



Written proxy

For the Annual General Meeting of Shareholders (“General Meeting”) of ALTICE S.A. to be held on Monday 1st June 2015 at 2.00 P.M. Central European Summer Time (“CEST”) at Aerogolf Center - 1B, Heienhaff, L-1736, Senningerberg, Luxembourg.

The undersigned,

.....(name)

.....(address)

.....(postal code/city/country)

hereinafter referred to as “**the Grantor**”, acting in his capacity as holder¹ of..... (number) ordinary shares in Altice S.A. that are duly registered at ING Bank N.V. hereby grants a power of attorney to:

.....(name)²

.....(address)

.....(postal code/city/country)

to represent the Grantor at the General Meeting of Altice S.A., and to speak and to vote on the ordinary shares on behalf of the Grantor in respect of the items on the agenda for the General Meeting,

0 without specific voting instruction³

0 in the manner set out below

(Please indicate which is applicable)

No.	Agenda	For	Against	Abstain
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	n.a	n.a	n.a
	Approval of the Consolidated Financial Statements for the financial year ended December 31, 2014.			

¹ A "holder" of ordinary shares as used herein means a holder, pledgee or usufructuary of ordinary shares which holds the voting rights in respect of the ordinary shares concerned.

² Fill in David Max AARON" if you do not have a preference for a representative refer to the Company's General Counsel.

³ A proxy granted without a specific voting instruction will be regarded to include a voting instruction in favour of all proposals made by the Board of Directors. 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 under Investors Relations – Shareholders' meetings. Our Annual report 2014 is available on our website. Shareholders may obtain free of charge a hard copy of the Annual Report 2014 (in English) at the Company's registered office by calling + 352 47 38 85 20, sending a fax to + 352 22 60 56 40, or by e-mail to compliance@altice.net.

	Approval of the Altice 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			



Signature:

Place:

Date:

The written proxy must have been received by ING Bank N.V., TRC 01.013, Foppingadreef, 1102 BD Amsterdam or, if sent in pdf-form electronically by e-mail address: iss.pas.hbk@ing.n **ultimately on 22 May 2015, 5.00 p.m.CEST.**