

ALTICE EUROPE N.V.
with corporate seat in Amsterdam
Prins Bernhardplein 200
1097 JB Amsterdam
The Netherlands
Trade Register Number 63329743
(the "**Company**")

EXTRAORDINARY GENERAL MEETING

**to be held on 6 November 2019 at 11:00 hours (Amsterdam time) at the Conservatorium Hotel,
Van Baerlestraat 27, 1071 AN Amsterdam, the Netherlands**

EXPLANATORY NOTES TO THE AGENDA

2. Proposal to appoint KPMG Accountants N.V. as external auditor for the financial years 2020 up to and including 2024 (voting item)

Pursuant to article 27 of the Company's articles of association, the General Meeting instructs an external auditor to audit the Company's annual accounts. The Company's current external auditor, Deloitte Accountants B.V. ("**Deloitte**"), was appointed by the General Meeting on 7 August 2015 for the financial years 2015 to 2019 inclusive. Consequently, Deloitte's appointment ends after the audit of the annual accounts for the financial year 2019.

The Company's Audit Committee initiated a selection procedure for the selection of an external auditor for the coming financial years. Based on the outcome of this selection procedure, the Audit Committee recommended to the Board to propose to the General Meeting to appoint KPMG Accountants N.V. ("**KPMG**"), as it considered KPMG to be a better fit for the Altice group, due to its single audit approach and its competitive fee quote which will result in significant savings for the Altice group. The Audit Committee confirmed that it made the recommendation to the Board free from influence by any third party and that no clause of a contract restricting its choice has been imposed on it.

Based on the Audit Committee's recommendation, the Board proposes to the General Meeting to appoint KPMG as the Company's external auditor for the financial years 2020 up to and including 2024 in accordance with article 2:393 of the Dutch Civil Code.

3. Proposal to amend the articles of association and to authorize each lawyer and paralegal employed by De Brauw to execute the deed of amendment of the articles of association (*voting item*)

Following conversions of Common Shares B into Common Shares A, the Company has acquired or will in the future acquire Common Shares A in its own share capital. Over the last few years the Company already cancelled (a part of) these Common Shares A. To allow future cancellations of shares, it is proposed to reduce the Company's authorised share capital.

The Board therefore proposes to the General Meeting to resolve upon the amendment of the Company's articles of association in accordance with the draft deed of amendment of the articles of association drawn up by De Brauw Blackstone Westbroek N.V.

In addition, it is proposed to the General Meeting to authorise each lawyer and paralegal employed by De Brauw Blackstone Westbroek N.V. to execute the deed of amendment of the articles of association.

A full version of the draft proposal of amendment of the articles of association of the Company and explanatory notes is available at the offices of the Company and on the Company's website (www.altice.net).