

# **Altice Luxembourg S.A.**



## **Condensed Interim Consolidated Financial Statements**

**As of and for the six month period ended  
June 30, 2017**

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Consolidated Statement of Income	Notes	Six months ended June 30, 2017	Six months ended June 30, 2016 (revised*)
<b>(€m)</b>			
<b>Revenues</b>	4	<b>7,652.3</b>	<b>7,480.5</b>
Purchasing and subcontracting costs	4	(2,374.0)	(2,226.0)
Other operating expenses	4	(1,603.6)	(1,665.4)
Staff costs and employee benefits	4	(803.8)	(685.8)
Depreciation, amortization and impairment	4	(2,002.5)	(1,978.2)
Other expenses and income	4	(804.3)	(79.2)
<b>Operating profit</b>	4	<b>64.1</b>	<b>845.9</b>
Interest relative to gross financial debt		(1,044.3)	(1,117.4)
Other financial expenses		(38.9)	(53.4)
Finance income		60.8	86.2
Net result on extinguishment of a financial liability	8	(39.0)	(223.4)
<b>Finance costs, net</b>		<b>(1,061.4)</b>	<b>(1,308.0)</b>
Net result on disposal of businesses	3	-	107.5
Share of profit of associates		0.1	1.1
<b>Loss before income tax</b>		<b>(997.2)</b>	<b>(353.5)</b>
Income tax benefit	10	160.2	37.0
<b>Loss for the period</b>		<b>(837.0)</b>	<b>(316.5)</b>
<i>Attributable to equity holders of the parent</i>		(750.7)	(283.6)
<i>Attributable to non - controlling interests</i>		(86.3)	(32.9)

Consolidated Statement of Other Comprehensive Income	Notes	Six months ended June 30, 2017	Six months ended June 30, 2016 (revised*)
<b>(€m)</b>			
<b>Loss for the period</b>		<b>(837.0)</b>	<b>(316.5)</b>
<b>Other comprehensive income/(loss)</b>			
Exchange differences on translating foreign operations		19.4	10.9
Revaluation of available for sale financial assets, net of taxes		0.3	0.2
Gain on cash flow hedge, net of taxes	8.3.1	235.6	45.2
Actuarial gain/(loss), net of taxes		13.2	(31.3)
<b>Total other comprehensive income/(loss)</b>		<b>268.6</b>	<b>25.0</b>
<b>Total comprehensive loss for the period</b>		<b>(568.4)</b>	<b>(291.5)</b>
<i>Attributable to equity holders of the parent</i>		(500.9)	(267.5)
<i>Attributable to non - controlling interests</i>		(67.7)	(24.1)

\* Previously published information has been revised for the impact of the purchase price allocations of Group entities acquired during the 2015 and 2016 financial years. For the details of the revision see note 16.

The accompanying notes on pages 7 to 28 form an integral part of these condensed interim consolidated financial statements.

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<b>Consolidated Statement of Financial Position (€m)</b>	<b>Notes</b>	<b>As of June 30, 2017</b>	<b>As of December 31, 2016</b>
<b>Non- current assets</b>			
Goodwill	5	16,005.4	15,799.5
Intangible assets	5	10,063.2	10,624.8
Property, plant & equipment		10,410.4	10,389.0
Investment in associates	3	80.4	60.4
Financial assets	9	2,102.9	2,884.8
Deferred tax assets		137.2	109.3
Other non-current assets		279.3	156.2
<b>Total non- current assets</b>		<b>39,078.8</b>	<b>40,024.0</b>
<b>Current assets</b>			
Inventories		400.6	393.6
Trade and other receivables		4,347.8	4,237.3
Current tax assets		149.4	175.6
Financial assets	9	178.2	68.6
Cash and cash equivalents	6	602.5	719.9
Restricted cash	6	34.1	19.6
<b>Total current assets</b>		<b>5,712.6</b>	<b>5,614.6</b>
<i>Assets classified as held for sale</i>	3	-	476.0
<b>Total assets</b>		<b>44,791.4</b>	<b>46,114.6</b>
<b>Equity</b>			
Issued capital	7.1	2.5	2.5
Additional paid in capital	7.2	1,132.0	840.7
Other reserves	7.3	(425.3)	(675.1)
Accumulated losses		(2,841.0)	(2,104.6)
<b>Equity attributable to owners of the Company</b>		<b>(2,131.8)</b>	<b>(1,936.5)</b>
Non- controlling interests	3.4	355.9	775.4
<b>Total equity</b>		<b>(1,775.9)</b>	<b>(1,161.1)</b>
<b>Non- current liabilities</b>			
Long term borrowings, financial liabilities and related hedging instruments	8	31,204.8	32,370.1
Other financial liabilities	8	623.1	519.7
Provisions		1,535.3	1,784.8
Deferred tax liabilities		662.8	807.6
Other non-current liabilities		853.2	782.2
<b>Total non- current liabilities</b>		<b>34,879.2</b>	<b>36,264.4</b>
<b>Current liabilities</b>			
Short-term borrowings, financial liabilities	8	475.5	419.9
Other financial liabilities	8	2,688.2	2,173.4
Trade and other payables		6,378.6	6,637.0
Current tax liabilities		124.2	294.1
Provisions	4.3.2.1	1,096.8	535.2
Other current liabilities		924.8	862.5
<b>Total current liabilities</b>		<b>11,688.1</b>	<b>10,922.1</b>
<i>Liabilities directly associated with assets classified as held for sale</i>	3	-	89.2
<b>Total liabilities</b>		<b>46,567.3</b>	<b>47,275.7</b>
<b>Total equity and liabilities</b>		<b>44,791.4</b>	<b>46,114.6</b>

*The accompanying notes on pages 7 to 28 form an integral part of these condensed interim consolidated financial statements.*

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Consolidated Statement of Changes in Equity	Number of issued shares	Share capital	Additional paid in capital	Accumulated losses	Currency translation reserve	Cash flow hedge reserve	Available for sale reserve	Employee Benefits	Total equity attributable to equity holders of the parent	Non-controlling interests	Total equity
<b>Equity at January 1, 2017</b>	<b>251,050,186</b>	<b>2.5</b>	<b>840.7</b>	<b>(2,104.6)</b>	<b>23.9</b>	<b>(654.7)</b>	<b>2.8</b>	<b>(47.1)</b>	<b>(1,936.4)</b>	<b>775.4</b>	<b>(1,161.1)</b>
Loss for the period		-	-	(750.7)	-	-	-	-	(750.7)	(86.3)	(837.0)
Other comprehensive profit/(loss)		-	-	-	19.9	216.5	0.3	13.2	249.8	18.6	268.5
<b>Comprehensive profit/(loss)</b>		-	-	<b>(750.7)</b>	<b>19.9</b>	<b>216.5</b>	<b>0.3</b>	<b>13.2</b>	<b>(500.9)</b>	<b>(67.7)</b>	<b>(568.5)</b>
Share based payments		-	-	14.3	-	-	-	-	14.3	0.1	14.4
Transactions with non-controlling interests		-	(52.2)	-	-	-	-	-	(52.2)	1.2	(51.0)
Dividends		-	-	-	-	-	-	-	-	-	-
Other <sup>1</sup>		-	343.4	-	-	-	-	-	343.4	(353.1)	(9.7)
<b>Equity at June 30, 2017</b>	<b>251,050,186</b>	<b>2.5</b>	<b>1,132.0</b>	<b>(2,841.0)</b>	<b>43.8</b>	<b>(438.2)</b>	<b>3.1</b>	<b>(33.9)</b>	<b>(2,131.8)</b>	<b>355.9</b>	<b>(1,775.9)</b>

Consolidated Statement of Changes in Equity		Share capital	Additional paid in capital	Accumulated losses	Currency translation reserve	Cash Flow hedge reserve	Available for sale reserve	Employee Benefits	Total equity attributable to equity holders of the parent	Non-controlling interests	Total equity
	<i>Class B</i>										
<b>Equity at January 1, 2016 (revised *)</b>	<b>251,050,186</b>	<b>2.5</b>	<b>1,016.1</b>	<b>(1,276.2)</b>	<b>3.4</b>	<b>(217.6)</b>	<b>2.4</b>	<b>(4.0)</b>	<b>(473.4)</b>	<b>939.0</b>	<b>465.6</b>
Loss for the period		-	-	(283.6)	-	-	-	-	(283.6)	(32.9)	(316.5)
Other comprehensive profit/(loss)		-	-	-	10.7	36.6	0.2	(31.3)	16.2	8.9	25.0
<b>Comprehensive profit/(loss)</b>		-	-	<b>(283.6)</b>	<b>10.7</b>	<b>36.6</b>	<b>0.2</b>	<b>(31.3)</b>	<b>(267.5)</b>	<b>(24.1)</b>	<b>(291.5)</b>
Share based payments		-	-	9.7	-	-	-	-	9.7	0.4	10.1
Transactions with non-controlling interests		-	(19.9)	-	-	-	-	-	(19.9)	52.0	32.0
Other <sup>1</sup>		-	(113.3)	-	-	-	-	-	(113.3)	(28.4)	(141.7)
<b>Equity at June 30, 2016</b>	<b>251,050,186</b>	<b>2.5</b>	<b>882.9</b>	<b>(1,550.2)</b>	<b>14.1</b>	<b>(181.0)</b>	<b>2.6</b>	<b>(35.3)</b>	<b>(864.4)</b>	<b>938.8</b>	<b>74.5</b>

\* Previously published information has been revised for the impact of the purchase price allocations of Group entities acquired during the 2015 and 2016 financial years. For the details of the revision see note 16.

1 The "Other" movements during the six months ended June 30, 2017, primarily relate to the acquisition of additional interest in SFR Group, resulting in a reduction in the non-controlling interest and an increase in the equity attributable to the Group. In the prior period, the movements related primarily to the common control acquisition of Altice Media Group.

The accompanying notes on pages 7 to 28 form an integral part of these condensed interim consolidated financial statements.

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Consolidated Statement of Cash Flows	Notes	Six months ended June 30, 2017	Six months ended June 30, 2016 (revised*)
<b>(€m)</b>			
<b>Net (loss), including non- controlling interests</b>		<b>(837.0)</b>	<b>(316.5)</b>
Adjustments for:			
Depreciation, amortization and impairment		2,002.5	1,978.2
Share in income of associates		(0.1)	(1.1)
Gains and losses on disposals		(22.1)	(107.5)
Expenses related to share based payment		14.4	10.1
Other non- cash operating (losses)/gains, net <sup>1</sup>		431.1	(10.4)
Pension liability payments		(73.1)	(58.7)
Finance costs recognized in the statement of income		1,061.4	1,308.0
Income tax credit recognized in the statement of income		(160.2)	(37.0)
Income tax paid		(190.8)	(33.4)
Changes in working capital		(41.1)	(471.7)
<b>Net cash provided by operating activities</b>		<b>2,184.9</b>	<b>2,259.9</b>
Payments to acquire tangible and intangible assets		(1,812.9)	(1,718.1)
Payments to acquire other non-current assets		(70.5)	-
Payments to acquire financial assets		(18.0)	(14.6)
Proceeds from disposal of businesses	3	336.8	140.6
Proceeds from disposal of tangible, intangible and financial assets		38.0	27.0
Payments to acquire interests in associates		(12.3)	(359.8)
Payment to acquire subsidiaries, net	3	(313.0)	(82.0)
<b>Net cash used in investing activities</b>		<b>(1,851.9)</b>	<b>(2,006.9)</b>
Proceeds from issuance of debts		3,524.9	10,323.0
Payments to redeem debt instruments	8	(3,660.0)	(10,118.8)
Advances to group entities		(45.3)	-
Transfers to restricted cash		(33.5)	-
Transactions with non-controlling interests		-	17.2
Interest paid	8	(976.4)	(821.5)
Other cash provided by financing activities <sup>2</sup>		745.2	443.4
<b>Net cash (used)/generated in financing activities</b>		<b>(445.2)</b>	<b>(156.7)</b>
Classification of cash as held for sale		-	-
Effects of exchange rate changes on the balance of cash held in foreign currencies		(5.2)	1.1
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(117.4)</b>	<b>97.4</b>
Cash and cash equivalents at beginning of period	6	719.9	625.7
<b>Cash and cash equivalents at end of the period</b>	<b>6</b>	<b>602.5</b>	<b>723.1</b>

1 Other non-cash operating gains and losses mainly include allowances and writebacks for provisions (including those for restructuring), and gains and losses recorded on the disposal of tangible and intangible assets.

2 Cash provided by other financing activities includes €511 million of net flows from issuance of unsecured commercial paper by SFR Group and €234 million of net cash receipts from vendor financing and securitisation.

\* Previously published information has been revised for the impact of the purchase price allocations of Group entities acquired during the 2015 and 2016 financial years. For the details of the revision see note 16.

*The accompanying notes on pages 7 to 28 form an integral part of these condensed interim consolidated financial statements.*

## **1. About Altice Luxembourg and the Altice Group**

Altice Luxembourg S.A. (the “Company”, the “Group”) is a public limited liability company (“*société anonyme*”) incorporated in Luxembourg, headquartered at 5, rue Eugène Ruppert, L-2453, Luxembourg, in the Grand Duchy of Luxembourg.

The controlling shareholder of the Company is Altice Group Luxembourg S.à r.l., which holds 100% of the share capital, and is itself controlled by Altice N.V (headquartered at Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands). The financial statements of the Company are consolidated into the financial statements of Altice N.V.. The controlling shareholder of Altice N.V. is Next Alt S.à r.l., which holds 59.93% of the share capital, and is controlled by Mr. Patrick Drahi.

Founded in 2001 by entrepreneur Patrick Drahi, the Altice Group is a convergent global leader in telecom, content, media, entertainment and advertising. Altice delivers innovative, customer-centric products and solutions that connect and unlock the limitless potential of its over 50 million customers over fiber networks and mobile broadband. The Group enables millions of people to live out their passions by providing original content, high-quality and compelling TV shows, and international, national and local news channels. Altice delivers live broadcast premium sports events and enables millions of customers to enjoy the most well-known media and entertainment. Altice innovates with technology in its Altice labs across the world. Altice links leading brands to audiences through premium advertising solutions. Altice is also a global provider of enterprise digital solutions to millions of business customers.

## **2. Accounting policies**

### **2.1. Basis of preparation**

These condensed interim consolidated financial statements of Group as of June 30, 2017 and for the six month period then ended were approved by the Board of Directors and authorised for issue on August 23, 2017.

These condensed interim consolidated financial statements of the Group as of June 30, 2017 and for the six month period then ended, are presented in millions of Euros, except as otherwise stated, and have been prepared in accordance with International Accounting Standard (IAS) 34 *Interim Financial Reporting*. They should be read in conjunction with the annual consolidated financial statements of the Group and the notes thereto as of and for the year ended December 31, 2016 which were prepared in accordance with International Financial Reporting Standards as adopted in the European Union (“IFRS”) (the “annual consolidated financial statements”).

The accounting policies applied for the condensed interim consolidated financial statements as of June 30, 2017 do not differ from those applied in the annual consolidated financial statements as of and for the year ended December 31, 2016.

#### *2.1.1. Standards applicable for the reporting period*

The following standards have mandatory application for periods beginning on or after January 1, 2017 as described in note 1.3 to the annual consolidated financial statements.

- Amendments to IAS 7 Disclosure Initiative. The amendments will require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including non-cash changes and changes arising from cash flows;
- Recognition of Deferred Tax Assets for Unrealized Losses (Amendments to IAS 12). The amendments clarify the accounting for deferred tax assets for unrealized losses on debt instruments measured at fair value; and
- Annual improvements cycle 2014-2016.

These standards and interpretations are under the process of endorsement of the European Union. The application of these amendments had no impact on the amounts recognised in the annual consolidated financial statements and had no impact on the disclosures in these condensed interim consolidated financial statements.

### 2.1.2. *Standards and interpretations not applicable as of reporting date*

The Group has not early adopted the following standards and interpretations, for which application is not mandatory for period started from January 1, 2017, and which may impact the amounts reported.

- IFRS 15 Revenue from Contracts with Customers, effective on or after January 1, 2018;
- IFRS 9 Financial instruments, effective on or after January 1, 2018;
- IFRS 16 Lease, effective on or after January 1, 2019;
- Amendments to IFRS 2: Classification and Measurement of Share-based Payment Transactions applicable on or after January 2018;
- IFRIC 22: Foreign Currency Transactions and Advance Consideration. The interpretation is applicable for annual periods beginning on or after January 1, 2018, with earlier application permitted;
- Annual improvements cycle 2014-2016, effective on or after January 1, 2018;
- IFRIC 23: Uncertainty over Income Tax Treatments. The interpretation is applicable effective for annual periods beginning on or after January 1, 2019.

Regarding IFRS 15 Revenue from Contracts with Customers, in May 2014, the IASB issued IFRS 15 which establishes a single comprehensive 5-step model to account for revenue arising from contracts with customers. IFRS 15 will supersede all current revenue recognition guidance including IAS 18 *Revenue*, IAS 11 *Construction Contracts* and the related Interpretations when it becomes effective.

The core principle of IFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

The Group has implemented a comprehensive project across all geographies to determine the potential differences with current revenue recognition and implement those. The issue identification phase has now been completed and the implementation plan is in progress. Please refer to the annual consolidated financial statements for more detailed information on the issues identified.

The Group has decided to adopt the standard based on the full retrospective approach. Although no reliable quantified information is yet available, the Group anticipates that the impact of the standard will be significant. The impacts on revenue will be primarily driven by the following:

- In the mobile business, the allocation of revenue from multiple arrangement contracts to the handset and to the services will be based on respective standalone selling prices, whereas under IAS 18, handset revenue is currently being capped to the amount paid by the customer. This will lead to:
  - the transfer of portion of revenue from services revenue to equipment revenue,
  - a change in the timing of revenue recognition as handset revenue recognized upon delivery of the terminal will be much higher,The aggregated mobile revenue should not be materially impacted, and the impact on other revenue is less material.
- The retrospective application of the standard is likely to lead to a significant increase in equity (on the opening balance sheet of the comparative year) mainly due to:
  - the allocation of bundle contracts in the mobile business,
  - the scope of capitalized reseller commissions being broadened as compared to the current treatment, along with a change in their depreciation pattern.

For the other standards, the effects of implementing the new standards, and amendments to standards, are currently being analysed as part of Group-wide projects. It is not practicable to provide a reasonable estimate of the quantitative effects until the projects have been completed, at which time this will be provided.

### 2.1.3. *Significant accounting judgments and estimates*

In the application of the Group's accounting policies, the Board of Directors of the Company is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.



These key areas of judgments and estimates, as disclosed in the annual consolidated financial statements are:

- Estimations of provisions for claims and restructuring plans;
- Measurement of post-employment benefits;
- Revenue recognition;
- Fair value measurement of financial instruments;
- Measurement of deferred taxes;
- Impairment of goodwill;
- Estimation of useful lives of intangible assets and property, plant and equipment, and
- Estimation of impairment losses for trade and other receivables.

As of June 30, 2017, there were no changes in the key areas of judgements and estimated except that the Company has reduced the remaining useful lives of the trade names recognized as intangible assets, following the launch of the new Altice global brand (see note 5.4).

#### 2.1.4. *Revised information*

The comparative information as of June 30, 2016 has been revised to reflect the impact of the finalization of the purchase price allocation of Groupe News Participation S.A.S. (“GNP”), acquired during 2016. Please refer to note 16 for the reconciliation to previously published results.

### **3. Scope of consolidation**

The following changes occurred during the six month period ended June 30, 2017, which impacted the scope of consolidation compared to that presented in the annual consolidated financial statements.

#### **3.1. Acquisitions and disposals during the period**

##### 3.1.1. *Disposal of Coditel*

As at December 31, 2016, the Group had entered into an agreement to sell its Belgian and Luxembourg (Belux) telecommunication businesses, and accordingly classified the associated assets and liabilities as a disposal group held for sale in accordance with IFRS 5. On June 19, 2017, the Group completed the sale of Coditel Brabant SPRL and Coditel S.à r.l, to Telenet Group BVBA, a direct subsidiary of Telenet Group Holding N.V., receiving €302.8 million, and recognizing a loss on sale after transactions costs of €0.9 million.

##### 3.1.2. *Acquisition of a stake in SPORT TV*

On February 24, 2017, PT Portugal acquired a 25% stake in the capital of SPORT TV for €12.3 million. SPORT TV is a sports broadcaster based in Portugal. Following this investment, SPORT TV’s shareholders are PT Portugal, NOS, Olivedesportos and Vodafone, each of which with a 25% stake. This new structure benefits, above all, PT Portugal’s customers and the Portuguese market, guaranteeing all the operators access to the sports content considered essential in fair and non-discriminatory market conditions.

##### 3.1.3. *Sale by SFR Group of L’Etudiant and the B2B Division of Newsco Group to Coalition Media Group*

As noted in the annual consolidated financial statements, SFR and Marc Laufer had begun exclusive negotiations for a new partnership between SFR, NewsCo and l’Etudiant. In accordance to IFRS 5 – *Non-current Assets Held for Sale and Discontinued Operations*, the associated disposal group was classified as held for sale in the consolidated statement of financial position, assets of €59 million and liabilities of €46 million, as at December 31, 2016.

On April 28, 2017, SFR Group completed the sale of the companies from the Newsco’s B2B activities and L’Etudiant to the holding company Coalition Media Group, controlled by Marc Laufer. SFR Group subsequently acquired a 25% stake in this holding, this is classified as an investment in associate. As part of the transaction, the vendor loan contracted during the acquisition of Altice Media Group for €100 million was fully reimbursed. SFR Group recorded a €23 million capital gain.

### 3.1.4. Acquisition of Teads

On June 22, 2017, Altice Teads (a company which the Group has 98.5% of the financial interest, with 1.5% attributable to the managers of Teads) closed the acquisition of Teads. Teads is the number one online video advertising marketplace in the world with an audience of more than 1.2 billion unique visitors. The acquisition values Teads at an enterprise value of up to €285 million on a cash and debt free basis. The acquisition purchase price is subject to Teads achieving certain revenue targets in 2017. The acquisition purchase price was due 75% at closing, with the remaining 25% earn-out subject to Teads obtaining defined revenue performance in 2017, and if so, becoming payable in 2018.

### 3.1.5. Acquisition of SFR Group S.A. shares

During the six month period ended June 30, 2017, the Group acquired an aggregate number of 40,000,000 SFR Group shares from Altice N.V.. The transactions occurred at market value on the date of transfer, with a corresponding change in the share premium. Following these transactions, the Group held directly 86.7% of the capital and voting rights of SFR Group. Please refer to note 15.2 for details about announced plans to purchase 100% of the shares in the SFR Group.

## 3.2. Transactions completed in the prior period

### 3.2.1. Disposal of Cabovisão and ONI

The net result on disposal of businesses recognised in the income statements for the six months to June 30, 2016 of €107.5 million related to the sale of Cabovisão and its subsidiaries to Apax France, which was completed in January 2016. Total consideration received for the disposal amounted to €137.7 million (including purchase price adjustments), of which €63.9 million was for the shares of Cabovisão and its subsidiaries.

## 3.3. Controlled subsidiaries with material non-controlling interests

Non-controlling interests		Financial interests held by non-controlling interests		Result allocated to non-controlling interests		Accumulated non-controlling interests	
Name of subsidiary	Place of incorporation	June 30, 2017	December 31, 2016	June 30, 2017	December 31, 2016	June 30, 2017	December 31, 2016
SFR Group S.A.	France	13.30%	22.30%	(80.1)	(75.0)	347.2	749.9
Altice Technical Services S.A.	Luxembourg	49.00%	49.00%	(7.6)	4.0	31.7	49.8
Others	Various			1.4	(17.4)	(22.9)	(24.3)
<b>Total</b>				<b>(86.3)</b>	<b>(88.5)</b>	<b>355.9</b>	<b>775.4</b>

## 3.4. Variations in non-controlling interests

Variations in non-controlling interests (€m)	June 30, 2017	December 31, 2016
<b>Balance at beginning of the period/year</b>	<b>775.4</b>	<b>939.0</b>
Share of loss for the period/year	(86.3)	(88.6)
Other comprehensive income	18.6	(61.2)
Transactions with non-controlling interests in SFR Group S.A.	(341.8)	(56.6)
Transactions with non-controlling interests in Altice Technical Services S.A.	(10.0)	45.1
Other variations	-	(2.3)
<b>Balance at end of the period/year</b>	<b>355.9</b>	<b>775.4</b>

The main change in the equity attributable to non-controlling interests was a result of the Company acquiring an aggregate number of 40,000,000 SFR Group shares as mentioned above.

## 4. Segment reporting

### 4.1. Definition of segments

Given the geographical spread of the entities within the Group, analysis by geographical area is fundamental in determining the Group's strategy and managing its different businesses. The chief operating decision maker is the senior management team. This team analyses the Group's results across geographies, and certain key areas by activity. The presentation of the segments here is consistent with the reporting used internally by the senior management team to track the Group's operational and financial performance. The reporting segments presented are consistent with the ones presented in the annual consolidated financial statements. The businesses that the Group owns and operates do not show significant seasonality, except for the mobile B2C and B2B segments,

which can show significant changes in sales at the year end and at the end of the summer season (the “back to school” period). The B2B business is also impacted by the timing of preparation of the annual budgets of public and private sector companies. The accounting policies of the reportable segments are the same as the Group’s accounting policies.

The segments that are presented are detailed below:

- **France:** The Group controls SFR Group, the second largest telecom operator in France, which provides services to residential (B2C) and business clients (B2B) as well as wholesale customers, providing mobile and high speed internet services using the SFR and associated brands
- **Portugal:** Altice owns Portugal Telecom (“PT Portugal”), the largest telecom operator in Portugal. PT Portugal caters to fixed and mobile B2C, B2B and wholesale clients using the Meo brand.
- **Israel:** Fixed and mobile services are provided using the HOT and HOT Mobile brands to B2C, B2B clients. HOT also produces award winning exclusive content that it distributes using its fixed network.
- **Dominican Republic:** The Group provides fixed and mobile services to B2C, B2B and wholesale clients using the Tricom (cable network) and Orange (under licence) brands.
- **Others:** This segment includes the operations in the French Overseas Territories, Belgium, Luxembourg and Switzerland, as well as the Content, Technical Service and Customer Service business, and all corporate entities. The Board of Directors believes that these operations are not substantial enough to require a separate reporting segment, and so are reported under “Other”.

## 4.2. Financial Key Performance Indicators (“KPIs”)

The Board of Directors has defined certain financial KPIs that are tracked and reported by each operating segment every month to the senior executives of the Company. The Board of Directors believes that these indicators offer them the best view of the operational and financial efficiency of each segment and this follows best practices in the rest of the industry, thus providing investors and other analysts a suitable base to perform their analysis of the Group’s results.

The financial KPIs tracked by the Board of Directors are:

- Adjusted EBITDA: by segment
- Revenues: by segment and in terms of activity
- Capital expenditure (“Capex”): by segment.
- Operating free cash flow (“OpFCF”): by segment

### 4.2.1. Non-GAAP measures

Adjusted EBITDA, Capex and OpFCF are non-GAAP measures. These measures are useful to readers of Altice’s financial statements as they provide a measure of operating results excluding certain items that Altice’s management believe are either outside of its recurring operating activities, or items that are non-cash. Excluding such items enables trends in the Group’s operating results and cash flow generation to be more easily observable. The non-GAAP measures are used by the Group internally to manage and assess the results of its operations, make decisions with respect to investments and allocation of resources, and assess the performance of management personnel. Such performance measures are also the de facto metrics used by investors and other members of the financial community to value other companies operating in the same industry as the Group and thus are a basis for comparability between the Group and its peers. Moreover, the debt covenants of the Group are based on the Adjusted EBITDA and other associated metrics.

#### 4.2.1.1. Adjusted EBITDA

Adjusted EBITDA is defined as operating income before depreciation and amortization, non-recurring items (capital gains, non-recurring litigation, restructuring costs) and equity based compensation expenses. This may not be comparable to similarly titled measures used by other entities. Further, this measure should not be considered as an alternative for operating income as the effects of depreciation, amortization and impairment, excluded from this measure do ultimately affect the operating results, which is also presented within the annual consolidated financial statements in accordance with IAS 1 - *Presentation of Financial Statements*.

#### 4.2.1.2. Capex

Capex is an important indicator to follow, as the profile varies greatly between activities:

- The fixed business has fixed Capex requirements that are mainly discretionary (network, platforms, general), and variable Capex requirements related to the connection of new customers and the purchase of Customer Premise Equipment (TV decoder, modem, etc).
- Mobile Capex is mainly driven by investment in new mobile sites, upgrade to new mobile technology and licenses to operate. Once Capex is engaged and operational, there are limited Capex requirements.
- Other Capex: Mainly related to Capex incurred to purchase content rights

#### 4.2.1.3. Operating free cash flow

OpFCF is defined as Adjusted EBITDA less Capex. This may not be comparable to similarly titled measures used by other entities. Further, this measure should not be considered as an alternative for operating cash flow as presented in the consolidated statement of cash flows in accordance with IAS 1 - *Presentation of Financial Statements*.

#### 4.2.2. Revenues

Additional information on the revenue split is presented as follows:

- Fixed in the business to consumer market (B2C),
- Mobile in the business to consumer market (B2C),
- Wholesale and business to business (B2B) market, and
- Other.

Intersegment revenues represented 8.2% of total revenues for the six months ended June 30, 2017, compared to 1.5% of total revenues for the six months ended June 30, 2016 (€627.1 million compared to €111.7 million). Intersegment revenues mainly increased compared to the prior year due to the acquisition of entities that render certain centralized services within the Group (relating to content production, technical services and customer services) to the operational segments of the Group.

### 4.3. Segment results

#### 4.3.1. Operating profit by segment

For the six months ended June 30, 2017 €m	France	Portugal	Israel	Dominican Republic	Others	Inter- segment elimination	Total
<b>Revenues</b>	<b>5,468.7</b>	<b>1,148.5</b>	<b>527.7</b>	<b>359.1</b>	<b>775.4</b>	(627.1)	<b>7,652.3</b>
Purchasing and subcontracting costs	(1,984.3)	(294.1)	(137.3)	(79.4)	(279.2)	400.3	<b>(2,374.0)</b>
Other operating expenses	(1,237.8)	(195.0)	(119.0)	(78.3)	(138.0)	164.5	<b>(1,603.6)</b>
Staff costs and employee benefits	(474.5)	(141.2)	(33.9)	(14.8)	(151.8)	12.4	<b>(803.8)</b>
<b>Total</b>	<b>1,772.1</b>	<b>518.2</b>	<b>237.6</b>	<b>186.6</b>	<b>206.4</b>	<b>(50.0)</b>	<b>2,870.8</b>
Stock option expense	0.7	-	-	-	13.6	-	<b>14.4</b>
<b>Adjusted EBITDA</b>	<b>1,772.9</b>	<b>518.2</b>	<b>237.6</b>	<b>186.6</b>	<b>220.0</b>	<b>(50.0)</b>	<b>2,885.2</b>
Depreciation, amortisation and impairment	(1,297.7)	(354.7)	(170.2)	(68.4)	(111.4)	-	<b>(2,002.5)</b>
Stock option expense	(0.7)	-	-	-	(13.6)	-	<b>(14.4)</b>
Other expenses and income	(1,031.9)	(48.7)	(13.8)	(21.8)	311.9	-	<b>(804.3)</b>
<b>Operating profit</b>	<b>(557.5)</b>	<b>114.9</b>	<b>53.5</b>	<b>96.4</b>	<b>406.9</b>	<b>(50.0)</b>	<b>64.1</b>

For the six months ended June 30, 2016 (revised*) €m	France	Portugal	Israel	Dominican Republic	Others	Inter- segment elimination	Total
<b>Revenues</b>	<b>5,296.0</b>	<b>1,147.1</b>	<b>466.0</b>	<b>351.6</b>	<b>331.5</b>	(111.7)	<b>7,480.5</b>
Purchasing and subcontracting costs	(1,798.6)	(239.2)	(108.8)	(68.4)	(72.9)	62.0	<b>(2,226.0)</b>
Other operating expenses	(1,259.5)	(205.3)	(108.6)	(83.5)	(58.2)	49.7	<b>(1,665.4)</b>
Staff costs and employee benefits	(421.5)	(147.1)	(33.2)	(15.2)	(68.8)	-	<b>(685.8)</b>
<b>Total</b>	<b>1,816.5</b>	<b>555.6</b>	<b>215.3</b>	<b>184.5</b>	<b>131.5</b>	-	<b>2,903.4</b>
Stock option expense	2.0	-	-	-	8.1	-	<b>10.1</b>
<b>Adjusted EBITDA</b>	<b>1,818.5</b>	<b>555.6</b>	<b>215.3</b>	<b>184.5</b>	<b>139.6</b>	-	<b>2,913.5</b>
Depreciation, amortisation and impairment	(1,235.8)	(421.6)	(162.9)	(78.1)	(79.9)	-	<b>(1,978.2)</b>
Stock option expense	(2.0)	-	-	-	(8.1)	-	<b>(10.1)</b>
Other expenses and income	(90.5)	(22.9)	(11.1)	(1.6)	46.9	-	<b>(79.2)</b>
<b>Operating profit/(loss)</b>	<b>490.2</b>	<b>111.1</b>	<b>41.4</b>	<b>104.8</b>	<b>98.5</b>	-	<b>845.9</b>

\* Refer to note 16 for details about the revised information

#### 4.3.2. Other expenses and income

Other expenses and income mainly relate to provisions for ongoing and announced restructuring, transaction costs related to acquisitions, and other non-cash expenses (gains and losses on disposal of assets, provisions for litigation, etc.).

Details for costs incurred during the six month period ended June 30, 2017 and 2016 are given below:

Other expenses and income (€m)	Note	Six months ended June 30, 2017	Six months ended June 30, 2016
Stock option expense		14.4	10.1
<b>Items excluded from adjusted EBITDA</b>		<b>14.4</b>	<b>10.1</b>
Restructuring costs	4.3.2.1	725.8	52.4
Loss on disposals of assets		43.8	5.5
Gain on sale of consolidated entities	3.1.1, 3.1.3	(22.1)	-
Deal fees		4.4	18.5
Other expenses/(income), net		52.5	2.8
<b>Other expenses and income</b>		<b>804.3</b>	<b>79.2</b>

##### 4.3.2.1. Restructuring costs in France

Restructuring costs mainly include costs related to provisions for employee redundancies and contract termination fees at subsidiaries with ongoing restructuring plans. Details of these are provided below.

On August 4, 2016, management and the representative unions of SFR Group's telecom division signed an agreement to allow the Group to adapt more quickly to the demands of the telecom market by building a more competitive and efficient organization. This agreement reaffirmed the commitments to maintain jobs until July 1, 2017 that were made at the time of the SFR acquisition, and defined the internal assistance guarantees and the conditions for voluntary departures that would be implemented as of the second half of 2016. This agreement stipulates three steps:

- the reorganization of retail, which resulted in a voluntary departure plan as of the 4<sup>th</sup> quarter of 2016 (step one);
- the preparation of a new voluntary departure plan to be launched in July 2017, preceded by the possibility for employees who would like to benefit from this plan to request suspension of their employment contract in the 4<sup>th</sup> quarter of 2016 to pursue their professional plans outside the company; and
- a period between July 2017 and June 2019 during which employees could also benefit from a voluntary departure plan under conditions to be defined.

The first phase of this agreement, namely the reorganization of retail stores, ended at end-March 2017 with the validation of about 800 departures of employees. Furthermore, the Career and Job Planning Group Agreement ("CJP Group Agreement") was signed on February 1, 2017 by most of the representative unions of the SFR Group Telecom division. It specifies the external mobility scheme offered to the employees for the period before June 30, 2017. As of June 30, 2017, 1,360 employees took benefit from the "Mobilité Volontaire Sécurisée" plan (suspension of labour contract) of the CJP Group Agreement, and will benefit in priority from the voluntary departure plan if they remain eligible when the plan enters into force.

Finally, "Livre 2", which describes the target organization of the Telecom division of SFR and the changes that are required to achieve such an organization, was delivered to the representative unions on April 3, 2017. The validation commissions began in July, and the departure of approximately 2,000 additional employees is expected before the end of November 2017, being the end date of the voluntary plan. A restructuring provision was recognized for the voluntary departure plan for a total amount of €742 million. In parallel, the employee benefit plan provision was reversed for an amount of €47 million.

#### 4.3.3. Revenues by activity

For the six months ended June 30, 2017 €m	France	Portugal	Israel	Dominican Republic	Others	Total
Revenue Fixed - B2C	1,387.8	340.1	341.5	56.1	61.9	<b>2,187.3</b>
Revenue Mobile - B2C	2,168.6	284.9	116.2	203.8	42.9	<b>2,816.4</b>
B2B and wholesale	1,648.1	456.4	70.1	89.2	23.1	<b>2,286.8</b>
Other revenue	264.2	67.2	-	10.0	647.4	<b>988.8</b>
<b>Total standalone revenues</b>	<b>5,468.7</b>	<b>1,148.5</b>	<b>527.7</b>	<b>359.1</b>	<b>775.4</b>	<b>8,279.4</b>
Intersegment eliminations	(38.1)	(26.4)	(0.5)	0.7	(563.0)	<b>(627.1)</b>

<b>Total consolidated revenues</b>	<b>5,430.7</b>	<b>1,122.1</b>	<b>527.2</b>	<b>359.8</b>	<b>212.4</b>	<b>7,652.3</b>
<b>For the six months ended June 30, 2016</b>	<b>France</b>	<b>Portugal</b>	<b>Israel</b>	<b>Dominican Republic</b>	<b>Others</b>	<b>Total</b>
<b>€m</b>						
Fixed - B2C	1,390.5	344.9	316.3	54.5	70.3	<b>2,176.5</b>
Mobile - B2C	2,185.1	282.8	85.7	204.8	41.0	<b>2,799.4</b>
B2B and wholesale	1,652.3	461.1	64.0	80.8	22.3	<b>2,280.5</b>
Other	68.1	58.3	-	11.5	197.9	<b>335.8</b>
<b>Total standalone revenues</b>	<b>5,296.0</b>	<b>1,147.1</b>	<b>466.0</b>	<b>351.6</b>	<b>331.5</b>	<b>7,592.2</b>
Intersegment eliminations	(13.6)	(11.8)	-	(0.4)	(85.9)	<b>(111.7)</b>
<b>Total consolidated revenues</b>	<b>5,282.4</b>	<b>1,135.3</b>	<b>466.0</b>	<b>351.2</b>	<b>245.6</b>	<b>7,480.5</b>

#### 4.3.4. Capital expenditure

The table below details capital expenditure by segment and reconciles to the payments to acquire capital items (tangible and intangible assets) as presented in the consolidated statement of cash flows.

<b>For the six months ended June 30, 2017</b>	<b>France</b>	<b>Portugal</b>	<b>Israel</b>	<b>Dominican Republic</b>	<b>Others</b>	<b>Total</b>
<b>€m</b>						
Capital expenditure (accrued)	1,104.7	216.6	119.3	50.2	61.3	<b>1,552.1</b>
Capital expenditure - working capital items	180.1	32.7	(1.6)	(12.7)	62.2	<b>260.8</b>
Payments to acquire tangible and intangible assets	1,284.9	249.3	117.7	37.6	123.5	<b>1,812.9</b>
<b>For the six months ended June 30, 2016</b>	<b>France</b>	<b>Portugal<sup>1</sup></b>	<b>Israel</b>	<b>Dominican Republic</b>	<b>Others</b>	<b>Total</b>
<b>€m</b>						
Capital expenditure (accrued)	1,001.1	217.2	174.4	59.2	102.8	<b>1,554.7</b>
Capital expenditure - working capital items	244.3	(71.3)	-	7.4	(17.0)	<b>163.5</b>
Payments to acquire tangible and intangible assets	1,245.4	145.9	174.4	66.6	85.9	<b>1,718.1</b>

<sup>1</sup> Includes €44.0m of capitalized exclusive content costs in Portugal for multi-year contracts.

##### 4.3.4.1. Content rights

During 2016, the Group secured exclusive content rights to broadcast certain sports (English Premier League Football, French Basketball League and English Rugby Premiership) in France and other territories; the rights are for periods of between three and six years. The content rights were capitalised in accordance IAS 38- *Intangible Assets* and are amortised over their respective useful lives. Where the rights extend beyond one year, the nominal cash flows were discounted to their present value on initial recognition of the asset.

The total amortization recorded for the six month period ended June 30, 2017 was €80.2 million (June 30, 2016: nil).

##### 4.3.4.1. Adjusted EBITDA less accrued Capex (operating free cash flow)

The table below details the calculation of operating free cash flows, as presented to the Board of Directors. This measure is used as an indicator of the Group's financial performance as the Board believes it is one of several benchmarks used by investors, analysts and peers for comparison of performance in the Group's industry, although it may not be directly comparable to similar measures reported by other companies. The figures below do not include intersegment eliminations.

<b>For the six months ended June 30, 2017</b>	<b>France</b>	<b>Portugal</b>	<b>Israel</b>	<b>Dominican Republic</b>	<b>Others</b>	<b>Total</b>
<b>€m</b>						
Adjusted EBITDA	1,772.9	518.2	237.6	186.6	220.0	<b>2,935.2</b>
Capital expenditure (accrued)	(1,104.7)	(216.6)	(119.3)	(50.2)	(61.3)	<b>(1,552.1)</b>
<b>Operating free cash flow (OpFCF)</b>	<b>668.1</b>	<b>301.7</b>	<b>118.2</b>	<b>136.3</b>	<b>158.7</b>	<b>1,383.0</b>
<b>For the six months ended June 30, 2016</b>	<b>France</b>	<b>Portugal</b>	<b>Israel</b>	<b>Dominican Republic</b>	<b>Others</b>	<b>Total</b>
<b>€m</b>						
Adjusted EBITDA	1,818.5	555.6	215.3	184.5	139.6	<b>2,913.5</b>
Capital expenditure (accrued)	(1,001.1)	(217.2)	(174.4)	(59.2)	(102.8)	<b>(1,554.7)</b>
<b>Operating free cash flow (OpFCF)</b>	<b>817.4</b>	<b>338.4</b>	<b>40.9</b>	<b>125.3</b>	<b>36.8</b>	<b>1,358.8</b>

## 5. Goodwill and Intangible Assets

### 5.1. Goodwill

Goodwill recorded in the consolidated statement of financial position was allocated to the different groups of cash generating units (“GCGU” or “CGU” for cash generating units) as defined by the Group. The summary of goodwill recognized on the different acquisitions is provided below:

Goodwill (€m)	December 31, 2016	Recognized on business combination	Changes in foreign currency translation	Held for Reclassifications sale	June 30, 2017
France	12,157.1	-	-	-	12,157.1
Portugal	1,706.2	-	-	-	1,706.2
Israel	732.7	-	12.1	-	744.8
Dominican Republic	890.9	-	(65.9)	-	825.0
Others	468.6	262.5	(0.2)	-	730.9
<b>Gross value</b>	<b>15,955.5</b>	<b>262.5</b>	<b>(54.1)</b>	-	<b>16,163.9</b>
France	-	-	-	-	-
Portugal	-	-	-	-	-
Israel	(151.3)	-	(2.5)	-	(153.8)
Dominican Republic	-	-	-	-	-
Others	(4.6)	-	-	-	(4.6)
<b>Cumulative impairment</b>	<b>(155.9)</b>	-	<b>(2.5)</b>	-	<b>(158.5)</b>
France	12,157.1	-	-	-	12,157.1
Portugal	1,706.2	-	-	-	1,706.2
Israel	581.4	-	9.6	-	591.0
Dominican Republic	890.9	-	(65.9)	-	825.0
Others	464.0	262.5	(0.2)	-	726.3
<b>Net book value</b>	<b>15,799.5</b>	<b>262.5</b>	<b>(56.6)</b>	-	<b>16,005.4</b>

Goodwill (€m)	December 31, 2015	Recognized on business combination	Changes in foreign currency translation	Held for Reclassifications sale	December 31, 2016
France	11,565.5	591.6	-	-	12,157.1
Portugal	1,706.2	-	-	-	1,706.2
Israel	697.8	-	34.9	-	732.7
Dominican Republic	858.9	-	32.0	-	890.9
Others	594.9	169.2	-	(295.5)	468.6
<b>Gross value</b>	<b>15,423.3</b>	<b>760.9</b>	<b>67.0</b>	<b>(295.5)</b>	<b>15,955.5</b>
France	-	-	-	-	-
Portugal	-	-	-	-	-
Israel	(144.1)	-	(7.2)	-	(151.3)
Dominican Republic	-	-	-	-	-
Others	(4.6)	-	-	-	(4.6)
<b>Cumulative impairment</b>	<b>(148.7)</b>	-	<b>(7.2)</b>	-	<b>(155.9)</b>
France	11,565.5	591.6	-	-	12,157.1
Portugal	1,706.2	-	-	-	1,706.2
Israel	553.7	-	27.7	-	581.4
Dominican Republic	858.9	-	32.0	-	890.9
Others	590.3	169.2	-	(295.5)	464.0
<b>Net book value</b>	<b>15,274.6</b>	<b>760.9</b>	<b>59.7</b>	<b>(295.5)</b>	<b>15,799.5</b>

### 5.2. Impairment of goodwill

Goodwill is reviewed at the level of each GCGU or CGU annually for impairment and whenever changes in circumstances indicate that its carrying amount may not be recoverable. Goodwill was tested at the CGU/GCGU level for impairment as of December 31, 2016. The CGU/GCGU is at the country level where the subsidiaries operate. The recoverable amounts of the GCGUs are determined based on their value in use, except for the France GCGU, where the observable price of the publicly traded shares is used to determine fair value. The key assumptions for the value in use calculations are the pre-tax discount rates, the terminal growth rate and the EBIT margin during the period. The senior management team has determined that there have not been any changes in circumstances indicating that the carrying amount of goodwill may not be recoverable. In addition, there were no significant changes in assets or liabilities in any CGU/GCGU, while the recoverable amounts continue to significantly exceed the carrying amounts. Therefore, no updated impairment testing was performed, nor any impairment recorded, for the six months ended June 30, 2017.

### 5.3. Business combinations

The Group has concluded several acquisitions during the past 12 months. In all acquisitions, the Group records the provisional value of the assets and liabilities as being equivalent to the book values in the accounting records of the entity being acquired. The Group then identifies the assets and liabilities to which the purchase price needs to be allocated. The fair value is determined by an independent external appraiser based on a business plan prepared as of the date of the acquisition.

#### 5.3.1. Acquisitions where the purchase price allocations have been finalized

##### 5.3.1.1. GNP

The fair value of the assets and liabilities acquired was finalised during the period, with no change to the amounts disclosed in the annual consolidated financial statements.

#### 5.3.2. Acquisitions where the purchase price allocations are not yet finalized

##### 5.3.2.1. Teads

On June 22, 2017, Altice Teads (a company which the Group has 98.5% of the financial interest, with 1.5% attributable to the managers of Teads) closed the acquisition of Teads. The acquisition purchase price is subject to Teads achieving certain revenue targets in 2017. The acquisition purchase price was €302.3 million, with 75% due at closing, and the remaining 25% earn-out subject to Teads obtaining defined revenue performance in 2017. Management determined that there was a high probability that the earnout would be met, therefore in determining the initial goodwill, the purchase price included 100% of the deferred acquisition price. Following the preliminary purchase price allocation, a summary of the allocation between the different classes of assets and liabilities is provided below.

	<b>€m</b>
Total consideration transferred	302.3
Fair value of identifiable assets, liabilities and contingent liabilities	44.6
Goodwill	257.7

The values of the assets and liabilities assumed have been determined on a provisional basis as being equivalent to the book values in the accounting records of Teads. Due to the proximity of the date of acquisition to the balance sheet date, the Group is yet to assess the fair value of the identifiable assets and liabilities. The exercise will be completed within the measurement period as defined by IFRS 3.

##### 5.3.2.2. Altice Customer Services (ACS)

On December 22, 2016, the Group finalized the acquisition of 100% of the share capital of ACS. Certain managers in ACS subsequently reinvested part of their proceeds to acquire a 35% stake. Total consideration transferred to the vendors amounted to €27.7 million (excluding purchase price adjustments) on a cash free debt free basis. Following the preliminary purchase price allocation, a summary of the allocation between the different classes of assets and liabilities is provided below.

	<b>€m</b>
Total consideration transferred	27.7
Fair value of identifiable assets, liabilities and contingent liabilities	(2.1)
Goodwill	29.8

The Group is continuously evaluating the fair value of acquired assets and liabilities and expects to complete the final purchase price allocation within the measurement period as defined by IFRS 3.

##### 5.3.2.3. Altice Technical Services (ATS)



On November 22, 2016, the Group finalized the 51% acquisition of Parilis SA. Total consideration transferred to the vendors amounted to €158.1 million (excluding purchase price adjustments) on a cash free debt free basis. Following the preliminary purchase price allocation, a summary of the final allocation between the different classes of assets and liabilities is provided below:

	<b>€m</b>
Total consideration transferred	158.1
Allocation to minority interests	45.0
Fair value of identifiable assets, liabilities and contingent liabilities	59.4
Goodwill	143.7

The Group is continuously evaluating the fair value of acquired assets and liabilities and expects to complete the final purchase price allocation within the measurement period as defined by IFRS 3.

#### 5.4. Intangible Assets

The following table summarizes information relating to the Company's acquired intangible assets as of June 30, 2017 and December 31, 2016:

<b>Intangible Assets</b>	<b>June 30, 2017</b>		
	<b>Gross carrying amount</b>	<b>Accumulated amortization</b>	<b>Net carrying amount</b>
<b>(€m)</b>			
Customer relationships	4,933.5	(1,747.0)	3,186.5
Trade names	1,539.7	(469.6)	1,070.1
Franchise & patents <sup>1</sup>	480.9	(176.6)	304.3
Software & licenses	5,471.8	(2,197.4)	3,274.4
Other amortizable intangibles	6,325.3	(4,097.5)	2,227.8
<b>Total</b>	<b>18,751.2</b>	<b>(8,688.0)</b>	<b>10,063.2</b>

<b>Intangible Assets</b>	<b>December 31, 2016</b>		
	<b>Gross carrying amount</b>	<b>Accumulated amortization</b>	<b>Net carrying amount</b>
<b>(€m)</b>			
Customer relationships	4,937.9	(1,482.8)	3,455.1
Trade names	1,538.8	(332.9)	1,205.9
Franchise & patents <sup>1</sup>	451.4	(98.5)	353.0
Software & licenses	5,247.9	(1,896.9)	3,351.0
Other amortizable intangibles	6,125.6	(3,865.8)	2,259.9
<b>Total</b>	<b>18,301.6</b>	<b>(7,676.9)</b>	<b>10,624.8</b>

<sup>1</sup> The Group franchises are recognized as indefinite life intangible assets and are not amortized, they are tested for impairment annually or more frequently as warranted by events or changes in circumstances. Costs incurred in negotiating and renewing broadband franchises are amortized on a straight-line basis over the life of the renewal period.

On May 23, 2017, the Group announced the adoption of a global brand which will replace the local brands in the future (except for the media brands), reducing the remaining useful lives of these trade name intangibles. The Company has estimated the remaining useful lives to be 3 years from the date of adoption, which reflects one year as an in-use asset and two years as a defensive asset. Amortization expense is calculated on an accelerated basis based on the Company's estimate of the intangible asset during the in-use period. The remaining estimated value of the defensive asset once it is no longer in use will be amortized over the defensive period. The acceleration in amortization expense that was recorded in the six months to June 30, 2017 was €86.5 million.

Amortization expense for the six months ended June 30, 2017 and 2016 was €1,101.0 million and €993.8 million, respectively.

#### 6. Cash and cash equivalents and restricted cash

<b>Cash balances</b>	<b>June 30,</b>	<b>December 31,</b>
<b>(€m)</b>	<b>2017</b>	<b>2016</b>
Term deposits	122.7	185.3
Bank balances	479.8	534.6
<b>Cash and cash equivalents</b>	<b>602.5</b>	<b>719.9</b>
Restricted cash	34.1	19.6
<b>Total</b>	<b>636.6</b>	<b>739.5</b>

The restricted cash balance at June 30, 2017 relates to €33 million held in escrow for the Teads acquisition and will be released in June 2018.

## 7. Shareholders' Equity

### 7.1. Issued capital

As of June 30, 2017, the issued share capital of the Company amounted to €2.5 million and was composed of 251,050,186 common shares with a value of €0.01 each.

### 7.2. Additional paid in capital

As of June 30, 2017, total additional paid in capital of the Group amounted to €1,132.0 million, compared to €840.7 million as of December 31, 2016 as a result of the contribution of shares in SFR Group as detailed in note 3.1.5.

### 7.3. Other reserves

The tax effect of the Group's currency, available for sale, cash flow hedge and employee benefits reserves is provided below:

Other reserves (€m)	June 30, 2017			December 31, 2016		
	Pre-tax amount	Tax effect	Net amount	Pre-tax amount	Tax effect	Net amount
Actuarial gains and losses	(46.0)	12.0	(33.9)	(64.2)	17.1	(47.1)
<b>Items not reclassified to profit or loss</b>	<b>(46.0)</b>	<b>12.0</b>	<b>(33.9)</b>	<b>(64.2)</b>	<b>17.1</b>	<b>(47.1)</b>
Available for sale reserve	3.1	-	3.1	2.8	-	2.8
Currency translation reserve	43.8	-	43.8	23.9	-	23.9
Cash flow hedge reserve	(645.1)	206.9	(438.2)	(959.3)	304.6	(654.7)
<b>Items potentially reclassified to profit or loss</b>	<b>(598.2)</b>	<b>206.9</b>	<b>(391.4)</b>	<b>(932.6)</b>	<b>304.6</b>	<b>(628.0)</b>
<b>Total</b>	<b>(644.2)</b>	<b>218.9</b>	<b>(425.3)</b>	<b>(996.8)</b>	<b>321.7</b>	<b>(675.1)</b>

## 8. Borrowings and other financial liabilities

Borrowings and other financial liabilities (€m)	Notes	June 30, 2017	December 31, 2016
<b>Long term borrowings, financial liabilities and related hedging instruments</b>		<b>31,204.8</b>	<b>32,370.1</b>
- Debentures	8.1	24,832.7	26,775.9
- Loans from financial institutions	8.1	5,292.7	5,228.0
- Derivative financial instruments	8.3	1,079.4	366.2
<b>Other non-current financial liabilities</b>	8.6	<b>623.1</b>	<b>519.7</b>
- Finance leases		106.0	118.2
- Other financial liabilities		517.2	401.5
<b>Non-current liabilities</b>		<b>31,828.0</b>	<b>32,889.8</b>
<b>Short term borrowing, financial liabilities and related hedge instruments</b>		<b>475.5</b>	<b>419.9</b>
- Debentures	8.1	31.6	31.1
- Loans from financial institutions	8.1	390.9	388.7
- Derivative financial instruments	8.3	53.0	-
<b>Other financial liabilities</b>	8.6	<b>2,688.2</b>	<b>2,173.5</b>
- Other financial liabilities		1,885.1	1,215.0
- Bank overdraft		45.4	59.6
- Accrued interests		697.2	834.0
- Finance leases		60.5	64.9
<b>Current liabilities</b>		<b>3,163.7</b>	<b>2,593.4</b>
<b>Total</b>		<b>34,991.6</b>	<b>35,483.1</b>

### 8.1. Debentures and loans from financial institutions

Debentures and loans from financial institutions (€m)	Notes	June 30, 2017	December 31, 2016
Debentures	8.1.1	24,864.4	26,807.0
Loans from financial institutions	8.1.2	5,683.6	5,616.7
<b>Total</b>		<b>30,548.0</b>	<b>32,423.8</b>

During the six month period ended June 30, 2017, the Group successfully negotiated refinancing of some of its existing debt. These refinancing activities were executed in April 2017, please refer to note 8.2 for further details.

### 8.1.1. *Debentures*

<b>Maturity of debentures (€m)</b>	<b>Less than one year</b>	<b>One year or more</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>
SFR Group	-	11,404.9	11,404.9	12,197.3
Altice Luxembourg	-	6,572.1	6,572.1	6,881.8
Altice Financing	-	5,738.7	5,738.7	6,109.2
Altice Finco	-	923.7	923.7	1,382.9
HOT Telecom	31.6	193.3	224.9	235.9
<b>Total</b>	<b>31.6</b>	<b>24,832.7</b>	<b>24,864.4</b>	<b>26,807.0</b>

### 8.1.2. *Loans from financial institutions*

<b>Maturity of loans from financial institutions (€m)</b>	<b>Less than one year</b>	<b>One year or more</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>
SFR Group (including RCF)	76.0	4,455.3	4,531.3	4,804.7
Altice Financing (including RCF)	308.0	785.7	1,093.6	748.7
Altice Customer Services	-	8.3	8.3	28.0
Others	7.0	43.4	50.3	35.4
<b>Total</b>	<b>390.9</b>	<b>5,292.7</b>	<b>5,683.6</b>	<b>5,616.7</b>

## 8.2. **Refinancing activities**

During the period ended June 30, 2017, the Group successfully repriced some of its debt. Further details of the refinancing activities are provided below.

On March 23, 2017, the Group announced that it successfully priced:

- \$1,425 million of 8.25-year term loans B at SFR Group with a margin of 275 basis point over Libor,
- €1,150 million of 8.25-year term loans B at SFR Group with a margin of 300 basis points over Euribor, and
- \$910 million of 8.25-year term loan B at Altice Financing with a margin of 275 basis point over Libor.

The refinancing closed on April 18, 2017 and the proceeds of the term loans were used to refinance:

- €850 million of term loans at SFR Group maturing in April 2023,
- \$1,425 million of term loans at SFR Group maturing in January 2024,
- €300 million term loans at SFR Group maturing in July 2023,
- €446 million term loans at Altice Financing maturing in July 2023, and
- redeem the entire \$425 million of the 2012 Senior Notes at Altice Financing.

The refinancing extended the average maturity of SFR Group debt from 7.3 to 7.6 years and reduced the weighted average cost of its debt from 5.2% to 4.9%, and extended the average maturity of Altice International group's debt from 6.7 to 7 years and reduced the weighted average cost of its debt from 6.2% to 5.9%.

The SFR Group restructuring was a modification of the terms of the debt and the costs of refinancing were capitalized with the new loans, while at Altice Financing a loss on extinguishment of debt of €39.0 million was recognized in the consolidated income statement related to these transactions.

## 8.3. **Derivatives and hedge accounting**

As part of its financial risk management strategy, the Group enters certain hedging operations. The main instruments used are fixed to fixed or fixed to floating cross-currency and interest rate swaps (CCIRS) that cover against foreign currency and interest rate risk related to the Group's debt obligations. The Group applies hedge accounting for the operations that meet the eligibility criteria as defined by IAS 39.

### 8.3.1. Interest rate swaps

The Group enters interest rate swaps to cover its interest rate exposure in line with its treasury policy. These swaps cover the Group's debt portfolio and do not necessarily relate to specific debt issued by the Group. The details of the instruments are provided in the following table.

Entity Maturity	Notional amount due from counterparty (millions)	Notional amount due to counterparty (millions)	Interest rate due from counterparty	Interest rate due to counterparty	Accounting treatment
<b>SFR Group S.A.</b>					
January 2023	EUR 4,000	EUR 4,000	3m EURIBOR	-0.12%	FVPL
<b>Altice Financing S.A.</b>					
May 2026	USD 720	USD 720	1.81%	6m LIBOR	FVPL
January 2023	EUR 750	EUR 750	3m EURIBOR	-0.13%	FVPL

### 8.3.2. CCIRS

The following table provides a summary of the Group's CCIRS.

Entity Maturity	Notional amount due from counterparty (millions)	Notional amount due to counterparty (millions)	Interest rate due from counterparty	Interest rate due to counterparty	Accounting treatment <sup>1</sup>
<b>SFR Group S.A.</b>					
May 2022	USD 4,000	EUR 2,893	6.00%	5.14%	CFH
July 2022	USD 550	EUR 498	3m LIBOR+3.25%	3m EURIBOR+2.73%	FVPL
January 2023	USD 1,240	EUR 1,096	3m LIBOR+4.00%	3m EURIBOR+4.15%	FVPL
January 2024	USD 1,425	EUR 1,030	3m LIBOR+4.25%	3m EURIBOR+4.57%	FVPL
May 2024	USD 1,375	EUR 994	6.25%	5.38%	CFH
April to July 2024	USD 5,190	EUR 4,194	7.38%	6.18%	CFH
<b>Altice Luxembourg S.A.</b>					
May 2022	USD 2,900	EUR 2,097	7.75%	7.38%	CFH
February 2023	USD 1,480	EUR 1,308	7.63%	6.50%	CFH
<b>Altice Financing S.A.</b>					
December 2017 <sup>2</sup>	USD 200	ILS 767	9.88%	3m TELBOR+9.00%	FVPL
December 2017 <sup>2</sup>	USD 225	ILS 863	7.88%	3m TELBOR+6.93%	FVPL
December 2017 <sup>2</sup>	EUR 100	ILS 495	8.00%	3m TELBOR+5.78%	FVPL
December 2017 <sup>2</sup>	ILS 767	USD 200	3m TELBOR+9.00%	9.88%	FVPL
December 2017 <sup>2</sup>	ILS 863	USD 225	3m TELBOR+6.93%	7.88%	FVPL
December 2017 <sup>2</sup>	ILS 495	EUR 100	3m TELBOR+5.78%	8.00%	FVPL
July - Nov 2018	USD 293	ILS 1,077	3m LIBOR+4.50%	3m TELBOR+5.33%	FVPL
February 2020	USD 2,060	EUR 1,821	6.63%	5.30%	CFH
May 2026	USD 930 <sup>4</sup>	EUR 853	7.50%	7.40%	CFH
July 2025	USD 485 <sup>3</sup>	EUR 449	3m LIBOR+2.75%	3m EURIBOR+2.55%	FVPL
February 2022 - July 2024	USD 1,820	EUR 1,544	7.50%	6.02%	CFH
<b>Altice Finco S.A.</b>					
February 2025	USD 385	EUR 340	7.63%	6.25%	CFH

- The derivatives are all measured at fair value. The change in fair value of derivatives classified as cash flow hedges (CFH) in accordance with IAS 39 is recognized in the cash flow hedge reserve. The derivatives not hedge accounted have the change in fair value recognised immediately in profit or loss (FVPL).
- These cross-currency swaps do not involve the exchange of notional amounts at maturity of the contracts. Accordingly the only cash flows associated with these contracts are interest payments and receipts.
- This is a new swap executed during the quarter to partially hedge the new \$910 million term loan that replaced the €446 million term loan maturing in July 2023 (as disclosed in note 8.2.2).
- A new \$930 million swap was executed during April, which hedges a portion of the \$2,750 million senior notes. The swap is recognized in a cash flow hedge relationship.

The change in fair value of all derivative instruments designated as cash flow hedges was recorded in other comprehensive income for the six month period ended June 30, 2017. Before the impact of taxes, gains of €296.8 million were recorded in other comprehensive income (€198.7 million net of taxes).

### 8.3.3. Foreign currency forward contracts

The Group enters into foreign exchange forward contracts to cover its foreign exchange exposure in line with its treasury policy. The details of these instruments are provided below:

Entity	Currency purchased forward (millions)	Currency sold forward (millions)	Accounting treatment
Maturity			
<b>Altice Financing S.A.</b>			
December 2017	EUR 4	ILS 22	FVPL
December 2017	USD 19	ILS 81	FVPL

### 8.4. Reconciliation to swap adjusted debt

The various hedge transactions mitigate interest and foreign exchange risks on the debt instruments issued by the Group. Such instruments cover both the principal and the interest due. A reconciliation from the carrying amount of the debt as per the statement of financial position and the due amount of the debt, considering the effect of the hedge operations (i.e. the, “swap adjusted debt”), is provided below:

Reconciliation to swap adjusted debt (€m)	June 30, 2017	December 31, 2016
<b>Debentures and loans from financial institutions</b>	<b>30,548.0</b>	<b>32,423.8</b>
Transaction costs	390.6	395.3
<b>Total (excluding transaction costs and fair value adjustments)</b>	<b>30,938.6</b>	<b>32,819.1</b>
Conversion of debentures and loans in foreign currency (at closing spot rate)	(28,305.0)	(22,300.4)
Conversion of debentures and loans in foreign currency (at hedged rates)	26,536.0	18,886.6
<b>Total swap adjusted value</b>	<b>29,169.6</b>	<b>29,405.3</b>

### 8.5. Available credit facilities

Available credit facilities (€m)	Total facility	Drawn
SFR Group S.A.	1,125.0	-
Altice Financing S.A.	981.1	300.0
Altice Luxembourg S.A.	200.0	-
<b>Revolving credit facilities</b>	<b>2,306.1</b>	<b>300.0</b>

The facility at Altice Financing was drawn €310.0 million as at December 31, 2016, there have been various drawing and repayments during the period, with a net decrease in the amount drawn of €10.0 million.

In addition to the credit facilities, a new guarantee of €350.0 million was established in reference to the new content rights secured, please refer to note 11 for further details.

### 8.6. Other financial liabilities

The main changes in other financial liabilities in the six month period ended June 30, 2017 were:

- the non-current portion of €623.1 million increased by €103.4 million, mainly related to increases in prepaid income of SFR Group.
- the current portion of €2,688.2 million increased by €514.7 million, mainly related to:
  - an increase in issued commercial paper by SFR Group (€511.8 million),
  - the repayment of a €100.0 million vendor loan, which related to the acquisition of Altice Media Group by SFR Group from a company controlled by the controlling shareholder of the Group, and
  - a decrease in accrued interest, following interest payments during the period.

## 9. Fair value of financial assets and liabilities

### 9.1.1. Fair value of assets and liabilities

The table below shows the carrying value compared to fair value of financial assets and liabilities.

Fair values of assets and liabilities (€m)	Note	June 30, 2017		December 31, 2016	
		Carrying value	Fair value	Carrying value	Fair value
Financial assets		5.1	5.1	7.7	7.7
Derivatives		173.0	173.0	61.0	61.0
Cash and cash equivalents	6	602.5	602.5	719.9	719.9
Restricted cash	6	34.1	34.1	19.6	19.6
<b>Current assets</b>		<b>814.8</b>	<b>814.8</b>	<b>808.2</b>	<b>808.2</b>
Available for sale financial assets		7.3	7.3	7.1	7.1
Derivatives		1,689.3	1,689.3	2,556.3	2,556.3
Other financial assets		406.3	406.3	321.4	321.4
<b>Non- current assets</b>		<b>2,102.9</b>	<b>2,102.9</b>	<b>2,884.8</b>	<b>2,884.8</b>
Short term borrowings and financial liabilities	8.1	422.5	422.5	419.9	419.9
Derivatives	8.3	53.0	53.0	-	-
Other financial liabilities	8.6	2,688.2	2,688.2	2,173.4	2,173.4
<b>Current liabilities</b>		<b>3,163.7</b>	<b>3,163.7</b>	<b>2,593.2</b>	<b>2,593.2</b>
Long term borrowings and financial liabilities	8.1	30,125.4	31,515.2	32,003.9	32,884.9
Derivatives	8.3	1,079.4	1,079.4	366.2	366.2
Other financial liabilities	8.6	623.1	623.1	519.7	519.7
<b>Non- current liabilities</b>		<b>31,828.0</b>	<b>33,217.7</b>	<b>32,889.8</b>	<b>33,770.8</b>

During the six month period ended June 30, 2017, there were no transfers of assets or liabilities between levels of the fair value hierarchy. There are no non-recurring fair value measurements. The Group's trade and other receivables and trade and other payables are not shown in the table above as their carrying amounts approximate their fair values.

### 9.1.2. Fair value hierarchy

The following table provides information about the fair values of the Group's financial assets and liabilities and which level in the fair value hierarchy they are classified.

Fair value measurement (€m)	Fair value hierarchy	Valuation technique	June 30, 2017	December 31, 2016
<b>Financial Liabilities</b>				
Derivative financial instruments	Level 2	Discounted cash flows	1,132.4	366.2
Minority Put Option - Teads	Level 3	Discounted cash flows	74.4	-
Minority Put Option - Intelcia	Level 3	Discounted cash flows	37.7	39.0
Minority Put Option - GNP	Level 3	Discounted cash flows	64.4	61.8
<b>Financial Assets</b>				
Derivative financial instruments	Level 2	Discounted cash flows	1,862.3	2,617.2
Minority Call option - Teads	Level 3	Black and Scholes model	0.7	-
Minority Call option - Parilis	Level 3	Black and Scholes model	10.1	20.2
Minority Call option - Intelcia	Level 3	Black and Scholes model	9.6	6.5
Available for sale assets - Wananchi	Level 3	Discounted cash flows	1.2	1.2
Available for sale assets - Partner Co. Ltd.	Level 1	Quoted share price	6.0	5.9

### 9.1.3. Level 3 financial instruments

Change in fair value of level 3 instruments (€m)	Available for sale unlisted shares	Minority put options	Minority call options	June 30, 2017
<b>Opening balance</b>	<b>1.3</b>	<b>(100.8)</b>	<b>26.7</b>	<b>(72.7)</b>
Additions/disposals	-	(74.4)	0.7	(73.6)
Change in value of minority put options recorded in equity	-	(1.3)	-	(1.3)
Gains or losses recognised in profit or loss	-	-	(7.0)	(7.0)
<b>Closing balance</b>	<b>1.3</b>	<b>(176.5)</b>	<b>20.5</b>	<b>(154.7)</b>

Change in fair value of level 3 instruments (€m)	Available for sale unlisted shares	Minority put options	Minority call options	December 31, 2016
<b>Opening balance</b>	<b>1.3</b>	<b>(56.8)</b>	<b>12.5</b>	<b>(43.0)</b>
Additions	-	(44.0)	26.7	(17.3)
Change in value of minority put options recorded in equity	-	-	(12.5)	(12.5)
Gains or losses recognised in profit or loss	-	-	0.1	0.1
<b>Closing balance</b>	<b>1.3</b>	<b>(100.8)</b>	<b>26.7</b>	<b>(72.7)</b>

## 10. Taxation

Tax expense (€m)	Six months ended June 30, 2017	Six months ended June 30, 2016
Loss before income tax and share of earnings of associates	(997.3)	(354.6)
Income tax benefit	160.2	37.0
<b>Effective tax rate</b>	<b>16%</b>	<b>10%</b>

The Company is required to use an estimated annual effective tax rate to measure the income tax benefit or expense recognized in an interim period.

The Company recorded an income tax benefit of €160.2 million for the six month period ended June 30, 2017, reflecting an effective tax rate of 16% (2016: €37.0 million tax benefit and an effective tax rate of 10%). Non-deductible financial expenses, provisions and non-deductible share-based compensation expense reduced the income tax benefit, compared to the benefit using the statutory tax rate in Luxembourg, for both of the six month periods ended June 30, 2017 and 2016.

### 10.1. Income tax litigation

There was no significant development in existing tax litigations since the publication of the annual consolidated financial statements that have had, or that may have, a significant effect on the financial position of the Group.

## 11. Contractual obligations and commercial commitments

During the six month period ended June 30, 2017, the significant contractual obligations and commercial commitments signed as compared to the year ended December 31, 2016, were:

- the lease commitment signed between SFR and SCI Quadrans, as disclosed in note 13; and
- on May 11, 2017, the Group announced that it had successfully acquired the exclusive rights to broadcast the UEFA Champions League and UEFA Europa League in France. The rights were acquired by Altice Picture and cover the period from August 2018 to May 2021. During the second quarter of 2017, the Group prepaid the first installment of €70.2 million for the UEFA Champions League and UEFA Europa League. In relation to these rights, the Group has executed a new €350 million bank guarantee, of which €316 million was issued on June 26, 2017. The rights include exclusive broadcast coverage across free-TV, pay-TV, mobile, internet, over-the-top and digital terrestrial television coverage in France and non-exclusive rights in French in Luxembourg, Switzerland and Monaco.

Following the new and amended agreements, the total commitments of the Group increased by approximately €1 billion.

## 12. Litigation

In the normal course of its activities, the Group is accused in a certain number of governmental, arbitration and administrative law suits. Provisions are recognised by the Group when management believe that it is more likely than not that such lawsuits will result in an expense being recognized by the Group, and the magnitude of the expenses can be reliably estimated. The magnitude of the provisions recognised is based on the best estimate of

the level of risk on a case-by-case basis, considering that the occurrence of events during the legal action involves constant re-estimation of this risk.

The Group is not aware of other disputes, arbitration, governmental or legal action or exceptional fact (including any legal action of which the Group is aware, which is outstanding or by which it is threatened) that may have been, or is in, progress during the last months and that has a significant effect on the financial position, the earnings, the activity and the assets of the company and the Group, other than those described below.

This note describes the new proceedings and developments in existing litigations that have occurred since the publication of the annual consolidated financial statements and that have had or that may have a significant effect on the financial position of the Group.

## **12.1. France**

### *12.1.1. Wholesale disputes*

#### *12.1.1.1. Potential failure to meet commitments made by Numericable Group as part of the takeover of exclusive control of SFR by the Altice Group relating to the agreement signed by SFR and Bouygues Telecom on November 9, 2010.*

Following a complaint from Bouygues Telecom, the French Competition Authority officially opened an inquiry on October 5, 2015 to examine the conditions under which SFR Group performs its commitments relating to the joint investment agreement entered into with Bouygues Telecom to roll out fiber optics in very densely populated areas (the “Faber” contract). A session before the Competition Authority board was held on November 22, and then on December 7, 2016.

On March 8, 2017, the French Competition Authority issued a penalty of €40 million jointly and severally to Altice Luxembourg S.A. and SFR Group for non-respect of their engagements as defined in the Faber contract. The French Competition Authority also imposed other injunctions also subject to fines in case of non-compliance. On April 13, 2017, Altice Luxembourg S.A. and SFR Group appealed and requested a suspension of the decision of the French Competition Authority before the Council of State. The judge in chambers of the Council of State said there is no matter to be referred. The Council of State plans to rule on the request on the substance before September 13, 2017 (i.e. within the short period of five months). During the second quarter 2017, the penalty of €40.0 million was paid.

#### *12.1.1.2. SFR v Orange: abuse of dominant position in the second homes market*

On April 24, 2012, SFR filed a complaint against Orange with the Paris Commercial Court for practices abusing its dominant position in the retail market for mobile telephony services for non-residential customers. On February 12, 2014, the Paris Commercial Court ordered Orange to pay to SFR €51 million for abuse of dominant position in the second homes market.

On April 2, 2014, Orange appealed the decision of the Commercial Court on the merits. On October 8, 2014, the Paris Court of Appeals overturned the Paris Commercial Court's ruling of February 12, 2014 and dismissed SFR's requests. The Court of Appeals ruled that it had not been proven that a pertinent market limited to second homes exists. In the absence of such a market, there was no exclusion claim to answer, due to the small number of homes concerned. On October 13, 2014 SFR received notification of the judgment of the Paris Court of Appeals of October 8, 2014 and repaid the €51 million to Orange in November 2014. On November 19, 2014, SFR appealed the ruling.

On April 12, 2016, the French Supreme Court overturned the Court of Appeal's decision and referred the case back to the Paris Court of Appeal. Orange returned €52.7 million to SFR on May 31, 2016. Orange refiled the case before the Paris Court of Appeal on August 30, 2016 and filed a memorandum on June 29, 2017.

#### *12.1.1.3. Claim by Bouygues Telecom against NC Numericable and Completel*

In late October 2013, NC Numericable and Completel received a claim from Bouygues Telecom regarding the “white label” contract signed on May 14, 2009, initially for five years and extended once for an additional five years for the supply to Bouygues Telecom of double- and triple-play very-high-speed offers. In its letter, Bouygues Telecom claimed damages totaling €53 million because of this contract. Bouygues Telecom alleges a loss that, according to Bouygues Telecom, justifies damages including (i) €17.3 million for alleged pre-contractual fraud (providing erroneous information prior to signing the contract), (ii) €33.3 million for alleged



non-performance by the Group companies of their contractual obligations and (iii) €2.4 million for alleged damage to Bouygues Telecom's image. The Group considers these claims unfounded both in fact and in contractual terms, and rejects both the allegations of Bouygues Telecom and the amount of damages claimed.

On July 24, 2015, Bouygues Telecom filed suit against NC Numericable and Completel concerning the performance of the contract to supply very-high-speed links (2P/3P). Bouygues Telecom is accusing NC Numericable and Completel of abusive practices, deceit and contractual faults, and is seeking nullification of certain provisions of the contract and indemnification of €79 million. On June 21, 2016, Bouygues Telecom filed revised pleadings, increasing its claims for indemnification to a total of €180 million.

The matter was heard in a new procedural hearing on September 27, 2016. Regarding these issues, Bouygues Telecom is claiming €138.4 million in reparation for the loss suffered. The case has been postponed until March 15, 2017 to appoint the reporting judge. In addition, in a counter-claim, NC Numericable and Completel are seeking €10.8 million in addition to the contractual interest as well as €8 million in royalties due for fiscal year 2015 and €8.2 million in royalties due for fiscal year 2016. Bouygues Telecom filed a memorandum on June 20, 2017. NC Numericable and Completel must reply on September 26, 2017.

### 12.1.2. *Consumer Disputes*

#### 12.1.2.1. *Tracotel and Intermobility against SFR : Velib*

In May 2017, Tracotel et Intermobility sued SFR before the "Tribunal de Commerce de Paris" in order to obtain compensation for the damage allegedly suffered by the two contracting parties in the context of the response to the tender procedure of the Vélib DSP. They accuse SFR of not having filed the joint offer and are asking for the sentencing of SFR to the tune of €69 million for loss of chance. To date, the Group is challenging the merits of these claims.

### 12.1.3. *Other disputes*

#### 12.1.3.1. *Litigation between Sequalum and CG 92 regarding DSP 92*

A disagreement arose between the Hauts-de-Seine General Council ("CG92") and Sequalum regarding the terms of performance of a utilities public service concession contract ("THD Seine") signed on March 13, 2006 between Sequalum, a subsidiary of the Group, and the Hauts-de-Seine General Council; the purpose of this delegation was to create a very-high-speed fiber optic network in the Hauts-de-Seine region. The Hauts-de-Seine General Council meeting of October 17, 2014 decided to terminate the public service delegation agreement signed with Sequalum "for misconduct by the delegatee for whom it is solely responsible."

The demand for payment was contested in a motion filed with the Administrative Court of Cergy Pontoise on September 3, 2014. Its enforcement and the payment of the sums requested have been suspended pending a ruling on the merits. On May 7, 2015, the General Council sent a second demand for an order for payment in the amount of €51.6 million, orders disputed by Sequalum on July 11, 2015.

Sequalum claims that the termination was unlawful and continued to perform the contract, subject to any demands that the delegator may impose. Should the competent courts confirm this interpretation of unlawful termination, Sequalum may primarily have (i) to repay the public subsidies received for the DSP 92 project, normally the outstanding component of the subsidies (the company received €25 million in subsidies from the General Council), (ii) to reimburse any deferred income (estimated at €32 million by the Department) and (iii) to compensate the Department for any losses suffered (amount estimated by the Department of €212 million).

In turn, the department of Hauts-de-Seine received the returnable assets of the DSP on July 1, 2015. Furthermore, the General Council will have to pay compensation to Sequalum, which essentially corresponds to the net value of the assets.

On October 16, 2014, Sequalum filed a motion in the Administrative Court of Cergy Pontoise requesting the termination of the public service concession because of force majeure residing in the irreversible disruption of the structure of the contract, with the resulting payment of compensation in Sequalum's favor.

At December 31, 2015, the assets were removed from Sequalum's accounts in the amount of €116 million. Income receivable in the amount of €139 million related to the expected indemnification was also recognized, an amount fully depreciated given the situation.

On July 11, 2016, the department of Hauts-de-Seine established a breakdown of all amounts due (in its opinion) by each party for the various disputes, and issued demands based on said breakdown. Each amount was subject to a decision by the public accountant dated July 13, 2016 (final amount established by the latter for a net amount of €181.6 million, considering the carrying amount due in his opinion to Sequalum). This breakdown, the various demands and the compensation decision were subject to applications for annulment filed by Sequalum with the Administrative Court of Cergy Pontoise on September 10, 12 and 14, 2016. These applications remain pending, except for the application for annulment relating to the breakdown (the court having considered that the breakdown was not a measure which could be appealed. Sequalum appealed this decision before the Versailles Administrative Court of Appeals). SFR Group states that it also has its own fiber optics in the department of Hauts-de-Seine to service its customers.

Pursuant to two decisions rendered on March 16, 2017, the Administrative Court of Cergy Pontoise rejected the actions brought by Sequalum against two enforcement measures issued by the department of Hauts-de-Seine in respect of penalties, for amounts of €51.6 million and €45.1 million. Sequalum intends to appeal the decisions before the Administrative Court of Versailles. Following the dismissal by the Administrative Court of Versailles lodged by Sequalum against the two enforceable measures issued by the department of Hauts-de-Seine in respect of the penalties the amount of €97 million was paid during July 2017.

## **12.2. Portugal**

### *12.2.1. Optimus - Abuse of dominant position in the wholesale market*

In March 2011, Optimus filed a claim against MEO in the Judicial Court of Lisbon for the payment of approximately €11 million, because of an alleged abuse of dominant position by MEO in the wholesale offer. Optimus sustained its position by arguing that they suffered losses and damages because of MEO's conduct. In 2016, the court decided entirely in favour of MEO and during the first quarter of 2017 MEO was informed that NOS/Optimus would not file an appeal regarding the matter that was under discussion.

## **13. Related party transactions and balances**

The following changes in related party relationships occurred compared to those disclosed in the annual consolidated financial statements:

- In March 2017, a lease contract for administrative building was signed between SFR and SCI Quadrans (controlled by the ultimate beneficial owner of the Group), compliant with the letter of intent signed in December 2016. The duration of the lease is 12 years, as with other leases signed with Quadrans in 2016.
- SFR Group repaid the €100.0 million vendor loan, relating to the acquisition of Altice Media Group from a company controlled by the controlling shareholder of the Group.
- Altice USA incurred management fees of \$15 million (€13.9 million) to Altice International during the six months ended June 30, 2017.
- As described in note 3.1.5., Altice N.V. contributed shares in SFR Group to Altice Luxembourg via an increase in share premium.

## **14. Going concern**

As of June 30, 2017, the Group had net current liability position of €(5,975.5) million (mainly due to trade payables amounting to €6,378.6 million) and a negative working capital of €(1,630.2) million. During the six month period ended June 30, 2017, the Group registered a net loss of €837.0 million and generated cash flows from operations of €2,184.9 million. As of June 30, 2017, the Group had a negative equity position of €(1,775.9) million compared to €(1,161.1) million as at December 31, 2016.

The negative working capital position is structural and follows industry norms. Customers generally pay subscription revenues early or mid-month, with short days of sales outstanding and suppliers are paid under standard commercial terms, thus generating a negative working capital. This is evidenced by the difference in the level of receivables and payables; €4,347.8 million compared to €6,378.6 million for the six month period ended June 30, 2017, as compared to €4,237.3 million and €6,637.0 million for the year ended December 31, 2016. Payables due the following month are covered by revenues and cash flows from operations (if needed).

As of June 30, 2017, the Group's short term borrowings mainly comprised of short term portion of loans and debentures, and the related accrued interests on borrowings. These short-term obligations are expected to be covered by the operating cash flows of the operating subsidiaries. As of June 30, 2017, the revolving credit facilities at Altice Financing S.A. were drawn in an aggregate of €300.0 million. A listing of available credit

facilities by silo is provided in note 8.5 and the amounts available per segments are sufficient to cover the short-term debt and interest expense needs of each of these segments if needed.

Given the above, the Board of Directors has considered the following elements in determining that the use of the going concern assumption is appropriate:

- The Group has a strong track record of generating positive adjusted EBITDA and operating cash flows. While there have been decreases from the prior period, these were small, and the Board of Directors are comfortable that the results from operations allow the business to continue to operate more than effectively:
  - Adjusted EBITDA amounted to €2,885.2 million, a decrease of -1.0% compared to the same period last year due to a time effect of the expected savings of recent restructuring.
  - Operating cash flows for the six month period ended June 30, 2017 were €2,184.9 million, a decrease of -3.3% compared to the six month period ended June 30, 2016 (€2,260.0 million), mostly due to higher tax payments.
- The Group had healthy unrestricted cash reserves €602.5 million as of June 30, 2017, compared to €719.9 million as of December 31, 2016, which would allow it to cover any urgent cash needs. The Group can move its cash from one segment to another under certain conditions as allowed by its debentures and debt covenants. Cash reserves in operating segments carrying debt obligations were as follows: France: €364.9 million
- Additionally, as of June 30, 2017, the Group had access to revolving credit facilities of up to €2,306.1 million (of which €300.0 million was drawn as of June 30, 2017).

The Group's Executive Committee tracks operational key performance indicators (KPIs) on a weekly basis, thus tracking top line trends closely. This allows the Board of Directors and local CEOs to ensure proper alignment with budget targets and respond with speed and flexibility to counter any unexpected events and help to ensure that the budgeted targets are met.

Based on the above, the Board of Directors is of the view that the Group will continue to act as a going concern for 12 months from the date of approval of these financial statements and has hence deemed it appropriate to prepare these interim consolidated financial statements using the going concern assumption.

## **15. Events after the reporting period**

### **15.1. Acquisition of Media Capital in Portugal**

On July 14, 2017, the Group entered into a definitive agreement with Promotora de Informaciones, S.A ("Prisa") to acquire Prisa's 94.7% stake in Media Capital SGPS, SA ("Media Capital"). Media Capital is a leading Portuguese media group with audience leadership positions in both TV and radio. Media Capital, which also owns the largest Portuguese content producer Plural, reported in 2016 revenue of €174.0 million and EBITDA of €41.5 million. After the successful completion of the acquisition, Media Capital will ultimately be owned by Altice International. The transaction is subject to regulatory approvals.

### **15.2. Public buy-out offer of SFR Group announced by the ultimate holding company of the Group, followed by squeeze out on remaining shares**

On August 9, 2017, the Altice N.V. entered into several agreements relating to the acquisition of SFR Group shares through exchanges against Altice N.V. common shares A. These agreements ensure the holding by the Group of 95.9% of the share capital and voting rights of SFR Group. As a result, Altice N.V. announced its intention to file with the French financial market authority, in September 2017, a buyout offer followed by a squeeze-out for the remaining SFR Group shares for a price of €34.50 per share.

## 16. Revised information

As per the provisions of IFRS 3 Business Combination, the impact of the recognition of the identifiable tangible and intangible assets of GNP at their fair value was revised as of and for the six months ended June 30, 2016. There was no impact on the balance sheet.

<b>Consolidated Statement of Income</b> <b>Six months ended June 30, 2016</b> <b>(€m)</b>	<b>June 30,</b> <b>2016</b> <b>(reported)</b>	<b>Revision</b>	<b>June 30,</b> <b>2016</b> <b>(revised)</b>
Revenue	7,480.5	-	7,480.5
Operating expenses	(4,577.2)	-	(4,577.2)
Depreciation, amortisation and impairment	(1,968.6)	(9.6)	(1,978.2)
Other expenses and income	(79.2)	-	(79.2)
<b>Operating profit</b>	<b>855.5</b>	<b>(9.6)</b>	<b>845.9</b>
Net finance costs	(1,084.7)	-	(1,084.7)
Gain recognized on extinguishment of a financial liability	(223.4)	-	(223.4)
Net result on disposal of a business	107.5	-	107.5
Share of profit in associates	1.1	-	1.1
<b>Loss before taxes</b>	<b>(344.0)</b>	<b>(9.6)</b>	<b>(353.5)</b>
Income tax expense	33.7	3.3	37.0
<b>Loss for the period</b>	<b>(310.3)</b>	<b>(6.3)</b>	<b>(316.5)</b>
<b>Comprehensive income</b>	<b>(285.3)</b>	<b>(6.2)</b>	<b>(291.5)</b>