



*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.*

## December 2014 Update on share capital, outstanding securities and voting rights

**Mechelen, December 31, 2014** – 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:

	December 31, 2014	October 21, 2014	Difference
<b>Share Capital</b>	€ 12.711.165,66	€ 12.702.340,22	€ 8.825,44
<b>Total number of voting securities (the denominator)</b>	116.908.039	116.826.869	81.170
Ordinary shares	116.813.166	116.731.996	81.170
Liquidation Dispreference Shares	94.843	94.843	0
Golden Shares	30	30	0
<b>Total number of voting rights related to</b>	116.873.561	116.528.517	345.044
Ordinary shares	116.778.688	116.433.644	345.044
Liquidation Dispreference Shares	94.843	94.843	0
Golden Shares	30	30	0
<b>Warrants</b>			
Warrants	429.124	510.294	-81.170

Since October 21, 2014, the following movements took place in the share capital and in the number of outstanding voting rights:

- On December 18, 2014, the Company has lent 200,000 shares from its majority shareholder Binan Investments B.V.;
- following the exercise of 463,874 stock options, the Company delivered 463,874 shares to the concerned stock option holders on December 19, 2014;
- on December 19, 2014 81,170 warrants were converted into 81,170 ordinary shares. As a result thereof, the share capital of the Company was increased with € 8,825.44 and the issue premiums were increased with € 1,269,091.16.

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 **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 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 are still available on the website of the FSMA:

<http://www.fsma.be/nl/Supervision/fm/gv/ah/circah/ov.aspx>

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

[http://www.fsma.be/~media/Files/circah/NL/gv/ah/cbfa\\_2008\\_16.ashx](http://www.fsma.be/~media/Files/circah/NL/gv/ah/cbfa_2008_16.ashx)

The transparency declaration form should be submitted to:

1. the 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 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 for 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 2013 and the Consolidated Half Year Report 2014 have been made available on the investor relations pages of the Company's website (<http://investors.telenet.be>).