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

Minutes of the Annual General Meeting of Shareholders of Altice N.V., a limited liability company, with corporate seat in Amsterdam and address at: 1097 JB Amsterdam, the Netherlands, Prins Bernhardplein 200, Trade Register number: 63329743 ("Altice" or the "Company"), held on 28 June 2017 at 11.00 hrs at the Conservatorium Hotel, 1071 AN Amsterdam, the Netherlands, Van Baerlestraat 27.

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1. Opening

The Chairman, non-executive director and Chairman of the Board of the Company, Mr. Jurgen van Breukelen, opens the meeting and welcomes everyone to the Annual General Meeting of Altice. He notes that present at the meeting are also executive directors Dexter Goei, President, Michel Combes, Chief Executive Officer and Dennis Okhuijsen, Chief Financial Officer. In accordance with the Dutch Corporate Governance Code, the external auditor of the Company, Deloitte Accountants B.V., is also present. Eddy Termaten and David Osville are present on behalf of Deloitte. They are available to answer any questions and will give a presentation under agenda item 3. The Company Secretary, Natacha Marty, is appointed as Secretary of this Annual General Meeting. The meeting will be held in English.

The Chairman notes some formalities. Voting will take place by acclamation. At the end of each voting item on the agenda, he will therefore ask shareholders or representatives of shareholders who wish to vote against or who wish to abstain from voting to raise their hands. After raising their hand, the Chairman will ask them to (i) state their name, (ii) indicate for whom they vote against or abstain from voting and (iii) indicate the number of common shares A and common shares B for which the votes will be cast.

Votes against voting items on the agenda pursuant to voting instructions that have been given by shareholders who granted a power of attorney to the General Counsel of the Company, Alexandre Marque, and the Company Secretary, Natacha Marty, will be included in the final voting results. The same applies to such shareholders having given an instruction to abstain from voting in relation to one or more agenda items. The exact number of votes and the relevant percentages for each voting item will be published on Altice’s website.

Before starting the voting procedure for agenda item 3, the Chairman will announce the number of people attending today as shareholder or representative and the number of votes that can be cast.

Some registrants have granted a proxy to the General Counsel and the Company Secretary, acting individually. These voting instructions have been processed. These proxies will therefore be included in the voting results.

The Chairman requests those attending who wish to address the meeting, to use the microphone in the meeting room and – as soon as he has granted permission to address the meeting – to state their name and also the name of the person or company that they are representing. This request is made in view of the minutes, for which purpose a recording is made of this meeting.

Questions may be posed in either English or Dutch; the response will be in English. As Chairman of the meeting, the Chairman reserve the right to limit the time that a shareholder addresses the meeting in order to ensure that everyone with the right to participate is given the chance to do so, and he urges everyone to be concise and to focus their question.

The Chairman asks those attending to switch off their mobile phones and similar equipment during this meeting.

Before the meeting turns to the consideration of the management report, the Chairman would like to say a few words. For Altice, 2016 was yet another year of significant transformation. The Chairman gives a brief summary of what has happened. The Company has announced the 'Altice way', which is a series of measures following the strategy of Altice to make Altice into a more coherent and comprehensive group, so that every part of the organisation can benefit from best practices around the world. The Company has acquired Cablevision and created Altice USA. Last week, the Company has realised an IPO in the USA for its American activities. There was also Generation GigaSpeed in the US. The Company has accelerated network investments in France and Portugal. Altice also launched Altice Labs.

The Chairman notes that the Company has changed its corporate organisation. Dexter Goei, the previous CEO, has become President of the Company and CEO of Altice USA, and Michel Combes, previously the COO, has become the CEO of the Company. Patrick Drahi, the founder and controlling shareholder has stepped down from the board in 2016 to lead the new Group Advisory Council from which he provides advice to Altice.

2016 has also seen significant refinancing activities, for a total of 21 billion euro in debt facilities. With the exception of the acquisition of Cablevision, there has not been a very large transaction, but there has been a series of very important fill-in acquisitions, to strengthen the strategic position of Altice, as well as some divestments. 2016 has seen the sale of Cabovisão in Portugal. The Company has acquired 49% of NextRadioTV and Altice Media Group. The Company has acquired Parilis, which is a technical services group and a supplier of Altice, and Intelcia, which is also a supplier of Altice and active in the customer relations outsourcing industry. The Company has acquired through a number of private transactions, some small minority stakes in SFR, a business in France. The Company announced in 2016 the sale of Coditel in Belgium and Luxembourg; that was completed in 2017. In 2017, the Company also acquired Teads, a digital online agency.

Last, but not least, Altice has embarked on a rebranding exercise of the entire Altice group, which will take the best part of this year and 2018.

This was a short summary of what has happened. Altice remains a very dynamic and pro-active company. The Chairman commends the executives with their performance of last year.

2. Management report for the financial year 2016

- **a. Discussion of the Management Report, including corporate governance**
- **b. Explanation of reservation and dividend policy, allocation of result**
- **c. Explanation of implementation of the remuneration policy of the Board**

The Chairman continues with agenda item 2. First on the agenda is the discussion of the Management Report, including corporate governance, the explanation of reservation and dividend policy, the allocation of the Company's result and the explanation of implementation of the remuneration policy of the Board.

The Management Report is contained in the annual report 2016 of Altice on pages 7 to 96. Any deviations of the Dutch Corporate Governance Code are set out in paragraph 3.6.2 of the Management Report. The remuneration policy for the Board and its implementation during the financial year 2016 are set out in paragraphs 5.3.2 and 5.3.3 of the Management Report.

You have seen in the explanatory notes to the agenda of this meeting the slightly amended dividend policy. In line with the Company's dividend policy, the Board has assessed the relevance of paying dividends in light of its strategy to prioritise value-enhancing acquisitions or investments in its infrastructure or portfolio of rights and has taken into account the fact that the Company had a negative result in 2016. The Board concluded to not distribute any dividends.

The Chairman gives the floor to Dennis Okhuijsen, Chief Financial Officer of Altice, to guide the General Meeting through the financial results of 2016.

Mr. Okhuijsen notes that the presentation to be done at the General Meeting will be consistent with the presentation which the Company did publicly in March when it presented its year-end results. Mr. Okhuijsen notes that the Chairman already highlighted a few key items.

Altice had a very good year of execution in 2016. The Company closed the Cablevision acquisition and integrated the US business into the Altice group. Now, Altice is a true leading transatlantic operator, which has almost as big of a business in the USA as in Europe. The Company validated its operating model. It is very advanced in its turnaround in Europe. The US has performed stronger than the acquisition plan assumptions at the time of the acquisition, so there is a very strong revenue growth in the US.

The Company has a very clearly defined strategy, around the best talent, the best customer experience, the best infrastructure and the best content. The Company has very selectively added content in France, where it now has the rights to broadcast the Champion's League. The Company has focused on the best infrastructure; there have been continued investments in the fiber in Portugal and France and there are also fiber plans in the US. The Company is very focused on customer experience, because this sits at the heart of the efficiencies. Altice has completed an internal reorganization to leverage its scale, expertise and innovation. The Company has hired a CTO and a Chief Marketing Officer; it has further centralized procurement. It has a lot more expertise at the holding company. All these building blocks were put in place in 2016.

For the financial numbers in 2016, the Company has achieved its financial guidance. It continues to rapidly deleverage its balance sheet. The Company has proactively pushed out 21 billion of debt and has extended the maturity profile of the debt, de-risking its balance sheet in a very material way.

The IPO of Altice USA happened last week. Altice USA, of which the Company is still the 70% owner, is now listed on the NYSE and is trading as of last Thursday. Altice USA has been welcomed by the US investment community. It has very strong backing of all the key US shareholders in the telecommunication industry, which are validating Altice's strategy and are also buying into the excitement that the management team sees.

Mr. Okhuijsen next discusses the Altice NV pro forma consolidated financials, which include media assets in France and MEO in Portugal, and Suddenlink and Optimum (excluding Newsday) in the US. In December 2016, the Company announced the sale of its Belgium and Luxembourg businesses, so now the perimeter excludes this segment. The financial statements include one month of contribution from the insourcing of Parilis, but do not include any impact from the insourcing of Intelcia, as the impact was not material.

The numbers shown are a true pro forma view of the assets that the Company has and the financial performance thereof. The numbers for France, International and the USA are given on a standalone basis, so that they reconcile with the local reporting requirements. We have given the intersegment and corporate cost adjustments to get to the Company’s consolidated numbers. The group revenue was 23.5 billion euro and declined slightly by 0.3% on a constant currency basis and 0.2% year over year on a reported consolidated basis.

2016 was supported by strong growth in the US coming from both Optimum and Suddenlink, and improving revenue trends for both France and Portugal, which returned to growth in the third quarter of 2016 for the first time in many years. The group adjusted EBITDA increased by 7.3% to €8.9 billion, or by 7.2% on a constant currency basis, driven by significant margin improvement again from the US. Optimum grew by 22.5% and Suddenlink grew by 19%. In Portugal, EBITDA grew by 12.5% year over year. In France, EBITDA grew by 0.6%. These are very strong operating results that are underlying the fact that the Board feels very good about the 2016 execution. The group operating fee cash flow was up 6.6% to 4.7 billion or 6.5% on a constant currency basis, again driven by a very strong growth coming from the two US businesses.

Mr. Okhuijsen next gives an overview of the Company's debt. This debt structure includes all the Altice's recent refinancing activity. As before, it is diversified across silos that are non-recourse to each other. Altice's target leverage continues to be 4 times for Altice in Europe; that is the consolidated view including the debt that Altice has at the Luxembourg HoldCo level. For Altice USA, the target leverage remains 5 - 5.5 times. The net leverage at Altice Europe on a consolidated basis was 4.9 times at the end of 2016, down from 5 times in the third quarter. Leverage in France remained stable at 3.8 times. For the group as a whole, leverage was 5.6 times on the last 12 months basis, and on the last two quarters annualized basis, it was already 5.4 times. Leverage has come down 0.5 times year over year. The group's liquidity profile remains very strong with 5.4 billion of cash and revolving credit lines available. Although Altice is clearly a free cash flow positive company, liquidity remains strong.

Mr. Okhuijsen next discusses the maturity profile of the group. The year 2016 was a successful year of refinancing for the Altice group, which refinanced over 21 billion euro of its debt across the various credit pools. Average life of the debt is now 6.6 years, with a weighted average cost for the group of 6.2%, so every refinancing that Altice has done over 2016 has lowered the cost of the debt for the group, which is a good indication that people are validating the group's strategy. The group has no major maturities at SFR or Altice International until 2022 and none at Suddenlink until 2020. There is therefore ample liquidity available to the group in the short run.

Regarding the guidance given for the group as of March 2017. Altice is guiding towards revenue growth for the group. Altice expects high single digit growth for the adjusted EBITDA and capital investments €4 billion. As a final point, Mr. Okhuijsen notes that the Company has changed its governance structure in 2016 at the Board level, Dexter Goei was appointed as President of the Board, Michel Combes was appointed as CEO and Patrick Drahi stepped down from his position as President of the Board to lead the Altice Group Advisory Council.

After the presentation, the Chairman thanks Mr. Okhuijsen and gives the meeting the opportunity to ask questions.

Ms. Hanekroot is a representative of the members of Vereniging van Beleggers voor Duurzame Ontwikkeling (VBDO) and introduces VBDO as the Dutch association of investors for sustainable development, which focusses on long-term and sustainability of the companies. Ms. Hanekroot would like to focus on the non-financial strategy and results of Altice so far. For the first time, Altice has reported on the group's non-financial results, which VBDO applauds. Altice has focused on themes like environmental activities, safety at work and philanthropic activities. That is a first good step to work towards. Ms. Hanekroot notes it would be great to work together to make some next steps, to improve the long-term opportunities for the Company.

Ms. Hanekroot has three questions. The *first question* is about sustainable development goals. In 2015, the UN has established, together with lots of companies internationally, the sustainable development goals (SDG's). These are 17 goals that may help companies worldwide to really bring into practice the working towards a sustainable world and sustainable corporate companies. Behind these 17 very specific goals, there are about 60 or 70 KPI's, which makes it easier for companies to work out the specifics for a specific company. So far, VBDO has not found any reference to the SDG's, that may be very helpful for a company like Altice. VTBO invites Altice to work with these SDG's. There are some specific themes that are opportunities for Altice to work towards itself, but also together with other companies that could help it in this area. In the services area, and in the Dutch investors environment, there are quite a few companies already referring to the SDG's that are the most relevant to them, and that they want to focus on in the coming years.

Ms. Hanekroot has already identified four potential SDG's as a suggestion. SGD 17 on partnerships: Altice is really focussing on infrastructure, so it could work with partnerships. Renewable energy: Altice is using quite a lot of energy, so it could make some efforts and have some impact in that area. SDG 9 on infrastructure: innovation and infrastructure is a key thing with opportunities for Altice. One of the areas that Altice could work on is inequality or diversity, so that is SDG 10 is relevant as well. For a first insight, Ms. Hanekroot would like some comments on that.

The *second question* is on natural capital. Natural capital is a prerequisite for any company; any company should be aware of what material it is dependent on for its current, but also its future businesses. What are these materials, not only CO2 and energy, but also materials like metals etc.? VBDO would like to invite Altice to really think about its materiality metrics in this area. What kind of materials does Altice use at the moment, and is it dependent on these materials now and in the future? The Company has already highlighted that it has implemented numerous initiatives in environmental matters as part of its business, which is good to hear. Ms. Hanekroot is curious to know what these could be. She asks for more storytelling on the kind of initiatives taken, not just as an anecdote but also to develop a strategy on these most material aspects in natural capital.

The *third question* is about the social performance, as referred to earlier. Altice already works on diversity and promoting employment for disabled persons. VBDO applauds this. It refers to SDG 10. Altice last year highlighted that it has implemented and addressed human rights in its policies. This is a good thing, that VBDO would like to learn more about these specific human rights which are references for Altice, such as the OECD guidelines or the UN global compact. Specific in the human rights area, VBDO would like to highlight the opportunities to work with living wages. These are not the minimum wages that Altice is legally obliged to pay its own employees and in its supply chain; living wages are wages allowing Altice's own employees and people working in the supply chain to live their lives, to have housing and to be able to pay the daily costs for their families. VBDO would like some comment on Altice's ideas on living wages for Altice's own employees and its supply chain.

The Chairman thanks Ms Hanekroot and gives the floor to Mr. Brown, Head of Investor Relations of Altice, to answer the three questions.

On Ms. Hanekroot's *first point* on sustainable development goals, Mr. Brown notes that Altice has noticed peer companies working with these, and the Board will look into whether it makes sense for Altice to do the same. Specifically, it will look at the suggestions made by Ms. Hanekroot with regard to renewable energy and infrastructure, and see if there are some more specific goals that can be set up for the Company and its subsidiaries.

On the *second point* on natural capital, Mr. Brown says that Altice can look at what material aspects there might be and see how we can fit this in the SDG framework.

Lastly, on SDG 10, as mentioned in the management report, Altice is bound by all human rights legislation in the different jurisdictions in which it operates and other internationally recognized human rights standards. On the specific point of living wages, it is his understanding that Altice does pay itself living wages and expects that suppliers, buyers and other companies it interacts with will do the same.

Mr. Lemmers is a representative of the Dutch Investors' Association (Vereniging van Effectenbezitters or VEB), also representing five shareholders who gave VEB a proxy for 3,200 common shares A. He has a couple of questions on strategy, numbers and governance.

His first point concerns the numbers, as this was highlighted recently. About the strategy: looking at the debt ratio range of 5 - 5,5 times in the US, and market comments that Altice needs that debt to continue growth, what is your plan of being within that range and make a combination with growth? That means that Altice needs high volume and high speed of liquidity, which was mentioned in the presentation. But when he looks at page 46 of the annual report 2016, there is a graph of level of control and risk impact, but he doesn't see in the right top corner the risk numbered R8 and R21, which are revenue assurance and debt management. Apparently, these are not at the highest level of the Company's concern, otherwise they would be at the top right corner of the graph. Question one is therefore how the Company will manage that and what is the plan.

That brings him to the second question, referring to page 46 of the annual report 2016. Mr. Lemmers heard the Chairman say that R20 (Altice Way implementation) is on the right track, but it is still material and high risk. Mr. Lemmers is wondering that, if Altice is on the right track, what is the risk combined with that? Looking at R16, the only dot in the right top corner, it is Legal. Given that Altice has the best law firm in the Netherlands working for it, but still puts Legal in the right top square, what is that risk? He asks the Chairman to elaborate on that. If it is legal claims, then Mr. Lemmers has another question he will ask the auditors later on, because valuation of legal claims is to the Company's own discretion.

The next question concerns the scale of the growth. If Altice needs liquidity, it needs to buy, because growth from inside of the Company might be little. The numbers in France are said to be showing stabilisation. Mr. Lemmers is questioning whether the growth in France can be made without any buying. Looking at other companies to be bought like Bouygues, the question is what is, for that home market, the possible next step. Where is Altice looking at? Looking at the US, where Altice became fourth since the acquisition of Cablevision, the number three and two are a long way away so the buying possibilities are down the list. How many steps is Altice going to take to become number three or two? That is what the Company needs. The Company needs the liquidity for the debt-ratio to go down.

Mr. Lemmers agrees with the Chairman to leave it with this and comes back on governance later on.

The Chairman recalls that the first question was on the leverage profile specifically for the US, why Altice thinks it is not a high risk and what Altice's vision is on the debt profile in the US going forward. The Chairman invites Mr. Okhuijsen to comment.

Mr. Okhuijsen explains that Altice feels comfortable with a leverage ratio of 5 - 5.5 times in the US, because it is comfortable to service the debt from its existing cash flows. Altice is significantly cash flow positive after interest payments. There are no near-term repayments in the US and the ratio has come down significantly. When Altice initially made the acquisitions in the US, the acquired companies were leveraged higher at 7.5 times. The leverage has come down within a year close to 5.5 times leverage. Altice is on a track to simplify the businesses and to increase the cash flow profile of these businesses. Altice promised at the time of the acquisitions to deleverage and has already deleveraged to 5.5 times leverage. There is further deleveraging to come, because Altice is guiding towards more EBITDA-growth and as a result there is more cash flow growth coming while Altice is at the target leverage in the US at 5 - 5.5 times.

Mr. Lemmers notices that the target leverage of Altice is higher than the one of its competitors which are at 4 - 4.2 times. Mr. Okhuijsen acknowledges this. He indicates that Altice feels comfortable to run the target leverage at 5 - 5.5 times, because with the operating cash flow, the debt can easily be served. It is not compromising the operational decisions and Altice has significant flexibility to make the right operational decisions where to allocate cash to. The interest bill does not compromise it. Altice is not just a follower of the industry, but tries to do things slightly different. Therefore Altice probably has a slightly different leverage profile than most companies. Although, Liberty Global, which is one of its peers in the European market, runs leverage at 5 times. It is not that Altice is the only one. Some other cable operators in the US, such as Charter, which is now the number two, historically also has been leveraged higher than 5 times. Now they are probably closer to 4.5 times. The industry is known for higher leverage, because it is sustainable given the cash flow conversion of the business. The stability of the subscription that Altice has allows it to have a higher amount of leverage and the business is still growing. If the business would be in a more challenging revenue environment, the ratio would probably be deleveraged. That is also why Altice has a different target in terms on leverage on the European operations than it has on the US operations, because the industry dynamics are different. Altice feels comfortable to continue to run the leverage in the US between 5 and 5.5 times and does not feel the need to deleverage below 5 times in the US.

Mr. Lemmers notes that Mr. Okhuijsen sounds very confident in what he's saying, which is good for a Board member. However, he wonders that if Mr. Okhuijsen says that operating cash flow is flexible to distribute and is solid, then the question is, of course, how to keep that cash flow solid and usable for all different kinds of deleveraging, paying, investments and things. He therefore asks, in the strategy or plans of Altice, how flexible is flexible? Because Altice is a very flexible company, on governance and on legal and all sort of things, but when it comes down to the numbers, Altice has to have some sort of structure to use that cash flow, to keep that cash flow as high as possible and make sure that the growth is there, that the revenues are there. That's Altice's engine.

Mr. Okhuijsen thinks that Altice is very comfortable, from a debt-perspective, that it is running a business that has a certain stickiness to it. These are services that are everyday life services for people and there is only a limited number of providers that can provide these services, because it is very capital intense to provide these services. As a result, you do not see big variations in terms of market share. If you look for instance in the US, it is very hard if a company want to compete with Altice. They have to build their own infrastructure; they need to dig up the streets, and put the fibre in the ground, which is a very capital intense project to undertake. If someone wants to replicate the fixed line infrastructure that Altice has in New York, it is going to take it more than 10 years to build. So it is very hard for people to enter this market, because they don't have any cash flow, and they will have to spend 10 years to do that, and as a result, nobody is doing that. So the market is not open for many new entrants as a result.

Mr. Goei adds that every time Altice makes acquisitions, it runs very conservative business plans to make sure it can repay all its debts within a ten-year period. So to Mr. Lemmer's point about having a plan, Altice is very focused on making sure that it runs very conservative assumptions, with no revenue growth, to make sure that it is paying down the debt.

The Chairman recalls that the second question concerned the Altice Way implementation and gives the floor to Mr. Combes.

Mr. Combes guesses that it was highlighted as a potential risk. Altice Way is on its way to be implemented; that is Altice's operational model, in order to deliver the results in terms of growth and profitability that Altice has highlighted and intends to deliver. Altice has set up different bits and pieces during the course of 2016 around strengthening the management team on the one side, to drive what has to be driven from a technology or commercial point of view. It was earlier on highlighted that the Company strengthened the team by recruiting a CMO, a CTO and a few others to make sure Altice can really have some synergies in between the different countries. To be able to implement those synergies, Altice has established a few new companies, in order to drive these efficiencies.

- *Altice Labs*, in the innovation environment of the Company, is where Altice drives all investments in technology, for example for fibre, where Altice a clear competitive edge.
- *Altice Technical Services*, which is a subsidiary Altice has set up to roll out its networks on a global basis. One of the key strategic items of Altice is to invest quicker, faster and leaner than any competitor. It is very rational to have this company, which is operating in the different countries in which Altice invests in networks.
- *Altice Customer Services*, which is call centre services, where Altice acquired Intelcia to have some consistency in the way it delivers services to customers in the different countries in which it operates.

All that is up and running. Altice has taken a lot of measures in 2016 in order to really industrialize all those processes and to make sure it can guarantee the same level of implementation in the different countries in which Altice operates. Of course it is very critical for Altice to deliver its figures, which is the reason why the Company is monitoring that very carefully and is adding capabilities when these are needed, because Altice's businesses are evolving as well. Altice also set up a media company, in order to support all its content strategy in the different countries in which Altice operates, with always the same logic, to be consistent in the different countries and to be able to deliver the best of its assets.

The Chairman recalls that the third question was about legal risks, and why despite having the best lawyers of the Netherlands, this is still on the list. Of course, Altice has very good lawyers in all countries where it works; putting that aside, Altice is a large, complex company, which will always have certain legal proceedings going on somewhere in the world. This is therefore a topic that will always be monitored very closely by the executives. In the Audit Committee, it is on the agenda every time that they meet; they are fairly normal topics, ranging from claims in certain situations - either from the distant past or more recent. There are sometimes fines that Altice has to take into account, and there are some regulatory aspects. The Chairman believes this is a normal situation for a company of the size of Altice. It would be strange if they would not have it categorized somewhere on this risk mapping. Later on, any questions can be asked to the auditors about how to deal with the valuation of these claims; they will have their own view about that.

Mr. Combes adds that legal risks are always highlighted as a risk, because you will always have some types of legal risks. The importance is to see what has been done in order to mitigate these risks. In 2016, as several companies were added within the group, the overseeing of the legal risks has been centralized. This is the responsibility of Alexandre Marque, who is also present at the meeting. On a bi-weekly basis, the major legal risks within the group are reviewed, in order to make sure that all measures are taken by the different companies through which Altice operates and to assess whether Altice is going in the right direction, in order to have no surprises and to make sure the best measures can be taken. That is something that was implemented a few months ago; it is part of what was done in 2016 to really be stricter in the way the Company operates. The same has been done on the regulatory side of the group, in order to centralize all those items and then to report to the Audit Committee on a regular basis

Mr. Lemmers thanks Mr. Combes for this answer, but the question is more complex for him. R16 is legal risks, and in the answer of the Chairman R1 (competition), R2 (regulatory), R3 (compliance) and R13 (M&A) are referred to, but they are all mentioned lower on the level of control and impact in the annual report 2016. He is wondering what is left over in Legal, which gives that high level of risk.

Mr. Okhuijsen notes that it must be understood that Altice acts in a regulated environment. As a result, Altice has complex local regulations that is has to track and follow and that it has to adhere to. We're also living in a world where there are a lot of changes to that framework with respect to data protection; Altice has to make sure it is adhering to all these local policies, and European policies, and now US policies. It is a regulated business; it is not a normal business from a regulatory set-up by country, that it has to track and follow and adhere and also make suggestions on how to change this going forward. The industry Altice is in is constantly changing. People are using devices differently, they are streaming different content, and they are using the products differently than 10 years ago. The regulation is constantly changing and adapting to that, as well.

Mr. Combes adds that he wants to provide some examples. He appreciates Mr. Lemmers' point that there are some legal risks in the points that he mentioned, but there are also some legal risks which are not captured by the other items. All the risks relating to the relations with Altice's customers; Altice can face some type of class action from its customers for any change that it may make in its prices or services. You can take also what is related to the infringement of patents, or what is related to the equipment that Altice uses in its network. It just needs to make sure that all of that is also well under control, in an industry which remains quite complex. Legal is therefore spread between different types of risks, but Altice wants to make sure all is really under control.

The Chairman recalls that the fourth question was about growth in France.

Mr. Combes notes that Altice believes it has potential growth profile for the coming years in France, even in the very competitive environment that it is facing. Altice has always said it would take a bit of time to reposition its assets and for the market to calm down a bit. The competition is extremely aggressive. Altice believes it has the strongest platform in the country, meaning the best network and the best content, which will allow Altice for the mid/long term run to grow its business in France. Then whether a consolidation might, or not, come back in France, it is not in Altice's hands. Altice has tried in the past, it has failed. If it was to happen again, Altice would be more than happy to listen to any type of proposals. Altice is in France to stay; it wants to develop its business, it believes it has the strongest platform there and so Altice can do it on its own. It will see what is happening in the market.

Mr. Lemmers notes that in 2015 Mr. Macron, who is now the President of France, was quite averse; he was quite critical about consolidation of the telecommunication sector in France. Mr. Lemmers wonders whether that is ground for concern now.

Mr. Combes has no comment to make about the President. When consolidation failed a few quarters ago, it was mainly because the different operators didn't find an agreement to make it work. It was in the hands of the operators. He has no comments to make with regard to the political environment in France.

Mr. Lemmers asks about the competition element and whether that is a concern in France.

Mr. Combes emphasizes that competition is very severe in France. The plan that Altice set up 18 months ago was about investing heavily in the infrastructure, as SFR was behind its competitors from a network perspective. In the past few months, Altice has invested heavily in this, and it is now back in the leading seat: number 1 in mobile, and it was already number 1 in fixed. Altice now has the best infrastructure in the country.

Second piece was to transform the company to be leaner and more agile, and to reduce its cost structure. Altice announced 12 months ago a strong transformation plan with several thousands of departures within the Company in order to be more efficient, more agile and leaner. That is underway and will be finalized in the next coming three months.

Altice has invested heavily in content and media, because Altice believes there is a market to capture there. The paid TV market in France represents €4 billion of revenue, which is not in the hands of the telecommunication companies. Altice believes it can capture part of this business. When Altice invests in soccer rights, it is to capture part of this business. That is the strategy that Altice laid down and that is starting to pay off. Its growth profile has improved in the past few quarters. So it is what Altice intends to continue in the next coming quarters. Altice has always said that consolidation was a nice to have for it, but not a must-have. There are two major platforms in France, Orange on one side, SFR on the other side. Altice has the skills, the size, the ability and the capabilities in order to continue and to manage growth in France in the next coming years.

The Chairman recalls the fifth and last question, which was the same as the fourth, but then in the US, so: what are the steps to become number two?

Mr. Goei notes that the US market is a competitive market, but a controlled competitive market in many respects. Regulatory oversight is lighter relative to the European markets that we live in here. Altice is the largest operator in both its Optimum and its Suddenlink footprint. Altice US is very focused on continuing to grow its assets. It does that by reinvesting heavily into technology. It announced last December that it is going to bring fibre to the homes across its entire Cablevision footprint to start off with. Altice USA is already delivering one giga of speed on 60% of its Suddenlink footprint, as well, and is months away from launching its innovative next generation box for the US market, which is going to be a one of a kind box, which includes not only your video capability, but also your cable modem and your Wi-Fi router. So Altice is very much focused on customer service, user experience, technology, reliability of the infrastructure, to continue to drive its business in the US.

Mr. Lemmers notes that his question also related to whether Altice USA is planning on further acquisitions.

Mr. Goei does not think this is the right form to comment on any type of acquisition, since Altice USA has just been focusing on operations for the last 18 months and has been listed since last week on the NYSE. The goal has been to have a currency available to it, to be ready to start consolidation should there be any opportunities. Today, there is nothing to talk about. Obviously, Altice USA will look at things over time; it is a question of being ready.

Mr. Loup Bourjot would like to understand more about Altice's capital allocation strategy between infrastructure and content and the role which content is supposed to play to increase the profitability of infrastructure.

Mr. Combes states that the priority in terms of capital allocation remains infrastructure. When you look at the level of investment that Altice is doing, it is mainly investing in infrastructure. In all the countries in which Altice operates, the intent is to be number one from an infrastructure point of view. In the telecommunication industry, the first piece that you have to have right is a network. When Altice did not have the right network in France a few years ago, that is when the company failed. That means that in the past 18 months, each time Altice entered into a new country - which is something that people don't always capture - the level of investment that it is putting into infrastructure is always higher than was done before its entry into the marketplace. If you look at Altice’s capital expenditure, naturally this is where Altice will invest first.

Once you have the best network, the second piece of capital allocation is around the customer experience, so all the investments that you can do in platforms, in IT systems, in the digitalization of these platforms, because that is also what matters for customers: the ease of use and the ease of access to Altice and to its products and services.

Then comes media, or content. In Europe and France, where Altice has invested quite significantly, Altice believes that media and content can be a key differentiator in order to help it to acquire new customers, to increase its customer base and to retain some of its existing customers. Of course when a customer has to select its suppliers, once you have the best network and the best customer experience, the last piece that you have to look at is what you do with your service. If you are also the best place to be from a content perspective, then that puts you in a much better position. There is something on top of that, which is that in France up to now the content market was in the hands of one or two paid TV players, Canal + and Bein Sport, which do generate more or less €4 billion a year from a revenue perspective. As it has been said, the telecommunication market is more or less mature; the growth potential just from telecommunication remains limited. One way to grow Altice's business in the future, on top of the measures to acquire new customers and to reduce churn, is to migrate part of the paid TV revenue in Altice's hands. Up until now Altice was just acting as reseller of this type of content; so that is a strategy that Altice followed. Then it really depends market by market, whether there is or not an opportunity to invest. Altice has done that in Israel as well; not in sport, but in entertainment. Altice has invested significantly in this type of content. Altice is probably the biggest producer of original content in Israel, which is bundled in the packages it offers. This is a key differentiator today in the market, where Altice is facing fierce competition, and can still sustain higher prices than its competitors, thanks to its content strategy.

Portugal is a different story. Operators are all distributing more or less the same content; they have just invested all together in a sport channel in order to ensure that they can provide sport to all their customers. Altice is contemplating all sorts of potential additional items in order to be a little bit different.

In the US, it is slightly different again. There are big content players, so the name of the game is to distribute all this content. Altice does not yet have the scale that it has in other countries to play it in a different manner.

That's the way Altice looks at it: market by market. The strategy is quite clear. On top of that, Altice has invested recently in advertising technologies, because it believes that once you have access on one side, once you have content, once you have the richness of data of customers that it has, there is a potential stream that it can build in terms of revenue, which is the advertising revenue stream. Altice is already generating probably a little bit less than 1 billion in advertising, Altice believes there is a huge potential in the mid-long run to go and shoot for this one, which is still in the hands of the digital big players. Altice has strong potential with all the data that it has from its customers and with its different assets, whether it is access or whether it is media and content. That is progressively what it is building. You should have in mind that the group has three main pillars: one which is access, one which is content and one which is advertising. All that is fuelled by data. At the end of the day, what Altice wants is to build revenue streams coming from those different areas and to make sure that it has a winning formula for the mid-long run.

Mr. Lemmers has a question about the Dutch institutional investors, which are also part of VEB’s constituents. One of the former institutional investors that was present at last year's AGM and was arguing with the Board about the dual class shares that were introduced after the merger, stepped out completely. This was PGM. They made a very clear statement, putting Altice on a blacklist, meaning: a company that is not good enough, or at least not nice enough, from a governance perspective to be invested in. On that blacklist are also ammunition companies or toxic producers. It is really a blacklist, not a grey list or something you can be proud of. The question for other shareholders is whether they should they follow that action, or whether they should highlight more positive things on other issues, and should keep the dialogue and maybe make things better.

He notes that he is being a bit ironic when saying that, because if he looks at the IPO from last week, in which again Class A and Class B type shares were issued, Altice also created a Class C share. This is a non-voting share, such as for example Snapchat, Facebook or Google also did. The question is: if you're thinking about Class C shares, then you go ahead on the governance line that was established last year, by saying: I have one shareholder which is the most important one, and all the others can just provide money to us. We are not providing dividends, it is only the rise of the share price which is giving you any satisfaction. If that is the internal culture of Altice for the upcoming years, he would like to know, because he needs to communicate that to his constituents. He needs to tell them that Altice can be a very nice economic project, but that they should not think that they can exercise any rights.

His second question relates to paragraph 3.3 of the management report, which is about the Group Advisory Council. The question which arises is if this Group Advisory Council is not actually running the show. For instance, what is advice exactly, what is review exactly, why is the amount to which the Group Advisory Council is allowed to review commitments only €10 million, in a billion-dollar company? Can the Board elaborate a bit further on this Group Advisory Council? He points especially to the last sentence of paragraph 3.3 of the management report, which reads: "*The President or the Vice-President shall for all Board meetings invite one member of the Group Advisory Council, which member may be designated by the Group Advisory Council for the purpose of attending such meetings.*" So one member of the Group Advisory Council is designated to be invited by the President or Vice-President. Mr. Lemmers wonders who that is and whether this is regularly the same person or whether the members rotate. He also wonders how its compassion with the strategy is: is it reviewing directly and very truthfully the strategy, or is it just advising the Board in a way which does not allow for any discussion after that? If that is the kind of advice that is given to the Board, then that would be an answer to the question who runs the show.

The Chairman notes that it hurts to be compared to toxic producers, and that that is also completely inappropriate. He believes the Company has absolutely the right internal culture. If you look at the people in the organisation, and the people who lead the organisation, they are all top-class people, the best in the world, with a very ambitious, dynamic and thoughtful, caring culture, with a dream to conquer the world in this industry. From that, the Board sees so many growth opportunities ahead of us that there will always be questions like: do you want to pay dividend, what is your leverage profile, how can we move forward on this? At this point in time, it is true that this Company has a controlling shareholder. With that comes a big responsibility for not only the entire Board, but especially also the non-executives, of how the interests of the stakeholders are to be taken into account, including minority shareholders. The Board take great scrutiny in making sure that they do the best for the Company.

Specifically on the point of dual class shares, this discussion also took place at the last AGM, and the Chairman invites Mr. Lemmers to also be there at next year's AGM. It is not on the table to eliminate that. Last year, the Chairman said that the Company is a large company, but it is also migrating from an entrepreneurial company into a situation where the Company has been listed now for a while, where it is complying with the Corporate Governance Code and if there is a deviation from the Code, it will be explained. It takes some time to move the Company into an always properly managed and governed company. He believes this has always been the case up until now. He welcomes Mr. Lemmers' questions and states that they are highly valued. He hopes this dialogue can be continued going forward, also bearing in mind where Altice has come from. The Chairman states that he knows where Mr. Lemmers would like the Company to go. He appreciates, also with the four Dutch institutional investors who are not here today, the dialogue.

Mr. Loup Bourjot says that, for investors, there are usually two situations, and Altice is creating a totally new situation. The usual two situations are the following: You have a company with many shareholders and no clear leading shareholders. Or you have a company where you either have a strong private shareholder or a family acting together. In the first case, the company is represented by the management. In the second case, most of the time, the family is visible or there are a lot of interviews or documentation concerning the guy running the show (for example, at Swatch, Kering or LVMH). So at least the investor can try to understand the personalities and the culture. In the case of Altice, what is disturbing is that now that Mr. Drahi has disappeared from the Board, he is not very visible for ordinary investors. It is very difficult to appreciate concretely the character of the Company.

Mr. Goei does not think that Altice's controlling shareholder has disappeared. He is very much present. There is a track record that has been established over the past 25 years that is very clear. His presence in the public forums has been frequent, in front of the National Assembly in France, seeing all the various leaders of industry and politicians across all of our businesses in the world. He is just a more private person than some of the names that you have mentioned, and so he is not giving interviews every day. That's just by choice. He is unbelievably hands-on through the Group Advisory Council with management.

To the issues that Mr. Bourjot raises, Mr. Goei notes that Altice is an owner-operated business, with an owner-operated mentality. There are very few people out there that you can name that own so much interest in a company: management and the controlling shareholders owned over 50% of the equity of the business today. So the Board is perfectly aligned with creating shareholder value, but it is an entrepreneurial, owner-operated mentality. That is the business model. There is lot of different shades of grey that you can choose to invest in. This is a strong economic model. Altice has proven that since it has become public to the market, and the Board will continue to drive for shareholder value, as the management is incentivised to do that. It would be a mistake to think that Mr. Drahi has withdrawn himself from either public profile or from his impact on the Company.

The Chairman asks Mr. Goei to also address the question on the strategy with respect to the class A, B and C shares in the US.

Mr. Goei states that one of the things that Altice USA has said very publicly is that they are going public and that they would do an IPO in the US to be ready for consolidation. Altice USA, today, is a business that is 2 - 3% of the overall revenues in the media/telecom space in the US. Even though Altice USA is a very large business by European standards, it is a very small business by US standards, given the size of the country. In order for Altice USA to be as flexible as possible going forward with the way it attributes its equity and equity control, it wants to make sure it has all the tools available to it to the extent it wants to use them. Obviously, if you do some of the maths, between the class A, B and C shares, you do have to issue quite a few A shares in order for Altice NV to lose control of Altice USA in any shape or form. Altice USA was told by its underwriters that it should provision for any type of option and that if it wants to provide for non-voting shares, it should do it during the IPO, not post IPO.

Mr. Lemmers asks whether he means the class C shares. Mr. Goei affirms that he did. Mr. Lemmers asks whether it is strange for him to think that Altice will use the class C shares to finance a major takeover in the upcoming years.

Mr. Goei says he would not put anything out of the realm of possibilities, which is why they authorized them. If you do the maths, the numbers need to be quite large to necessitate Altice USA to use those in any shape or form.

The Chairman recalls that the third question was about expanding the ways of financing with equity to other countries and states that is not on the table at the moment. There are no ambitions to seek the most exotic ways to finance the Company. They are in that sense a simple company.

On the Group Advisory Council, the Chairman notes that Mr. Drahi has not disappeared and is very engaged. Most of the Board members talk to him on a daily basis and he can for certain topics give advice that is very relevant for the Company.

Mr. Lemmers asks whether Mr. Drahi is the designated representative of the Group Advisory Council.

Mr. Combes says that he can be. He stepped down from the Board, as has been mentioned, but he has invaluable value for the Company, in terms of strategy, technology, business. He is very involved, as was said; all of the Board members have worked with him for the past 15 years, which means that it is really the same mind set, the same spirit, that we are implementing.

The Group Advisory Council is a little more formal, which allows the Board to share with him and a few others, the type of things that the Board intends to do from a strategic, technology and commercial point of view, just to set up and to frame the agenda of the group. That is invaluable. At the end of the day, that really creates a lot of value for the Company and for the Board, to be able to have this type of body. The members of the Group Advisory Council can decide whether they want to be represented at the Board if there is an item on the agenda on which they believe they have relevant opinions. That is the way it works. It has been established in the last two quarters when Mr. Drahi stepped down from the Board, and Mr. Combes believes it works extremely well.

Mr. Lemmers asks whether €10 million is not a too low threshold.

Mr. Combes answers that this just means that they can look starting at €10 million; not everything will come to the Group Advisory Council. He decides a little what to share and discuss with the Group Advisory Council, what they review. This can be even below €10 million on certain occasions if advice is needed, or it can be higher. That is just to give a type of threshold they are looking at. The Board is quite detail-oriented, and in order to create value in any case every expense starting at the first euro is material; that has been the mind-set of the Company since the beginning. Whatever the size of the Company, the Board is trying to keep that mind-set, also keeping the right flexibility to operate the Company.

Mr. Goei adds that the other way of thinking about it is that irrespective of who you are, if you're spending 5 million of your own money, because Mr. Drahi owns more than 50% of the company, you are going to want to pay attention. That is the reason why the governance structure is set up the way it has been, because Altice is an owner-operated, entrepreneurial group, which is very focussed on capital allocation. So thoroughly throughout the organization, we are very focused. It is part of our DNA.

As there are no further questions, the Chairman notes that the topic has been discussed in quite some details and thanks the constituents for their questions. He proposes to move onto agenda item three.

3. Proposal to adopt the annual accounts for the financial year 2016

The Chairman continues with agenda item 3. He first turns to the adoption of the annual accounts for the financial year 2016.

Mr. Lemmers asks whether the Chairman is skipping the explanation of the remuneration policy. The Chairman thought he mentioned where it was set out, but asks whether there are any specific questions. Mr. Lemmers says it can also be discussed when the remuneration policy is discussed later on (agenda item 8). The Chairman thanks Mr. Lemmers for this.

The Chairman notes that the financial statements were drawn up by the Board and are contained in the annual report 2016 of Altice on pages 114 to 232. The external auditors Deloitte Accountants B.V. have issued an unqualified opinion. The Board proposes to the shareholders' meeting to adopt the annual accounts for the financial year 2016. The adoption of the annual accounts includes the adoption of both the consolidated accounts and the stand-alone accounts of the Company.

He then gives the floor to Mr. Eddy Termaten.

<u>Mr. Termaten</u> indicates that he is representing Deloitte Accountants B.V., which is the audit firm which has issued in April 2017 the unqualified opinion on the consolidated and standalone financial statements of the Company.

He starts by explaining that, in the presentation today, Deloitte put themselves in the shoes of the shareholders and try to see what kind of questions a shareholder may have. He thanks the VEB for having sent a letter to Deloitte and the Company about the questions and the concerns that they would have during the General Meeting. He indicated that he will only answer questions on the audit procedures that were performed and on the audit report.

He explains that the engagement team has not changed compared to last year. He is the signing partner taking full responsibility for the audit. Given the historical presence of Altice in Luxembourg, most of the work is done from Luxembourg. The team is composed of a Lead Client Service Partner, an Engagement Partner and Engagement Quality Control Reviewers, both in Luxembourg and in the Netherlands.

He continues by elaborating on the level of materiality for the Company. He reminds the audience that this is not a mathematical concept and that materiality is in judgement. The benchmark for Deloitte’s materiality judgement is the Company’s main focus area, which is EBITDA. Last year, the level of materiality was €150 million. Given the different acquisitions that were made by the group, the level of materiality was increased in 2016 to €200 million, which is approximately 2.5% of the EBITDA. At the component level, materiality did not exceed €50 million.

Mr. Termaten then underlines that the audit scope did not change compared to 2015, but that the companies acquired in the US have now been included in the audit scope. The Altice group is composed of 6 significant geographical divisions, 4 of which are relevant at the level of the Company for the purposes of the audit. The ones in Israel and in the Dominican Republic are less relevant for Deloitte than the other are.

He indicates that Deloitte ensured that there is sufficient audit coverage at group level while likewise making sure such coverage at regional level is adequate. The coverage encompasses more than 95% of the assets and revenues and profit before tax.

Regarding the nature of the audit, Mr. Termaten considers that an auditor cannot do an audit of a company of the size of the Company without involving specialists, such as tax specialists, fair value specialists, pension specialists, etc., to assist the audit team.

Mr. Termaten continues by indicating that Deloitte has notified the Audit Committee of any audit differences which were identified in excess of €10 million. The Audit Committee then assesses what needs to be done. The culture of the Company is to be open for discussion, to give to Deloitte the information they are requesting and support for the positions taken. Discussions are going in a constructive way and there is not a lot of pressure on each other to book something or not to book something.

Mr. Termaten then indicates that the key audit matters are listed in Deloitte’s audit opinion. These are mostly areas where management judgement or estimate is required (e.g. provisions for litigation). He then explains what the differences in key audit matters are compared to 2015.

Before finishing his presentation, Mr. Termaten explains how the audit team performs its work and indicates the number of hours spent by the audit team on the matter. He indicates that experienced members of the engagement team meet with the significant components’ auditors on a regular basis and liaise with KPMG which is the auditor of the US companies within the group. They also met with the Audit Committee 5 times in 2016, had regular conference calls with the Chairman of the Audit Committee, and met regularly with the CFO and his team.

Finally, Mr. Termaten confirms that Deloitte Accountants B.V. is independent from the Company, and that non-audit services are provided by other components of Deloitte after an approval procedure involving the Chairman of the Audit Committee has been followed.

Mr. Termaten asks if there are any questions.

Mr. Lemmers refers to the debate that he had earlier on in the meeting with the Board about Legal as a risk factor, in which he said that legal and risk were in all those other risk factors, as well. He looked at the list of key audit matters and at the valuation model. He is wondering whether that would be enough, because Deloitte takes a lot of information from management, and from communication between management and claim filers. Deloitte mentioned some experts, so the first question is what kind of experts are they? Are those claim funders, or solicitors, or any other organisations that deal with claims often, or might it be a colleague at Deloitte who is specialized in valuation of claims, as is common in at least the US?

The next question is about amortization and depreciation, which is higher this year than it was last year. It says that it is because of the completion of the Suddenlink acquisition and integration. This is not mentioned in the key audit matters, but it is something, in his view, to think about and discuss with the Audit Committee. Did the accountants last year underestimate or overestimate the costs of the operational project that was going on? Did the accountants have that kind of discussion with the Audit Committee, or did they just sign off or think that since it is positive, it is not an issue?

The auditors themselves came with €10 million as a threshold, but their maturity level was about €200 million or €50 million, so there is a difference between those two. Mr. Lemmers was therefore wondering, if Deloitte is not looking at below €50 million, and Mr. Drahi is looking from just €10 million, why is that a difference of €40 million? Below €10 million, anything can happen within the Company, but that difference of €40 million is one of his questions. Why did Deloitte not change to the same, or why did they not advise the Company to change the €10 millon threshold to €50 million?

Mr. Termaten states that Deloitte does not give any kind of advice to the Company on its strategy.

About the first point, about the litigation and valuation, that all starts with the Company itself. The Company gets a claim or has to make an assessment whether it has a potential claim or not, and then the auditors assess what is going on. They use lawyer's letters, which are sent out to external lawyers, asking them what their view is on this. The auditors then read the communications and if they see what direction it is going, they would expect there would be at least a disclosure in the financial statements. There are three levels: 'remote' means there is nothing; 'possible' means that there is a disclosure; ‘serious’ which means that the auditors will ask why the Company is not providing, or why the Board believes the amount that they are providing is sufficient.

So the auditors first get the information from the Company and its assumptions, and they challenge these assumptions first internally. They ask whether they make sense and are in line or not with the communication they have seen. They also get every day an extract of all kinds of press articles about Altice. There is a lot of outside information they do not get directly from the Company. In the press, they can read where something is going. They also consider that in their analysis. Then they speak with internal specialists, which could be legal specialists, and consider whether the direction the Company is moving into is the right one or not, and whether they think the risk is remote or possible. They try to assess what the penalty will be, or what the amount of the claim that will be awarded is. Under the IFRS, if there is a range, it is the best estimate of the range. They take into account the materiality, so that is the €200 million. An error, or the total of errors above €200 million would constitute a material misstatement. If they only look for errors above that threshold, there would be nothing to report on. So they are also auditing at a lower level. They set the percentage at 5% of the materiality, and that is how they came to €10 million, which is the amount they are going to look at. It has nothing to do with what the Group Advisory Council is doing or not. If they find an error of €5 million, below the threshold, they aggregate all the errors below the threshold. If the total is above the threshold, they report it in one line. Or if they have an error of €10 million, they report it on an individual basis to the Audit Committee.

Mr. Lemmers refers to page 240 of the annual accounts. When Deloitte talks about the revenue recognition, and the accuracy of revenues recorded given complexity of systems, I do understand that that it puts IT forward as a risk component. The problem is with the last bullet: test reconciliation between billing systems and accounting records. This is something that happened with another company in the Netherlands where there was a difference in the billing system and the accountancy which ultimately led to a very big problem. I guess this is for you a very important point, especially because it is also one of the main components of the engine that the Company is running on: cash.

Mr. Termaten says that the accounting gets the data from other systems. When you look at countries like France, the billing is going out of one single company, but the services are coming out of different legal entities. The auditors check that the information which goes in the billing system is correct. That data is transferred to the accounting system because if you bill something, it will result into a journal entry where you increase the revenue. What is key is that between these two systems, there is not something staying in an interface or more importantly, that people are not adding amounts in the accounting system which are not in the billing system. That is where Deloitte focuses on when doing the auditing.

Mr. Lemmers asks whether Deloitte also reviews the billing system to see if any discount has been given or any pre-ordering has been authorized.

Mr. Termaten acknowledges it. Regarding the increased depreciation and amortisation at Suddenlink, he explains that Suddenlink was acquired in December 2015, so there were only 9 days of Suddenlink in the 2015 financial statements when the preliminary purchase price allocation was done. Then the Company starts to implement and finalise the purchase price allocation and also the depreciation and amortisation, which are more specific than they were at the time of the acquisition of Suddenlink.

As there are no further questions, the Chairman moves on with the voting procedure.

He indicates that the persons present at the meeting represent 806,027,093 common shares A with a similar number of votes and 224,107,211 common shares B with 5,602,680,275 votes. In total, 6,408,707,368 votes can be cast, which means that of the total number of issued and outstanding common shares A, 87,46% is present or represented and of the total number of issued and outstanding common shares B, 88.23% is present or represented. Of the total number of issued and outstanding shares, 87.63% is present or represented.

He also indicates that, in accordance with article 39, paragraph 5 of the Company’s Articles of Association, votes abstained will not be calculated as part of the votes cast.

The Chairman then opens the voting for agenda item 3. The results show that 99.99% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

4. Proposal for discharge of liability of the executive directors of the Board

5. Proposal for discharge of liability of the non-executive directors of the Board

The Chairman continues with agenda items 4 and 5. He indicates that the annual accounts for the financial year 2016 have been adopted and subsequently he requests that the General Meeting will discharge the executive directors who were in office in 2016 of liability for their management during the financial year 2016 and discharge the non-executive directors who were in office in 2016 of liability for their performance and in particular their supervision of management during the financial year 2016.

He asks whether there are any questions or observations on agenda item 4. As there are no questions, the Chairman opens the voting for agenda item 4. The results show that 99.96% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

Then the Chairman asks where there are any questions or observations on agenda item 5. As there are no questions, the Chairman opens the voting for agenda item 5. The results show that 99.96% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

6. Proposal to re-appoint Mr. Scott Matlock as non-executive director of the Board

The Chairman move on to agenda item 6 where it is proposed to re-appoint Mr. Scott Matlock as non-executive director of the Board. The proposed re-appointment is for a term ending on the day of the Annual General Meeting to be held in 2021, which is the fourth calendar year after the date of appointment.

Scott was first appointed as non-executive director by the General Meeting on 7 August 2015 and with effect from the merger of the Company with Altice S.A.

Scott is a graduate of the University of California, Berkeley and serves as a partner at PJT Partners, the independent investment bank, where he is a mergers and acquisitions advisor to companies and individuals worldwide. Previously, Scott worked at Morgan Stanley, where he was an investment banker for 25 years. He was the Global Head of Media and Communications M&A from 2005 to 2008, the Chairman of Asia M&A (including Australia, India and Japan) from 2008 to 2010, and the Chairman of International M&A from 2010 to 2014. Scott started his career at Morgan Stanley focused on transportation, industrial and technology companies. In 1997, he switched his focus to the media and communications sectors. When he moved to London in 2002, he became the Head of European Media Coverage and then the Co-Head of European Media Communications Coverage for the firm. Scott was responsible for some of Morgan Stanley's most important clients and transactions in the media and communication sectors. Sectors on which he has been particularly focused have included cable, mobile/cellular, satellite and broadcast.

Scott is also a member of the Audit Committee and he chairs the Remuneration Committee of the Company.

The Board recommends appointing Scott Matlock for a new term as non-executive director of the Board in view of his knowledge of the Company, his financial experience and his experience in mergers and acquisitions.

The Chairman asks whether anyone wishes to address the meeting on this subject.

Mr. Lemmers read in the annual report that the Board held an evaluation process and was wondering how did Mr. Matlock do in that evaluation process. Is he a real asset for the Board to be reappointed and why is that? In addition, should the Board use an external evaluation expert instead of carrying out an internal evaluation process?

The Chairman answers that the Board might hire an external evaluation expert, and probably will at some point. This year it has chosen to do the evaluation internally but it will reassess that every year. The Board is obviously very happy with Scott Matlock. He has a tremendous background in the industry, is very knowledgeable and he is also a financial expert, so the Board values him very much. Otherwise the Board would not have proposed him to be reappointed.

The Chairman asks whether there are any other questions on agenda item 6. As there are no questions, the Chairman opens the voting for agenda item 6. The results show that 98.52% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

7. Proposal to re-appoint Mr. Jean-Luc Allavena as non-executive director of the Board

The Chairman continues with agenda item 7, where it is proposed to re-appoint Mr. Jean-Luc Allavena as non-executive director of the Board. The proposed re-appointment is for a term ending on the day of the Annual General Meeting to be held in 2021, which is the fourth calendar year after the date of appointment.

The Chairman then gives some background information regarding Jean-Luc Allavena. Jean-Luc was first appointed as non-executive director by the General Meeting on 7 August 2015 and with effect from the merger of the Company with Altice S.A.

Jean-Luc serves as Chairman of Atlantys Investors, an investment fund (in partnership with Apollo Management).

Jean-Luc was appointed Analyst at Banque Paribas in 1986 before joining Lyonnaise des Eaux (now called Engie) in 1989 as a Financial Controller. In 1992, he became Chief Financial Officer of Techpack International (Pechiney) and was appointed Chief Executive Officer in 1996 and then Chairman of the Pechiney World Luxury Cosmetics Division in 1999. In 2000, he joined Lagardère Media as the group’s Chief Operating Officer. He also became a board member of its four main divisions: Lagardère Active (radio and TV), Hachette Livre (book publishing), Hachette Filipacchi Media (magazine publishing) and Hachette Distribution Services (press distribution).

A native and citizen of Monaco, Jean-Luc served as the Chief of Staff of His Serene Highness Prince Albert II of Monaco at the beginning of His Reign (2005-2006). In 2007, Jean-Luc joined Apollo Management in London, one of the largest investment platforms in the world with almost $200 billion under management. He has done several important deals in various industries such as Monier (formerly Lafarge Roofing), Constellium (formerly Pechiney Aluminium), Latecoere (aerospace) and Verallia (formerly Saint Gobain Glass Packaging). He has served on the Board of Verallia since 2015. He has also been involved, for more than two decades, in various non-governmental organizations and served as the Chairman of the Alumni Association of HEC from 2001 to 2003 (subsequently as Honorary Chairman), Chairman of the HEC Foundation from 2003 to 2005 (subsequently as Honorary Chairman) and Chairman of the board of the French-American Foundation - France from 2010 to 2015 (subsequently as Honorary Chairman). He has been awarded Chevalier of the French Légion d’Honneur.

In addition, Jean-Luc holds or has held the following positions as member of a management board: board member of Constellium N.V. (2011-2013), board member of Latécoère S.A. (2015- 2016), board member of Mecaplast Group S.A. (2013-2016), board member of Monaco Resources Group (2014-2016), board member of Cosfibel S.A. (since 2007) and board member of Banque Pâris Bertrand Sturdza SA (since 2016).

He currently serves on the Audit Committee and Remuneration Committee of the Company.

The Chairman asks whether there are any questions or observations on agenda item 7. As there are no questions, the Chairman opens the voting for agenda item 7. The results show that 98.58% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

8. Remuneration

- **a. Proposal to determine the annual cash bonus for executive directors for the financial year 2016**
- **b. Proposal to amend the remuneration policy of the Board**
- **c. Proposal to adopt a Performance Stock Option Plan**
- **d. Proposal to amend the remuneration of Mr. Michel Combes**
- **e. Proposal to amend the remuneration of Mr. Dexter Goei**
- **f. Proposal to amend the remuneration of Mr. Dennis Okhuijsen**
- **g. Proposal to determine the remuneration of non-executive directors**

The Chairman moves on to agenda item 8 on remuneration. The Board proposes to the General Meeting to determine the annual cash bonuses for the executive directors for the financial year 2016 as set out in the explanatory notes to the agenda. Further, the Board proposes to the General Meeting to amend the remuneration policy of the Board and to adopt a new Performance Stock Option Plan.

Subject to the resolution to amend the remuneration policy of the Board and to adopt a new Performance Stock Option Plan, the Board proposes to the General Meeting to amend the remuneration of Mr. Michel Combes, Mr. Dexter Goei and Mr. Dennis Okhuijsen and to determine the remuneration of the non-executive directors as set out in the explanatory notes to the agenda.

Item 8a

The Chairman starts with agenda item 8a where it is proposed to the General Meeting to determine the annual cash bonuses for the executive directors for the financial year 2016 as follows:

- Mr. Goei: €2,847,043;
- Mr. Combes €2,847,043; and
- Mr. Okhuijsen: €1,000,000.

The Chairman asks whether they are any questions or observations on agenda item 8.

Mr. Lemmers says that, on page 90 of the annual report 2016, the additional fee for services for Mr. Combes is the highest of the three executives present here. What kind of services is Mr. Combes delivering for the rest of the Altice group that is worth over €0.5 million? Why is Mr. Okhuijsen's bonus of €1,000,000 when the bonus of the two other executives present here is €2,847,043?

Mr. Combes answers that he is the CEO of the Altice group as a whole and so delivers services to the entire group and to all subsidiaries. His package has been built in a way to reflect what the Board believes is the value that he brings to the Company. He is performing the usual duties of a CEO: managing the Company on a day to day basis in order to implement the strategy which has been agreed by the Board, delivering the results which have been delivered, making sure everyone is aligned on what needs to be delivered and reviewing the performance of the different units within the group.

Mr. Lemmers states that, because Mr. Combes is the CEO of the Altice group, the work he is doing is for the entire group. His remuneration should therefore be allocated to the Company, and not to a subsidiary. All this is just about the transparency on his complete remuneration.

The Chairman explains that every year the Board goes through a very thorough process of evaluating the executives, on the basis of what they have contributed and performed in the year. The Board tries to benchmark that with a group of relevant peers both in Europe and in the United States with similar weight of the position at hand, which varies between the thee executives discussed. The Board thinks this is a fair combination of the weight of the function and the performance delivered.

The Chairman asks whether there are any other questions on agenda item 8a. As there are no other questions, the Chairman opens the voting for agenda item 8a. The results show that 91.04% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

Item 8b

The Chairman moves on to agenda item 8b where it is proposed to the General Meeting to amend the Board's remuneration policy to:

- add a long-term cash incentive for the executive directors;
- remove the cash compensation plan;
- add a discretionary annual cash bonus, indemnity and severance payment;
- clarify the calculation of the annual bonus for executive directors;
- amend the remuneration of the non-executive directors;
- comply with the new Dutch Corporate Governance Code; and
- improve the transparency and readability of the remuneration policy.

A full version of the draft amended remuneration policy was made available at the offices of the Company in Amsterdam and on the Company's website in advance of the General Meeting.

The Chairman asks whether there any questions or observations on agenda item 8b.

Mr. Lemmers states that his first question relates to a principle issue. It is not about the amount granted, but about choosing a long-term cash incentive instead of a long-term share incentive. Granting shares to executive directors would have aligned their interests with those of the shareholders and would have also made their departure from the Company not immediately a cashing moment, because they would have to hold the shares for longer than the duration of their appointment. That principle is here left and replaced by a cash component and seeing the votes on agenda item 8a, executive directors will always get that cash granted. His second question is also on principle because the Remuneration Committee is given all kinds of opportunities to use its discretionary powers to adjust, to change, to differ, to use matrixes, to use comparisons, etc. Under agenda items 8c and 8d, regarding the new Performance Stock Option Plan, it is proposed that the General Meeting delegates some powers to the Remuneration Committee. What actually are the shareholders delegating to the Remuneration Committee and how is the Remuneration Committee going to use the powers? Is it going to use those powers to bring down the remuneration package in total, to set very high and challenging standards? Or it is just going to make it easy for the executive directors? On page 7 of the proposed remuneration policy, it is mentioned that, if the executive directors perform 20% better than on average, they are already receiving 200% of the granted amount. In his view, doing their normal job is 100% and adding just an additional 20% is doable. Is that challenging? That depends on the measures of course, but that is not written in the document. There is nothing in there about how are you going to scale them. What is actually the core of this plan? Why are you stepping aside from the principle of alignment between directors and shareholders by using a cash component? What are exactly the powers that the shareholders are asked to delegate to the Remuneration Committee and what is its intention with receiving those powers?

The Chairman indicates that the Board wanted to have a bit more balance between the cash compensation and the option based compensation, where obviously the share price is really important, but the Board also wants the executive directors to focus on the realisation of the business plan which will then drive hopefully the share price. With this plan, there is more balance between the two in order to drive and stimulate behaviour in a direction where the Board thinks the Company should go. You had a number of comments on what should be delegated to the Remuneration Committee and what is behind it. The objective is to retain and attract in the future world class top talent to lead the Company which is a global company. The Remuneration Committee has no intention to bring the compensation of the executive directors down but it should be aimed at challenging, but also achievable assumptions. Altice works in a fairly stable, sometimes infrastructural-like part of the business so doing 20% better than the already challenging target is quite an achievement. If that changes, the Remuneration Committee will probably change the policy or the targets again but for now it thinks that the targets are sufficiently challenging but also achievable.

Mr. Lemmers is questioning how the Remuneration Committee is going to use the powers that the General Meeting is giving to it. A 20% extra, in a competitive market, might be a challenge. But he has also heard that in France competition is as such that Altice has to improve its business. Getting an extra 20% might be very easy. He is not sure, as he does not know on what are the KPIs on which measurement is based, what is the starting base and what is the growing rate. Back to the principle, if you have a very flexible stock option plan and you have cash, that is rather more focusing on the short term than on the long term. While the community is asking for a long-term view.

Mr. Combes notes that this proposal has been debated between the management and the Board and he thinks that it is precisely trying to achieve what Mr. Lemmers is saying: long term perspective. Up to now we had a stock option plan with no conditions in terms of allocation of stock options which is great but never the less doesn't completely reflect the performance achieved by the management team. This is what the Board has tried to change. The new system is a split system: 50% remains in shares (stock options) and 50% is cash based, but based on target achievements in order to drive EBITDA and to drive cash generation within the group, which is really in the hands of the management. On one side, the management is fully aligned with the shareholders with the 50% component and on the other side, the management is really focused on what matters to drive the value of the share up in the mid/long-term. There is no perfect system but in his view this split system is probably something which is meaningful and that is why is has been approved by the Board. He thinks that this system should really drive the performance of the group up, with a strong alignment between management and shareholders and a focus of the management on what matters and what is in their hands. The structure of the remuneration within the Company for the top management is a low fixed remuneration, a short-term variable remuneration which is based upon the results of the year, and a long-term incentive component to be fully aligned with shareholders value creation. But what was important to the Board was that part of the long-term incentive be based on the achievement of targets. That is what has been reflected in the proposed remuneration policy.

Mr. Lemmers states he hears this and thinks it is a valid point, but asks for more transparency on the way the remuneration is determined.

The Chairman notes that the Board has tried to be as transparent as possible and can certainly look into it if there are ways to become more transparent on remuneration.

The Chairman asks whether there are any other questions on agenda item 8b. As there are no other questions, the Chairman opens the voting for agenda item 8b. The results show that 89.69% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

Item 8c

The Chairman continues with agenda item 8c where it is proposed to the General Meeting to adopt a new Performance Stock Option Plan. This plan will mainly be used to grant stock options to selected employees of the Altice group, including executive directors of the Board. Under this plan, the vesting of options is subject to the achievement of a financial performance target. The target is set at the date of grant and will be achieved if the Adjusted EBITDA – CAPEX of the third full financial year following the date of grant is equal to or superior to the target. The participant still needs to be employed or needs to provide services to the Company or to any Altice group company at the moment that it is determined that the Altice group has achieved the target. Participants who leave the Altice group before the vesting date will forfeit their options.

A full version of the draft Performance Stock Option Plan was made available at the offices of the Company in Amsterdam and on the Company's website in advance of the General Meeting.

The Chairman asks whether there are any questions on agenda item 8c.

Mr. Lemmers asks why is "equal" good enough.

The Chairman answers that it is equal to or superior to the target, and the target is a challenging target.

Mr. Lemmers notes that he as seen a lot of examples of former board members delivering services to a company just to uphold the right to a stock option plan. What kind of services do you require at a minimum to be still regarded as benefiting from this stock option plan?

The Chairman says that it should be meaningful for the Altice group. This will be determined under the supervision of the Remuneration Committee.

The Chairman asks whether there are any other questions on agenda item 8c. As there are no other questions, the Chairman opens the voting for agenda item 8c. The results show that 91.12% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

Item 8d

The Chairman moves on to agenda item 8d where it is proposed to the General Meeting to amend the remuneration of Mr. Michel Combes as follows:

- Grant of 1,032,833 stock options under the Performance Stock Option Plan as adopted in agenda item 8c, with an exercise price of €19.3642 and 31 January 2017 as grant date, which grant will be effected by acceptance of the grant letter that the Company will propose to Mr. Michel Combes in due course;

- Grant of other benefits following from the amended remuneration policy.

It is also proposed to the General Meeting in this agenda item to delegate to the Remuneration Committee the following authorities under the Performance Stock Option Plan in relation to these stock options:

- determine the target Adjusted EBITDA minus CAPEX and if necessary adjust the target to reflect recapitalization events, acquisitions, divestitures, or any other corporate events or actions, which require an adjustment to the target, with the proviso that the target must be higher than the Adjusted EBIDTA minus CAPEX on the basis of the consolidated financial statements of the Altice group for the financial year 2016; and

- assess, on the basis of the consolidated financial statements of the Altice group as of and for the third full financial year following the date of grant, whether the target has been met.

The Chairman asks whether there are any questions or observations on agenda item 8d. As there are none, the Chairman opens the voting for agenda item 8d. The results show that 89.74% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

Item 8e

The Chairman continues with agenda item 8e where it is proposed to the General Meeting to amend the remuneration of Mr. Dexter Goei as follows:

- Grant of a fixed annual compensation of USD 500,000 (other than his fixed annual compensation as President of the Company);

- Grant of an annual cash bonus of USD 1,500,000;

- Grant of 516,416 stock options under the Long-Term Incentive Plan as adopted by the AGM on 28 June 2016, with an exercise price of €19.3642 and a start of the vesting period on 31 January 2017, which grant will be effected by acceptance of the grant letter that the Company will propose to Mr. Dexter Goei in due course;

- Grant of limited partnership units for an amount of USD 10,600,000 under the US Carried Interest Plan as implemented by the Altice group to target a reward for its US senior management with respect to their combined performance relating to the US operations of the Altice group, with a three-year vesting period starting on 31 January 2017; a description of the US Carried Interest Plan was made available at the offices of the Company in Amsterdam and on the Company's website in advance of the General Meeting;

- Grant of a severance payment of 52 weeks (one year) fixed annual compensation as employee or service-provider to an Altice group company; and

- Grant of other benefits following from the amended remuneration policy.

The Chairman asks whether there are any questions or comments on agenda item 8e. As there are none, the Chairman opens the voting for agenda item 8e. The results show that 89.70% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

Item 8f

The Chairman continues with agenda item 8f where it is proposed to the General Meeting to amend the remuneration of Mr. Dennis Okhuijsen as follows:

- Grant of 129,104 stock options under the LTIP, with an exercise price of €19.3642 and a start of the vesting period on 31 January 2017, which grant will be effected by acceptance of the grant letter that the Company will propose to Mr. Dennis Okhuijsen in due course;

- Grant of a cash performance bonus of €2,500,000, which has the following characteristics:
  - Vesting period: 3 years
  - Start of the vesting period: 31 January 2017
  - Performance criteria as described in the explanatory notes to the agenda of this meeting.

- Grant of 516,416 stock options under the Performance Stock Option Plan as adopted in agenda item 8c, with an exercise price of €19.3642 and 31 January 2017 as grant date, which grant will be effected by acceptance of the grant letter that the Company will propose to Mr. Dennis Okhuijsen in due course;

- Grant of other benefits following from the amended remuneration policy.

It is also proposed to the General Meeting in this agenda item to delegate to the Remuneration Committee the following authorities under the Performance Stock Option Plan in relation to these stock options:

- determine the target Adjusted EBITDA minus CAPEX and if necessary adjust the target to reflect recapitalization events, acquisitions, divestitures, or any other corporate events or actions, which require an adjustment to the target, with the proviso that the target must be higher than the Adjusted EBIDTA minus CAPEX on the basis of the consolidated financial statements of the Altice group for the financial year 2016; and

- assess, on the basis of the consolidated financial statements of the Altice group as of and for the third full financial year following the date of grant, whether the target has been met.

The Chairman asks whether there any questions or observations on agenda item 8f. As there are none, the Chairman opens the voting for agenda item 8f. The results show that 89.72% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

Item 8g

The Chairman moves on to agenda item 8g where it is proposed to the General Meeting to determine the fixed remuneration for non-executive directors as set out in the amended remuneration policy, which will apply to all current and future non-executive directors.

The Chairman asks whether there any questions or observations on agenda item 8g.

To answer a question from Mr. Lemmers, the Chairman confirms that the amount of the remuneration of the non-executive directors has been increased in the amended remuneration policy.

The Chairman asks whether there are any other questions on agenda item 8g. As there are no other questions, the Chairman opens the voting for agenda item 8g. The results show that 98.51% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

9. Authorisation of the Board to acquire own shares

The Chairman then moves on to agenda item 9 relating to the authorisation of the Board to acquire own shares. The Board proposes to the General Meeting to authorise the Board for the statutory maximum period of 18 months, commencing today, to acquire shares in its own capital, subject to the conditions set out in the explanatory notes to the agenda and with due observance of the law and the Company's articles of association.

The Chairman asks whether there are any questions on agenda item 9. As there are none, the Chairman opens the voting for agenda item 9 The results show that 99.98% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

10. Proposal to cancel shares the Company holds in its own capital

The Chairman continues with agenda item 10. Pursuant to the current article 32.2 of the Company's articles of association, the Board proposes to the General Meeting to cancel any common shares A and common shares B in the share capital of the Company held by 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.

The Chairman asks whether there are any questions or observations on agenda item 10. As there are none, the Chairman opens the voting for agenda item 10. The results show that 99.99% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

11. Any other business

The Chairman moves on to agenda item 11 and gives the shareholders or their representatives a final opportunity to ask questions or make observations. There are no further questions or observations.

12. Closing

The Chairman says that he would like to conclude the formal business of the meeting. On behalf of the Board, he would like to thank everyone for attending and participating in the meeting.

The Chairman then declares the meeting closed.

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