

**ALTICE EUROPE N.V.**  
*with corporate seat in Amsterdam*  
Oostdam 1  
3441 EM Woerden  
The Netherlands  
Trade Register Number 63329743  
(the "**Company**")

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**ANNUAL GENERAL MEETING**

**to be held virtually on 26 June 2020 at 11:00 hours (Amsterdam time)**

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**EXPLANATORY NOTES TO THE AGENDA**

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**2. 2019 Annual Report**

**(a) Discussion of the 2019 Management Report**

This agenda item includes an account for the financial year 2019.

**(b) Explanation of the reservation and dividend policy**

In accordance with the Company's articles of association and best practice provision 4.1.3 of the Code, the reservation and dividend policy is dealt with and explained as a separate agenda item.

The Company's dividend policy currently reads as follows:

*"With the exception of the special distribution in kind of its 67.2% interest in Altice USA Inc. to its shareholders out of its share premium reserve on June 8, 2018, Altice Europe N.V. (the "**Company**") has not paid any dividends since its incorporation.*

*In future years, the Company intends to assess the relevance of paying dividends in light of its key objectives of increasing operational efficiencies of its existing businesses, driving growth through reinvestment and integrating its acquired businesses by utilizing the Altice group's operational expertise, scale and investment support, as well as its strategy to prioritise investments in its infrastructure, portfolio of rights or value-accretive acquisitions including, as the case may be, by increasing its shareholding in its subsidiaries and/or buying-back its own shares.*

*Within this framework, the Company will at times consider returning capital to the shareholders through ordinary and exceptional dividend as well as share buy-backs if deemed adequate on the basis of its strategy."*

In line with the Company's above dividend policy, the Board has assessed the relevance of paying dividends in light of its key objectives of increasing operational efficiencies of its existing businesses, driving growth through reinvestment and integrating its acquired businesses by utilizing the Altice group's operational expertise, scale and investment support, as well as its strategy to prioritise investments in its infrastructure, portfolio of rights or value-accretive acquisitions including, as the case may be, by increasing its shareholding in its subsidiaries and/or buying-back its own shares. The Board concluded not to distribute any dividend and proposes to allocate the profit for the financial year 2019, amounting to EUR 632,508,558.95, as follows: (i) EUR 1.39 to the retained earnings reserve for the Preference Shares B, as required by the Articles of Association and (ii) EUR 632,508,557.56 to the retained earnings, and that no dividend be paid.

**(c) Proposal to adopt the annual accounts for the financial year 2019 (*voting item*)**

This agenda item includes the proposal to adopt the 2019 annual accounts (which include the 2019 standalone annual accounts and the 2019 consolidated annual accounts).

**(d) 2019 Remuneration Report (*advisory vote*)**

Following the implementation of the revised EU Shareholders Rights Directive (2017/828) into Dutch law, the 2019 Remuneration Report for the Board is submitted to the General Meeting for an advisory vote.

The 2019 Remuneration Report was drawn up by the Board (and prepared by the Remuneration Committee) and is included in the 2019 Annual Report (Chapter 6, pages 133 up to and including 151).

It is proposed to cast a favourable advisory vote on the 2019 Remuneration Report.

**3. Discharge**

**(a) Proposal for discharge of liability of the executive directors of the Board (*voting item*)**

It is proposed to the General Meeting to discharge the executive directors of the Board in office in 2019 from all liability in relation to the exercise of their duties in the financial year 2019, to the extent that such exercise is apparent from the 2019 annual accounts or other public disclosures prior to the adoption of the 2019 annual accounts.

**(b) Proposal for discharge of liability of the non-executive directors of the Board (*voting item*)**

It is proposed to the General Meeting to discharge the non-executive directors of the Board in office in 2019 from all liability in relation to the exercise of their duties in the financial year 2019, to the extent that such exercise is apparent from the 2019 annual accounts or other public disclosures prior to the adoption of the 2019 annual accounts.

#### 4. Remuneration of Board members

Pursuant to article 16.4 of the Company's articles of association, the remuneration of the Board members - whether paid by the Company or by another group company - is determined by the General Meeting.

Following article 2:132(3) Dutch Civil Code, the legal relationship between the Board members and the Company does not qualify as an employment agreement. The executive directors may have an employment agreement or a management agreement with one or more companies within the Altice group.

**(a) Proposal to determine the annual cash bonus for Mr. A. Weill for the financial year 2019 (voting item)**

On July 10, 2018, the General Meeting granted a discretionary annual cash bonus of EUR 1 million to Mr. A. Weill. On June 27, 2019, the General Meeting replaced such discretionary annual cash bonus by a performance-related cash bonus of EUR 1 million. Based on the Remuneration Policy of the Board, such annual performance-related cash bonus may be accompanied by a discretionary annual cash bonus.

The Board proposes to the General Meeting, based on a recommendation of the Remuneration Committee, to determine the annual cash bonus of Mr. A. Weill (granted in respect of his services provided to Company's subsidiaries) as follows:

(i) a performance-related annual cash bonus for the financial year 2019 of EUR 704,600 which:

(a) is for 2/3 based on the assessment of the following three financial performance criteria at the Altice group level: revenues, Adjusted EBITDA and Adjusted EBITDA minus CAPEX plus change in Working Capital, whereby the performance target is based on the Altice group's annual budget for the financial year 2019 as approved by the Board (the "**Performance Target**") and whereby the amount due is calculated as follows:

Amount of each indicator compared to the Performance Target	Result for such indicator
Less than 95% of the Performance Target	0
95% of the Performance Target	50%
100% of the Performance Target	100%
110% of the Performance Target	150%

(b) is for 1/3 based on personal performance;

(ii) a discretionary annual cash bonus of EUR 295,400 given the overall work performed by Mr. A. Weill in 2019, and in particular his contribution to the establishment of good

relationships with large corporate customers and public administrations, notably in the context of expanding the fiber-to-the-home network (FTTH) footprint.

As reflected in paragraph 6.3.1 of the 2019 Remuneration Report, Mr. A. Weill received the amount of his annual cash bonus as an advanced payment in April 2020, subject to determination of the annual cash bonus by the General Meeting in the 2020 annual general meeting ("**AGM**").

**(b) Proposal to determine the annual cash bonus for Ms. N. Marty for the financial year 2019 (voting item)**

On July 10, 2018, the General Meeting granted an annual cash bonus of EUR 200,000 to Ms. N. Marty. Based on the Remuneration Policy of the Board, such annual cash bonus can comprise both a performance-related annual cash bonus and a discretionary annual cash bonus.

The Board proposes to the General Meeting, based on a recommendation of the Remuneration Committee, to determine the annual cash bonus of Ms. N. Marty (granted in respect of her services as General Counsel provided to Company's subsidiaries) as follows:

(i) a performance-related annual cash bonus for the financial year 2019 of EUR 140,900 which:

(a) is for 2/3 based on the assessment of the following three financial performance criteria at the Altice group level: revenues, Adjusted EBITDA and Adjusted EBITDA minus CAPEX plus change in Working Capital, whereby the performance target is based on the Altice group's annual budget for the financial year 2019 as approved by the Board (the "**Performance Target**") and whereby the amount due is calculated as follows:

Amount of each indicator compared to the Performance Target	Result for such indicator
Less than 95% of the Performance Target	0
95% of the Performance Target	50%
100% of the Performance Target	100%
110% of the Performance Target	150%

(b) is for 1/3 based on personal performance;

(ii) a discretionary annual cash bonus of EUR 59,100 given Ms. N. Marty's involvement in the monetisation of the Altice group's infrastructure assets and the refinancing transactions which were closed or announced during the financial year 2019.

As reflected in paragraph 6.3.1 of the 2019 Remuneration Report, Ms. N. Marty received the amount of her annual cash bonus as an advanced payment in March 2020, subject to determination of the annual cash bonus by the General Meeting in the AGM.

**(c) Proposal to determine the interim payment under the cash performance bonus of Ms. N. Marty (voting item)**

On July 10, 2018, the General Meeting granted Ms. N. Marty a cash performance bonus of EUR 1 million ("**Cash Performance Bonus**") and determined the terms and conditions of such Cash Performance Bonus. On June 27, 2019, the General Meeting amended the terms and conditions of the Cash Performance Bonus.

On the basis of these terms and conditions, the General Meeting may, subject to a proposal of the Board that is based on a recommendation of the Remuneration Committee, decide to pay Ms. N. Marty on the second anniversary of the bonus grant date (i.e. January 31, 2020) up to half of the granted amount of the Cash Performance Bonus, being a maximum amount of EUR 500,000, as an interim payment if the Board, at the initiative of the President, considers that:

- (i) given the level of the annual consolidated EBITDA generated by the Company in the financial year ending December 31, 2019, it can reasonably be concluded that the Company is on track to achieve the EBITDA target in the financial year ending December 31, 2021; and/or
- (ii) certain corporate strategic projects of the Company approved by the Board have been successfully completed in the financial years ending December 31, 2018 and December 31, 2019; and/or
- (iii) Ms. N. Marty has successfully achieved the personal objectives which were assigned to her by the management of the Company for the financial years ending December 31, 2018 and December 31, 2019.

The Board, based on a recommendation of the Remuneration Committee, determined that the criteria for an interim payment of the cash performance bonus in the amount of EUR 500,000 (the "**Interim Payment**") to Ms. N. Marty were met, since:

- (a) in relation to item (ii) above: the Company has successfully implemented its strategic plan in the financial years ending December 31, 2018 and December 31, 2019; it has completed several corporate strategic projects, such as the tower transactions in France, Portugal and the Dominican Republic, the separation of Altice USA, Inc. from the Company, the fibre deal in France and the refinancing of a portion of the Altice group's debt at the lowest cost ever; it has also announced strategic transactions which were still ongoing at the time of the Board's decision, such as the fibre transaction in Portugal or the acquisition of Covage by SFR FTTH in France;
- (b) in relation to item (iii): Ms. N. Marty has achieved the personal objectives which were assigned to her for the last two financial years.

The Board, based on a recommendation of the Remuneration Committee, therefore proposes to make the Interim Payment to Ms. N. Marty for her services as General Counsel provided to Company's subsidiaries.

As reflected in paragraphs 6.3.1 and 6.6.2 of the 2019 Remuneration Report, Ms. N. Marty received the amount of the Interim Payment as an advanced payment in January 2020, subject to determination of the Interim Payment by the General Meeting in the AGM. The contributions to the retirement plan put in place by the relevant Company's subsidiary in Switzerland and to which Ms. N. Marty is affiliated were deducted from Ms. N. Marty's Interim Payment.

**(d) Proposal to amend the remuneration of Ms. N. Marty (voting item)**

It is proposed to the General Meeting to amend the remuneration of Ms. N. Marty as follows:

**(i) Cash performance bonus**

The Board, based on a recommendation of the Remuneration Committee, proposes to the General Meeting to grant to Ms. N. Marty a cash performance bonus of EUR 1,000,000 (the "**2024 Cash Performance Bonus**"), with the following characteristics:

- (a) start of the vesting period: January 31, 2020 (the "**Grant Date**");
- (b) vesting period: 50% of the 2024 Cash Performance Bonus shall vest on the second anniversary of the Grant Date, 25% on the third anniversary of the Grant Date and 25% on the fourth anniversary of the Grant Date, subject, (i) in each case, to the achievement of the performance criteria mentioned in paragraph (c) below and (ii) to the possibility of a 2022 Interim Payment on the second anniversary of the Grant Date and a 2023 Interim Payment on the third anniversary of the Grant Date, as set forth in paragraph (g) below;
- (c) performance criteria:
  - (i) in the financial year ending December 31, 2023, the Company has generated an annual consolidated EBITDA (as reported on a consolidated basis and with constant perimeter and accounting standards) equal or in excess of the projected annual consolidated EBITDA in the 4-year business plan prepared by the Company (the "**EBITDA Target**"), and/or
  - (ii) certain corporate strategic projects of the Company approved by the Board have been successfully completed in the financial years ending December 31, 2020, 2021, 2022 and 2023 and/or
  - (iii) Ms. N. Marty has successfully achieved the personal objectives which were assigned to her by the management of the Company for the financial years ending December 31, 2020, 2021, 2022 and 2023,

- (d) if the Board, based on a recommendation of the Remuneration Committee, has assessed that the performance criteria have been met, the General Meeting, subject to a proposal of the Board based on a recommendation of the Remuneration Committee, determines the amount of the 2024 Cash Performance Bonus to be paid to Ms. N. Marty;
- (e) exception to the vesting period: in case (i) Next Alt, a company controlled by Mr. Drahi, owns, directly or indirectly, less than 30% of the aggregate nominal value of the issued and outstanding common shares in the capital of the Company or (ii) Mr. P. Drahi owns, directly or indirectly, less than 50% of the voting rights of Next Alt ("**Change of Control**"), the 2024 Cash Performance Bonus will vest automatically on the date of the Change of Control, and the performance criteria will be assessed on average over the period starting on January 1, 2020 and ended on the date of the Change of Control;
- (f) payment date: April 30, 2024;
- (g) if the Board, at the initiative of the President, considers that:
  - (i) given the level of the annual consolidated EBITDA generated by the Company in the financial years ending December 31, 2020, 2021 or 2022, as applicable, it can reasonably be concluded that the Company is on track to achieve the EBITDA Target in the financial year ending December 31, 2023, and/or
  - (ii) certain corporate strategic projects of the Company approved by the Board have been successfully completed in the financial years ending December 31, 2020, 2021 or 2022, as applicable, and/or
  - (iii) Ms. N. Marty has successfully achieved the personal objectives which were assigned to her by the management of the Company for the financial years ending December 31, 2020, 2021 or 2022, as applicable,

the General Meeting may, subject to a proposal of the Board based on a recommendation of the Remuneration Committee, decide to pay Ms. N. Marty:

- on the second anniversary of the Grant Date, up to half of the 2024 Cash Performance Bonus (the "**2022 Interim Payment**"); and/or
- on the third anniversary of the Grant Date, up to 25% or, if no 2022 Interim Payment has been made, up to 75%, of the 2024 Cash Performance Bonus (the "**2023 Interim Payment**" and together with the 2022 Interim Payment, the "**Interim Payments**");

- (h) if the 2024 Cash Performance Bonus to be paid on April 30, 2024 is:
- inferior to the amount of the Interim Payments, the General Meeting may, subject to a proposal of the Board based on a recommendation of the Remuneration Committee, resolve not to request Ms. N. Marty to reimburse the difference to the Company;
  - superior to the amount of the Interim Payments, the amount of the Interim Payments will be deducted from the amount of the 2024 Cash Performance Bonus due;
- (i) if Ms. N. Marty leaves the Altice group before the end of the vesting period, she shall keep the vested portion and forfeit the unvested portion of her 2024 Cash Performance Bonus.

The amount of the Interim Payments, if any, and the amount of the 2024 Cash Performance Bonus to be paid to Ms. N. Marty on April 30, 2024, if any, will thus always be determined by the General Meeting upon a proposal of the Board based on a recommendation of the Remuneration Committee.

**(ii) Stock options**

The Board, based on a recommendation of the Remuneration Committee, proposes to grant Ms. N. Marty (for her services as General Counsel provided to Company's subsidiaries) 325,000 stock options, each for 1 Common Share A, at an exercise price per Common Share A of EUR 4, as from January 31, 2020 (the "**Options Grant Date**") under the share option plan of the Company dated November 2, 2017, as amended on May 18, 2018 (the "**2017 SOP**").

These options will vest over time (50% after two years from the Options Grant Date, 25% after three years from the Options Grant Date and 25% after four years from the Options Grant Date). Vested options can be exercised until the 10<sup>th</sup> anniversary of the Options Grant Date.

If the General Meeting approves this proposal, the grant of stock options under the 2017 SOP to Ms. N. Marty will be effected by the acceptance of the grant letter that the Company will propose to Ms. N. Marty in due course.

The other remuneration elements as previously granted to Ms. N. Marty by the General Meeting, if and in so far as relevant and as reflected in the 2019 Management Report and the Company's financial statements for the financial year 2019, remain unchanged.

**(e) Proposal to amend the Remuneration Policy of the Board (voting item)**

Following the implementation of the revised EU Shareholders Rights Directive (2017/828) into Dutch law, the Board, on the recommendation of the Remuneration Committee, proposes to amend the Remuneration Policy of the Board to:

- (i) align the Remuneration Policy with the requirements laid down in article 2:135a DCC; and
- (ii) improve the readability and formatting of the Remuneration Policy.

No changes to the remuneration elements as currently in place, and as described in the 2019 Remuneration Report (Chapter 6 of the 2019 Annual Report, pages 133 up to and including 151), have been proposed.

A full version of the draft amendment to the Remuneration Policy of the Board (the "**Proposed Remuneration Policy**") as well as a comparison showing the changes to the current Remuneration Policy of the Board is available at the offices of the Company and on the Company's website ([www.altice.net](http://www.altice.net)) under "Investors - Shareholder meetings".

## 5. Authorisations

### (a) **Proposal to authorise the Board to (i) issue shares and (ii) limit or exclude pre-emptive rights (*voting item*)**

It is proposed that, for a period of five years from the date of this General Meeting, i.e. until 26 June 2025, the General Meeting irrevocably authorises the Board to:

- (i) issue shares or grant rights to subscribe for shares in the share capital of the Company up to a maximum aggregate amount of such shares as provided for in the Company's authorised capital as included in the Company's articles of association, as amended from time to time;
- (ii) limit or exclude pre-emptive rights in relation to any issue of shares or grant of rights to subscribe for shares by the Board under the authorisation referred to under (i) above.

These authorisations are intended to give the Board flexibility: (a) in the way the Company can be financed, (b) in covering the Company's obligations related to share-based remuneration, such as those under the stock option plans and (c) in the context of mergers, acquisitions and/or strategic alliances.

When this authorisation is approved by the General Meeting, the current authorisations granted by the General Meeting in articles 7.1 and 8.3 of the Company's articles of association, and that will lapse on 8 August 2020, shall no longer be utilised.

### (b) **Proposal to authorise the Board to acquire shares (*voting item*)**

It is proposed that the General Meeting authorises the Board for a period of 18 months from the date of this General Meeting, i.e. until and including 26 December 2021, to acquire shares in its own capital, subject to the following conditions and with due observance of the law and the Company's articles of association:

- (i) the maximum number of shares which may be acquired is 20% of the issued share capital of the Company and at any time during the period of authorisation;
- (ii) transactions must be executed at a price between the nominal value of the shares and 110% of the opening price at Euronext Amsterdam N.V. on the date of the transaction;
- (iii) transactions may be executed on the stock exchange or otherwise.

When this authorisation is approved by the General Meeting, the current authorisation that was granted by the General Meeting on 27 June 2019 shall no longer be utilised.

**6. Proposal to cancel shares the Company holds in its share capital (*voting item*)**

Pursuant to the current article 32.2 of the Company's articles of association, it is proposed to the General Meeting to cancel any shares in the share capital of the Company held or to be held by the Company. The cancellation may be executed in one or more tranches. The number of shares that will be cancelled (whether or not in a tranche) shall be determined by the Board. Pursuant to the relevant statutory provisions, cancellation may not be effected earlier than two months after a resolution to cancel shares is adopted and publicly announced; this will apply for each tranche.

**7. Proposal to (i) amend the Company's articles of association and (ii) authorize each lawyer and paralegal employed by De Brauw to execute the deed of amendment of the articles of association (*voting item*)**

The Board 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. with the purpose of:

- (i) deleting the authorisations to (a) issue shares or grant rights to subscribe for shares and (b) limit or exclude pre-emptive rights that will expire as per 8 August 2020; and
- (ii) aligning the majority and quorum requirements for a resolution of the General Meeting to adopt the remuneration policy with the quorum and majority requirements applicable to a resolution of the General Meeting to determine the remuneration of each individual Board member (i.e. an absolute majority of the votes cast in a General Meeting in which at least 50% of the issued and outstanding share capital is present or represented).

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](http://www.altice.net)).

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.