.à r.l., Binan Investments B.V., and LGI Telenet I B.V.: see section (6).</li> <li>With respect to Sofinim NV: see section (15).</li> </ul>
Acting in concert with	<ul style="list-style-type: none"> <li>With respect to InvestCo Belgian Cable 1 S.à r.l., InvestCo Belgian Cable 2 S.à r.l., Binan Investments B.V., and LGI Telenet I B.V.: see section (8).</li> <li>With respect to Ibel NV, KBC Private Equity NV, Sofinim NV: see section (12).</li> </ul>
Date of completion of the situation giving rise to the declaration	June 20, 2008
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

	previous declaration (***)		modification (+ or -)	new declaration	
	numerator	% <sup>2</sup>		numerator	%
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>	60,189,889 (**)	55.06	-298,950	59,890,939 (**)	54.41
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>◇ conversion of Profit Certificates</li> <li>◇ exercise of Stock Options</li> </ul> </li> <li>rights and commitments for acquisition of <b>issued securities</b>, viz.: <ul style="list-style-type: none"> <li>◇ options</li> <li>◇ warrants relating to issued securities</li> <li>◇ commitments arising from a contract</li> <li>◇ others (give details as appropriate)</li> </ul> </li> </ul>					
<b>Total</b>	60,189,889	53.99	-298,950	59,890,939	51.87
<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>bond conversion</li> <li>exercise of warrants</li> <li>others (give details as appropriate)</li> </ul>					
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period					

<sup>2</sup> This percentage is to be calculated on the basis of the denominator used in the preceding declaration.

(Type + waiting/exercise period)

See Section (1) on page 4.

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

**(14) ACKERMANS & VAN HAAREN NV***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / <del>for the account of</del> <sup>1</sup> (cross out what is not appropriate)	Ackermans & van Haaren NV (address and legal form, see as of page 1)
Related to	Sofinim NV
Acting in concert with	
Date of completion of the situation giving rise to the declaration	June 20, 2008
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*

	previous declaration		modification (+ or -)	new declaration	
	numerator	% <sup>2</sup>		numerator	%
1. <b>Effective voting rights</b> attaching to securities					
• representing the capital	90,000	0.08	0	90,000	0.08
• 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.:					
◇ conversion of Profit Certificates					
◇ exercise of Stock Options					
• rights and commitments for acquisition of <b>issued securities</b> , viz.:					
◇ options					
◇ warrants relating to issued securities					
◇ commitments arising from a contract					
◇ others (give details as appropriate)					
<b>Total</b>	90,000	0.08	0	90,000	0.08
<b>Mention</b> Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:					
• bond conversion					
• exercise of warrants					
• others (give details as appropriate)					
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 4.					

<sup>2</sup> This percentage is to be calculated on the basis of the denominator used in the preceding declaration.

**(15) ACKERMANS & VAN HAAREN NV AND SOFINIM NV***Table I : general information*

Name of the company concerned	Telenet Group Holding NV
Rights held by / <del>for the account of</del> <sup>1</sup> (cross out what is not appropriate)	Ackermans & van Haaren NV and Sofinim NV (address and legal form, see as of page 1)
Related to	
Acting in concert with	With respect to Sofinim NV: see section (12) and section (13).
Date of completion of the situation giving rise to the declaration	June 20, 2008
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*

	previous declaration		modification (+ or -)	new declaration	
	numerator	% <sup>2</sup>		numerator	%
1. <b>Effective voting rights</b> attaching to securities					
• representing the capital	315,378	0.29	0	315,378	0.29
• 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.:					
◇ conversion of Profit Certificates					
◇ exercise of Stock Options					
• rights and commitments for acquisition of <b>issued securities</b> , viz.:					
◇ options					
◇ warrants relating to issued securities					
◇ commitments arising from a contract					
◇ others (give details as appropriate)					
Total	315,378	0.28	0	315,378	0.27
<u>Mention</u> Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses:					
• bond conversion					
• exercise of warrants					
• others (give details as appropriate)					
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 4.					

<sup>2</sup> This percentage is to be calculated on the basis of the denominator used in the preceding declaration.

**b. Description of the denominator**

	Previous Declaration (December 19, 2008)	New Declaration
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>	109,313,539	110,069,492
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 securities to be issued, viz.: <ul style="list-style-type: none"> <li>◇ conversion of Profit Certificates</li> <li>◇ exercise of Stock Options</li> </ul> </li> </ul>	2,166,707 0	2,097,698 3,300,000
<b>Total</b>	<b>111,480,246</b>	<b>115,467,190</b>

**5. Additional information to be provided if the number of securities held is equal to or greater than 20 % (see Article 8, § 1, paragraph 3, of the Royal Decree of 10 May 1989)****a. Description of the overall strategy in the course of which the acquisition or sale is made:****(a) Syndicate Agreement**

The Mixed Intercommunales (“MICs”), Interkabel Vlaanderen CVBA (“Interkabel”), GIMV, the Financial Consortium and Electrabel NV (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 its IPO in 2005. As a result of the Syndicate Shareholders having entered into a Syndicate Agreement, the current Syndicate Shareholders could be considered as parties acting in concert.

The Syndicate Agreement provides that if a Syndicate Shareholder (as an aggregation, to the extent such Syndicate Shareholder is part of an aggregation) ceases to own at least 3 percent of the outstanding Shares in Telenet Group Holding, the Syndicate Agreement shall no longer apply to such Syndicate Shareholder (or such aggregation), except for those provisions of the Syndicate Agreement which as per their explicit wording contemplate effectiveness after a person ceases to be a Syndicate Shareholder, each of which expressly continuing provisions shall continue to apply in accordance with its terms. Electrabel NV, GIMV, Interkabel and the MICs are no longer a Syndicate Shareholder since they do no longer own at least 3 percent of the outstanding shares in Telenet Group Holding.

The Telenet Group Holding shares acquired by CDP Capital Communications Belgique Inc. ("CDPQ") upon exercise of its Subordinated Debt Warrants are not subject to the Syndicate Agreement (see also sub-section (b) below).

**(b) Liberty Global Consortium**

The Liberty Group comprises the affiliated persons LGI Telenet I B.V., Binan Investments B.V., InvestCo Belgian Cable 1 S.à r.l. ("InvestCo 1") and InvestCo Belgian Cable 2 S.à r.l. ("InvestCo 2"; InvestCo 1 and InvestCo 2 are sometimes together referred to as the "InvestCos").

The Liberty Group has been structured so that Binan Investments B.V. indirectly fully controls LGI Telenet I B.V. which in turn fully controls both of the InvestCos. As affiliated companies, the members of the Liberty Group are considered as parties acting in concert. The ultimate parent company of the Liberty Group is Liberty Global Inc., a NASDAQ listed company.

LGI Telenet I BV and CDPQ are parties to a separate shareholders' agreement containing certain arrangements relating to the shares and warrants held by the InvestCos in Telenet Group Holding concerning voting, transfer and other restrictions ("InvestCo Shareholders' Agreement"). As a result of the Liberty Global Consortium members having entered into such shareholders' agreement, the Liberty Global Consortium could be considered as acting in concert. The Liberty Global Consortium is comprised of the Liberty Group and CDPQ.

Following the cashless exercise of the 731,768 Subordinated Debt Warrants held by CDPQ, CDPQ held, since August 10, 2007, 1,042,913 Telenet Group Holding shares. In addition, CDPQ had economic interests in 4,827, of the 38,841 Subordinated Debt Warrants issued by Telenet Group Holding that were held by InvestCo 1. Also these 4,827 Subordinated Debt Warrants have been subject to a cashless exercise, resulting in the issue of 6,880 Telenet Group Holding shares on August 10, 2007. These 6,880 Telenet Group Holding Shares will be transferred to CDPQ either upon the request of CDPQ in accordance with the InvestCo Shareholders' Agreement or if and when the InvestCo Shareholders' Agreement is terminated.

The shares resulting from the cashless exercise of the Subordinated Debt Warrants are not to be considered as Syndicate Shares. However, the shares held by InvestCo 1, on behalf of CDPQ, remain subject to the voting, transfer and other restrictions contained in the InvestCo Shareholders' Agreement. Also the other shares held directly by CDPQ remain subject to the transfer restrictions in the InvestCo Shareholders' Agreement.

**(c) The present transparency declaration**

The present transparency declaration is filed as a result of the sale of 298,950 Shares by KBC Private Equity NV. As set out in the prospectus relating to the initial public offering by Telenet Group Holding, the Syndicate Agreement contains, amongst other things, various rights of

first offer and other arrangements with respect to the Shares of the Syndicate Shareholders. In this respect, Syndicate Shareholders have rights of first offer in respect of transfers of Shares by Syndicate Shareholders to third parties that are not effected through market sales, being sales via Euronext or another internationally recognized market, including a block trade or a cross trade, or through a public or private offering. These rights of first offer do not apply to certain market sales. Within this context, KBC Private Equity NV sold 298,950 Shares via market sales.

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

	number	manner of acquisition
1. <del>Effective voting rights</del> attaching to securities		
<ul style="list-style-type: none"> <li>• <del>representing capital</del></li> <li>• <del>not representing capital</del></li> </ul>		
2. <del>Future voting rights</del> , potential or not, resulting from		
<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>		

As far as applicable:

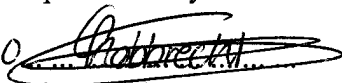
Party	Number of Shares	Manner of Acquisition
Binan Investments B.V.	18,668,826	Private acquisition of shares on November 1, 2007
	20,655,088	Private acquisition of shares on November 2, 2007
LGI Telenet I B.V.	4,250,000	Private acquisition of shares on December 17, 2007
InvestCo Belgian Cable 1 S.à.r.l.	96,958	Acquisition of shares pursuant to the exercise of Subordinated Debt Warrants (on August 10, 2007)
CDP Capital Communications Belgique Inc	1,042,913	Acquisition of shares pursuant to the exercise of Subordinated Debt Warrants (on August 10, 2007)
Ibel NV	81,444	Acquisition of shares pursuant to the exercise of Subordinated Debt Warrants (on August 10, 2007)
KBC Private Equity NV	773,694	Acquisition of shares pursuant to the exercise of Subordinated Debt Warrants (on August 10, 2007)
Sofinim NV	193,431	Acquisition of shares pursuant to the exercise of Subordinated Debt Warrants (on August 10, 2007)

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

Subsequent declaration of interest

Done on June 20, 2008 in Brussels (Belgium)

Baker & McKenzie CVBA,  
represented by Koen Vanhaerents

i.o.   
(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.