

**ALTICE S.A.,**  
Société anonyme  
Registered Office: 3, boulevard Royal  
L-2449 Luxembourg  
R.C.S. Luxembourg: B.183.391  
(the “**Company**”)

## **NOTICE TO SHAREHOLDERS**

The shareholders of the Company are invited to attend the

### **ANNUAL GENERAL MEETING**

of Shareholders (the “**General Meeting**”) on Monday 1 June 2015 at 2.00 P.M Central European Summer Time (“**CEST**”) at the Aerogolf Center, 1B Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg to deliberate and vote on the following matters:

#### *Agenda:*

- 1. Presentation of the management report of the board of directors and the report of the independent auditor on the financial statements of the Company (the “**Altice Financial Statements**”) and the consolidated financial statements of the Altice group (the “**Consolidated Financial Statements**”) for the financial year ended December 31, 2014;*
- 2. Allocation of the results for the financial year ended 31 December 2014;*
- 3. Remuneration of the board members and the management team members*
- 4. Full discharge to the directors of the Company with respect to their management during the financial year ended 31 December 2014 and to the statutory auditor;*
- 5. Renewal of the mandate of the statutory auditor of the Company (Deloitte S.A.) until the end of the general meeting of the Company approving the annual accounts of the Company as at 31 December 2015;*
- 6. Amendment to the share option plan adopted on January 13, 2014 (the “**SOP**”) in order to permit the issue, under the prevailing conditions of the SOP, of a further tranche of options giving rights to purchase a number of shares representing an amount of up to EUR 100,000,000;*
- 7. Authorization of the board of directors of the Company to acquire ordinary shares in the Company representing a maximum amount of EUR 1,000,000,000, for a period of three years or until the date of its renewal by a resolution of the general meeting of shareholders, at a purchase price per share that shall not exceed 120% of the last trading price of the Company’s ordinary shares at the time of such each acquisition; and*
- 8. Any other business.*

The General Meeting will validly deliberate on all resolutions on the agenda regardless of the number of shareholders present and of the number of shares represented, and the resolutions relating to these agenda items will be adopted by a simple majority of the votes validly cast by shareholders present or represented and voting. Each share is entitled to one vote.

A copy of the documentation related to the General Meeting is available from the date of publication of this convening notice, at the Company's registered office and on the Company's website [www.altice.net](http://www.altice.net) under *Investors Relations – Shareholders’ meetings*.

### **1.1 Addition of agenda items or tabling of alternative resolutions**

One or more shareholders holding together at least 5% of the Company share capital have the right to add new items to the agenda of the General Meeting and/or table draft resolutions for items in this respect. Any such request must be received by the Company before 5.00 P.M. CEST on 11 May 2015. The request must be made in writing and sent to the Company by e-mail (to [compliance@altice.net](mailto:compliance@altice.net)) or postal mail (to General Counsel, Altice S.A., 3, boulevard Royal L-2449 Luxembourg) and must include the text of the new agenda item and/or a draft resolution, accompanied by a justification. The request must include the name of a contact person and a contact address (postal address and e-mail) of the requestor to enable the Company to confirm receipt within 48 hours, and proof must be provided (in the form of a confirmation issued by a financial intermediary) that the requestor was a shareholder of the Company on the Record Date (as defined below under item 1.3.).

The Company shall prepare a revised agenda including such additional items on or before the 16 May 2015.

### **1.2 Ability to ask questions ahead of the General Meeting**

Shareholders have the right to ask questions related to items on the agenda of the General Meeting ahead of and during the meeting. The Company will on a best efforts basis provide responses to the questions during the question & answer session. The Company may provide one overall answer to questions having the same content. Where the relevant information is available on the website of the Company in a question and answer format, the Company shall be deemed to have answered the questions asked by referring to the website.

### **1.3 General Meeting - Attending in person or voting by proxy**

Only shareholders who were recorded as holders of shares on the Record Date (as defined hereafter) are allowed to vote and participate in the General Meeting. The "**Record Date**" is defined as 18 May 2015 at midnight (00:00) CEST.

The Company's shares are divided into Ordinary Shares and Class B Shares (collectively the "**Shares**"). The Shares are directly or indirectly recorded in the Company's shareholders' register held in Luxembourg. The listing and paying agent for the Shares is ING Bank N.V (the "**Agent**"). There is no material difference between Ordinary Shares and Class B Shares and both types of shares give access to equal rights.

Any shareholder wishing to attend the General Meeting, whether in person or by proxy, must fulfil the conditions (set out below) for personal attendance at the General Meeting. Physical attendance by a shareholder at the General Meeting will constitute an immediate revocation of a proxy previously granted by such shareholder.

#### 1. Conditions for personal attendance

(i) Holders of shares whose ownership is directly recorded

Shareholders who own Shares and whose ownership is directly recorded in their own name in the Company shareholders' register should announce their intention to attend and vote at the General Meeting by completing, signing, dating the participation form on request from the Company's website [www.altice.net](http://www.altice.net) under Investors Relations – Shareholders' meetings, and sending it to:

**Altice S.A**

3, boulevard Royal

L-2449 Luxembourg

Tel.: + 352 47 38 85 20; Fax: +352 22 60 56

Email: [compliance@altice.net](mailto:compliance@altice.net)

The participation form, proof of identity in the form of a valid, original identity card or valid original passport or, where the shareholder is a legal person, proof of authority of the signatory of the participation form to act as an authorized representative of such corporate entity must be received by the Company (by fax or by e-mail) no later than on 18 May 2015 by 00.00 CEST, followed by the original to be received by the Company at least one day before the date of the General Meeting.

(ii) Holders whose ownership is indirectly recorded (shares held through an intermediary of Euroclear Netherlands)

Holders of Shares on the Record Date whose ownership is indirectly recorded, through an intermediary of Euroclear Netherlands, in the Company's shareholders' register and who wish to attend and vote at the General Meeting in person must ask their financial intermediary (bank, broker or other financial institution or intermediary) where their shares are on deposit to submit a statement to the Agent who must receive it no later than 00.00 CEST on 18 May 2015. This statement must indicate the identity of the owner of the Shares, the number of shares registered in the name of the relevant shareholder on the Record Date. When the Agent has received this statement, an attendance card will be sent to the relevant shareholder (via the Intermediary).

Holders of the Shares who wish to attend the General Meeting in person must bring their attendance card and a proof of their identity (in the form of a non-expired identity card or passport) or where the shareholder is a legal person, proof of authority of the signatory of the participation form to act as an authorized representative of such corporate entity to the General Meeting. In order for the General Meeting to proceed in a timely and orderly manner, shareholders are requested to arrive on time. The doors will open at 1.00 P.M. CEST and the General Meeting will start promptly at 2.00 P.M. CEST.

## 2. Conditions for proxy voting or appointing a proxy

Holders of Shares on the Record Date who have announced their intention to attend the General Meeting but are unable to attend it in person may grant a written proxy to any other natural or legal person who need not be a shareholder. In order to give voting instructions to any other natural or legal person, holders of Shares whose ownership is directly recorded must have obtained and delivered to the Company the completed, dated and signed proxy form by 5.00 P.M CEST on 22 May 2015 .

The proxy forms may be sent by e-mail to: [compliance@altice.net](mailto:compliance@altice.net)

Holders of Shares whose ownership is indirectly recorded must without prejudice to the above registration and attendance notification provisions, send in to their financial intermediary the completed, dated and signed proxy form. This financial intermediary will have to provide the Agent with the proxy form by 5.00 P.M CEST on 22 May 2015.

Proxy forms to grant a written proxy are available free of charge at the office of ING Bank N.V., Bijlmerplein 888, 1102MG Amsterdam, ph +31 20 5636900, e-mail [iss.pas.hbk@ing.nl](mailto:iss.pas.hbk@ing.nl) and can also be downloaded from the Company's website [www.altice.net](http://www.altice.net), *under Investors Relations – Shareholders' meetings*. The completed, signed and dated proxy form must be received by the Agent no later than 5.00 P.M. CEST on 22 May 2015.

The natural or legal person designated will vote in accordance with the instructions given by the shareholder in the proxy form. If no voting instructions are given in the proxy form, the natural or legal person designated shall be deemed to vote in favor of the resolutions proposed and supported by the Board of Directors. The proxy form may be obtained from the Agent. The proxy form can be downloaded from [www.altice.net](http://www.altice.net) *under Investors Relations – Shareholders' meetings*

Holders of Shares who wish to revoke their proxy may do so by timely delivering a properly executed later-dated proxy to the Company no later than 5.00 PM CEST on 22 May 2015, or by attending and voting in person at the General Meeting.

Proxy holders will have to provide proof of their identify at the General Meeting by presenting a valid, original identity card or a valid, original passport and, where the person granting the proxy is a legal person, proof of authority of the signatory of the proxy to act as an authorized representative of such corporate entity.