



Press Release

Regulated information
April 29, 2011

Disclosure in accordance with the Law of May 2, 2007

April 2011 Update on outstanding securities

Mechelen, April 29, 2011 – 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 29, 2011	March 31, 2011	Difference
Share Capital	€	293.304.491,38	797.349.673,48	-€ 504.045.182,10
Total number of voting securities		113.175.044	112.428.040	747.004
Ordinary shares		113.080.171	112.333.167	747.004
Liquidation Dispreference Shares		94.843	94.843	0
Golden Shares		30	30	0
Total number of voting rights (the denominator) related to		113.175.044	112.428.040	747.004
Ordinary shares		113.080.171	112.333.167	747.004
Liquidation Dispreference Shares		94.843	94.843	0
Golden Shares		30	30	0
Warrants and Profit Certificates				
Warrants		5.284.851	5.705.357	-420.506
(Options on) Profit Certificates		297.966	334.675	-36.709

The following share capital movements took place in April 2011:

- April 12, 2011: conversion of 369,127 warrants into 369,127 Ordinary Shares, increasing the share capital of the Company with € 2,617,885.60 and the issue premium with € 2,978,460.53;
- April 12, 2011: conversion of 36,709 Profit Certificates into 36,709 Ordinary Shares, increasing the share capital of the Company with €205,203.31;
- April 27, 2011: creation of 341,168 new Ordinary Shares, increasing the share capital of the Company with € 2,419,426.99 and the issue premium with € 6,580,584.85;
- April 27, 2011: capital reduction for a total amount of € 509,287,698.00, without destruction of shares.

The capital increase of April 27, 2011 is related to the employee share purchase program 2011. As a consequence, the shares under this plan will be blocked for a period of 2 years, and will be freely transferable as of April 29, 2013 for the employees who have participated in this plan.

The capital reduction approved on April 27, 2011 gives each shareholder the right to receive a (net) amount of € 4.50 per share that was outstanding on April 27, 2011. The payment of the capital reduction will take place after all legal formalities have been complied with (probably beginning of August 2011) against delivery of coupon n° 4. The exact payment date will be formally decided at a later stage by the Board of Directors and will be made public.

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. Each option on a **Profit Certificate** gives the right to subscribe to one Profit Certificate. After a certain period, Profit Certificates can be exchanged against ordinary shares on a one-for-one basis. Each **Warrant** gives the right to subscribe to one ordinary share under the conditions set out in the terms and conditions of the Stock Option Plan 2007, Stock Option Plan 2008, Stock Option Plan 2009 and Stock Option Plan 2010.

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

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 are still available on the website of the CBFA:

<http://www.cbfa.be/eng/gv/ah/circ/pdf/TR-1BE.xls>

A detailed guide for completing a transparency declaration is also available on the website of the CBFA:

http://www.cbfa.be/eng/gv/ah/circ/pdf/cbfa_2008_16.pdf

The transparency declaration form should be submitted to:

1. the FSMA (email trp.fin@fsma.be and fax* +32 2 220 59 12)
2. Telenet (email investor.relations@staff.telenet.be and fax* +32 +32 15 33 59 59)

* For reasons of legal certainty

This information is also available on our website www.telenet.be.

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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 Solutions. Telenet is listed on the Euronext Brussels Stock Exchange under the ticker symbol TNET.

Additional Information – Additional information on Telenet and its products can be obtained from our website www.telenet.be. Further information regarding the operating and financial data presented herein can be downloaded from the investor relations pages of this website. Our Consolidated Annual Report 2010 has been made available on the investor relations pages of our website (www.telenet.be).