



The enclosed information constitutes regulated information as defined in the Royal Decree of 14 November 2007 regarding the duties of issuers of financial instruments which have been admitted for trading on a regulated market.

## April 2015 Update on share capital, outstanding securities and voting rights

Mechelen, July 8, 2015 – Telenet Group Holding NV (“Telenet” or “the Company”) (Euronext Brussels: TNET) hereby discloses information in accordance with Article 15 of the Law of May 2, 2007 and the related Royal Decree of February 14, 2008:

|  | April 30, 2015  | December 31, 2014 | Difference |
|--|-----------------|-------------------|------------|
| <b>Share Capital</b>                                       | € 12,720,739.59 | € 12,711,165.66   | € 9,573.93 |
| <b>Total number of voting securities (the denominator)</b> | 116,996,093     | 116,908,039       | 88,054     |
| Ordinary shares  | 116,901,220     | 116,813,166       | 88,054     |
| Liquidation Dispreference Shares                           | 94,843          | 94,843            | 0          |
| Golden Shares  | 30              | 30                | 0          |
| <b>Total number of voting rights related to</b>            | 116,531,920     | 116,873,561       | -341,641   |
| Ordinary shares  | 116,437,047     | 116,778,688       | -341,641   |
| Liquidation Dispreference Shares                           | 94,843          | 94,843            | 0          |
| Golden Shares  | 30              | 30                | 0          |
| <b>Warrants</b>  |                 |                   |            |
| Warrants   | 341,070         | 429,124           | -88,054    |

Since December 31, 2014 until April 30, 2015, the following movements took place in the share capital and in the number of outstanding voting rights:

- The Company has repurchased 473,445 additional own shares under the Share Repurchase Program 2015; the voting rights attached to these shares are suspended as long as Company holds these shares;
- following the exercise of 43,750 stock options, the Company delivered 43,750 shares to the concerned stock option holders on April 13, 2015;
- on April 13, 2015 88,054 warrants were converted into 88,054 ordinary shares. As a result thereof, the share capital of the Company was increased with € 9,573.93 and the issue premiums were increased with € 1,355,548.53.



The rights attached to the **Golden Shares** and to the **Liquidation Dispreference Shares** are described in Telenet's articles of association, available on our website (<http://investors.telenet.be/phoenix.zhtml?c=241896&p=irol-govbylaws>) under the Governance section.

Each **Warrant** gives the right to subscribe to one ordinary share under the conditions set out in the terms and conditions of the Warrant Plan 2007 and the Warrant Plan 2010.

Any increase above (or decrease below) the following thresholds, requires a transparency declaration to Telenet and the Financial Services and Markets Authority (FSMA):

1. 3% statutory threshold, as set out by the articles of association of the Company;
2. 5% or each multiple of 5%, as set out by Belgian law.

Transparency declaration forms and a detailed guide for completing such a declaration can be found on the website of the FSMA: <http://www.fsma.be/en/Supervision/fm/gv/ah/circmedprak.aspx>

The transparency declaration form should be submitted to:

1. FSMA (email: [trp.fin@fsma.be](mailto:trp.fin@fsma.be) and fax\* +32 2 220 59 12)
  2. Telenet (email: [investor.relations@staff.telenet.be](mailto:investor.relations@staff.telenet.be) and [bart.van.sprundel@staff.telenet.be](mailto:bart.van.sprundel@staff.telenet.be) and fax\* +32 +32 15 33 59 59)
- (\* For reasons of legal certainty)

This information will also be available on the investor relations pages of our website ([investors.telenet.be](http://investors.telenet.be)).

#### Contacts

|                          |                   |  |                         |
|--------------------------|-------------------|--|-------------------------|
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**About Telenet** – Telenet is a leading provider of media and telecommunication services. Its business comprises the provision of cable television, high speed internet and fixed and mobile telephony services, primarily to residential customers in Flanders and Brussels. In addition, Telenet offers services to business customers across Belgium under the brand Telenet Business. Telenet is listed on the Euronext Brussels Stock Exchange under the ticker symbol TNET and is part of the BEL20 stock market index.

**Additional Information** – Additional information on Telenet and its products can be obtained from the Company's website <http://www.telenet.be>. Further information regarding the operating and financial data presented herein can be downloaded from the investor relations pages of this website. The Company's Consolidated Annual Report 2014 as well as unaudited condensed consolidated financial statements and presentations related to the financial results for the year ended December 31, 2014 have been made available on the investor relations pages of the Company's website (<http://investors.telenet.be>).

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