

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 ANNUAL GENERAL SHAREHOLDERS' MEETING

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

GENERAL INFORMATION

Date, time and location: The annual general shareholders' meeting will be held on Wednesday April 26, 2023 at 10.00 a.m. CEST at **Liersesteenweg 4, 2800 Mechelen**. There is no quorum requirement for the annual general shareholders' meeting.

Applicable participation formalities are detailed further in this convening notice. Shareholders are encouraged 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 annual general shareholders' meeting.

AGENDA OF THE ANNUAL GENERAL SHAREHOLDERS' MEETING

1. Reports on the statutory financial statements

Communication of and discussion on the annual report of the board of directors and the report of the statutory auditor on the statutory financial statements for the financial year ended on December 31, 2022.

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

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

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

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

Proposed resolution: approval of the statutory financial statements for the financial year ended on December 31, 2022, and of the proposed allocation of the result, including the approval of a dividend of EUR 1.0 per share gross, payable as from May 5, 2023. This represents an aggregate amount of EUR 108.6 million gross as per March 21, 2023, which aggregate amount may change in function of possible changes in the number of own shares held by the Company on the record date for the payment of

the dividend. The annual general meeting delegates all further powers with regard to the payment of the dividend to the board of directors.

4. Communication of and discussion on the remuneration report

Communication of and discussion on the remuneration report, included in the annual report of the board of directors, for the financial year ended on December 31, 2022.

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

5. Communication of and approval of the remuneration policy

Communication of and approval of the remuneration policy.

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

6. Discharge from liability to the directors

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

7. Discharge from liability to the statutory auditor

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

8. Re-appointment of directors

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

Proposed resolutions:

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

- (b) Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Manuel Kohnstamm as director of the Company, remunerated as set forth in the remuneration policy submitted for approval to this annual general shareholders' meeting, for a term of 4 years, with immediate effect and until the closing of the annual general shareholders' meeting of 2027 which will be held to deliberate on the financial statements of the financial year ended on December 31, 2026.
- (c) Re-appointment, upon nomination in accordance with Article 18.1(ii) of the articles of association, of Mr. Enrique Rodriguez as director of the Company, remunerated as set forth in the remuneration policy submitted for approval to this annual general shareholders' meeting, for a term of 4 years, with immediate effect and until the closing of the annual general shareholders' meeting of 2027 which will be held to deliberate on the financial statements of the financial year ended on December 31, 2026.

9. Re-appointment of the statutory auditor

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

10. Ratification and approval in accordance with article 7:151 of the Belgian Code of Companies and Associations

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

PARTICIPATION TO THE ANNUAL 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 annual general shareholders' meeting. The registration date for the annual general shareholders' meeting is **April 12, 2023 at midnight (24:00, Central European Summer Time)**.

2. Conditions of admission

To be admitted to the annual 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;
- for dematerialized shares, on the basis of the registration of the shares in the accounts of a recognized account holder or central securities depository.

b. Notification

Shareholders must, **before or at the latest on April 20, 2023**, notify their intention to participate in the annual 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 and on the website of the Company; 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 and on the website of the Company.

Holders of dematerialized shares must attach a certificate to the notification, delivered by the recognized account holder or central securities depository, 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 annual general shareholders' meeting.

In the event of an electronic notification to ABN AMRO Bank N.V., the recognized account holder or central securities depository 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 annual 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 annual general shareholders' meeting are requested to register by **9.30 am** at the latest.

The natural persons attending the annual 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.

The Company will only grant access to the premises of the annual 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 annual general shareholders' meeting.

a. Personal

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

b. Powers of attorney

Each shareholder can also be represented by a proxy holder at the annual general shareholders' meeting. The shareholder who wishes to be represented by proxy must deliver a power of attorney in written or electronic form **on April 20, 2023 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.

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 April 20, 2023 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 annual 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 April 20, 2023**. After this date, registration will no longer be possible.
- 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 annual 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 April 26, 2023 from 9.00 am CEST (1 hour before the start of the annual 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 annual general shareholders' meeting, (ii) to exercise their right to vote on all matters on which the annual general shareholders' meeting is called upon to decide and (iii) participate in the deliberations and exercise their right to ask questions during the annual 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 annual general shareholders' meeting through the respective platform will be deemed to be present at the meeting. The platform allows the Company to verify the capacity and identity of the shareholders.

Telenet Group Holding NV cannot be held responsible for connectivity issues or technical failures attributable to the internet connection and/or device used by a shareholder.

For further questions or if you have not received an email from ABN AMRO confirming your participation, please seek contact 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 annual 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 annual 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 central securities depository 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 April 4, 2023.**

If applicable, the Company will publish (an) updated agenda(s), before or at the latest on **April 11, 2023**. At the same time, the Company will in such case make forms adapted to the updated agenda 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 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 annual 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 April 20, 2023**. 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 (including the statutory and consolidated accounts and reports on such accounts and the proposed remuneration policy);
- 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 registered office of the Company (Liersesteenweg 4, 2800 Mechelen, Belgium) or by email 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 annual 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 annual 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 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.

***** Unofficial English translation – For convenience purposes only *****

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.