

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

---

## **ANNUAL GENERAL MEETING**

**to be held on 28 June 2016 at 11:00 hrs CET at the Conservatorium Hotel, Van Baerlestraat 27,  
1071 AN Amsterdam, The Netherlands**

---

## **NOTICE TO SHAREHOLDERS**

---

Shareholders of the Company are invited to attend the annual general meeting of the Company (the “**AGM**”) on 28 June 2016 at 11:00 hrs Central European Time (“**CET**”) at the Conservatorium Hotel, Van Baerlestraat 27, 1071 AN Amsterdam, The Netherlands.

The agenda for the AGM and the explanatory notes are available for inspection at the offices of the Company, and will be distributed free of charge on request. The information is also available on the Company’s website: [www.altice.net](http://www.altice.net) under Investor Relations – Shareholder meetings and can be requested from ING Bank N.V., Foppingadreef 7, 1102 BD Amsterdam, telephone +31 20 5636900, e-mail [iss.pas@ing.nl](mailto:iss.pas@ing.nl).

### **ATTENDANCE AT THE ANNUAL GENERAL MEETING**

Only holders of shares in the share capital of the Company as of the close of business on 31 May 2016, after processing all settlements of that day (the “**Record Date**”) and who are registered as such in (i) the records that are kept by the banks and agents that are defined as intermediaries pursuant to the Securities Giro Transfer Act (*Wet giraal effectenverkeer*) (the “**Intermediaries**”) or (ii) the Company’s shareholders’ register, are entitled to vote at the AGM. Only shareholders who have given notice in writing to the Company no later than on 21 June 2016 of their intention to attend the AGM in person are entitled to attend the AGM in person. Each common share A and each preference share B outstanding on the Record Date are entitled to one (1) vote. Each common share B outstanding on the Record Date is entitled to twenty-five (25) votes. Each preference share A outstanding on the Record Date is entitled to four (4) votes.

The conditions for attendance at the AGM are as follows:

- holders of registered shares (whose ownership is directly recorded in the Company’s shareholders register) must notify the Company by submitting their name and number of registered shares through the Company’s email address [compliance@altice.net](mailto:compliance@altice.net) no later than on 21 June 2016. The shareholder will receive a confirmation of registration (“**Attendance Card**”); and

- other shareholders (holding their shares in an account at a bank, a financial institution, an account holder or other financial intermediary) must register themselves with ING between the Record Date and 21 June 2016 at 17:00 hrs CET at the latest. This can be done via the Intermediary with whom their shares are registered or at <https://ing.evo-platform.com/altice>. The Intermediaries must issue an electronic statement to ING no later than 21 June 2016 at 17:00 hrs CET, quoting the number of shares that the shareholder holds on the Record Date and that have applied for registration. Intermediaries will be asked to provide their full address details for the relevant shareholder when registering, to enable proper verification of share ownership as at the Record Date. The shareholder will receive an Attendance Card from ING via the Intermediary, by e-mail or by post. The Attendance Card shall serve as an entry ticket to the meeting.

Shareholders who wish to attend the AGM in person must bring their Attendance Card and a proof of their identity (in the form of a non-expired identity card or passport) or where the shareholder is a legal person, proof of authority of the person attending to act as an authorised representative of such corporate entity at the AGM. In order for the AGM to proceed in a timely and orderly manner, shareholders are requested to arrive on time. The doors will open at 10:00 hrs CET and the AGM will start promptly at 11:00 hrs CET.

### **PARTICIPATION IN THE GENERAL MEETING BY PROXY**

Holders of registered shares (whose ownership is directly recorded in the Company's shareholders register) who are not in a position to attend the meeting in person, may, without prejudice to the above registration and attendance notification provisions, grant a written proxy to the following independent third party: Mr. René Clumpkens. The proxy can be granted with or without voting instructions. In case a proxy is granted without voting instructions, it shall be deemed to include a voting instruction in favour of all proposals made by the board of directors of the Company (the "**Board**"), and against any other proposal. Proxy forms to be used to grant a written proxy are available free of charge at the offices of the Company and at [www.altice.net](http://www.altice.net) under Investor Relations – Shareholder meetings. To be counted, a duly completed and executed proxy must have been received (i) by the Company at its registered office or, if sent in pdf-form electronically at the following email address: [compliance@altice.net](mailto:compliance@altice.net) with the original to follow by regular mail or (ii) if granted to the independent third party, to Mr. René Clumpkens, at Zuidbroek B.V., Koningslaan 35, 1075 AB Amsterdam, The Netherlands or, if sent in pdf-form electronically at his email address: [rene.clumpkens@zuidbroek.com](mailto:rene.clumpkens@zuidbroek.com) with the original to follow by regular mail, in each case no later than on 21 June 2016, at 23:59 hrs CET. These shareholders or their representatives will receive a confirmation of registration from the Company.

Other shareholders (holding their shares in an account at a bank, a financial institution, an account holder or other financial intermediary) who wish to exercise their voting rights by proxy should follow the instructions and use the voting instrument provided by the bank, financial institution, account holder or other financial intermediary that holds the shares on his/her behalf.

### **VOTING RIGHTS**

As of the date of this notice, the Company has issued (i) 841,272,525 common shares A, constituting 841,272,525 voting rights and (ii) 272,279,137 common shares B, constituting 6,806,978,425 voting rights. If the number of issued shares or voting rights has changed as of the Record Date, updated numbers will be published on the Company's website.

## **FURTHER INFORMATION**

For further information, please contact: Altice N.V., Company Secretary, email: [compliance@altice.net](mailto:compliance@altice.net).

Amsterdam, The Netherlands, 17 May 2016

Altice N.V.

The Board