

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

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**Draft minutes of the Extraordinary General Meeting of Altice Europe N.V., a limited liability company, with corporate seat in Amsterdam and address at: 1097 JB Amsterdam, the Netherlands, Prins Bernhardplein 200, Dutch Trade Register Number: 63329743 ("Altice" or the "Company"), held on 10 July 2018 at 12:00 hours at the Conservatorium Hotel, 1071 AN Amsterdam, the Netherlands, Van Baerlestraat 27.**

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## **1. Opening**

The Chairman, non-executive director and Chairman of the Board of the Company, Mr. Jurgen van Breukelen, opens the meeting and welcomes everyone to the Extraordinary General Meeting of Altice. He notes that also present at the meeting is Mr. Alain Weill and Mr. Thierry Sauvaire. The Company Secretary, Ms. Natacha Marty, is appointed as secretary of this Extraordinary General Meeting.

The Chairman notes that voting will take place by acclamation. At the end of each voting item on the agenda, he will ask shareholders or representatives of shareholders who wish to vote against or who wish to abstain from voting to raise their hands. The Chairman indicates that votes have been delivered by the independent notary, Mr. René Clumpkens, beforehand and that these votes will be included in the voting results. In addition, some registrants have granted a proxy to the Company Secretary and the Investor Relations Manager of the Company, each acting individually. These votes have been processed and will also be included in the voting results. The number of votes and percentages for each voting item will be published on Altice's website.

Before starting the voting procedure for agenda item 2a, the Chairman will announce the number of people attending today as shareholder or representative of shareholders and the number of votes that can be cast.

The Chairman notes that questions can be posed in English or in Dutch. The response will be in English.

The Chairman informs the meeting that agenda items 3.a (proposal to amend the Remuneration Policy of the Board) and 3.f (proposal to amend the remuneration of the (current) non-executive directors of the Board) have been revoked by the Board as per the resolution of the Board of 5 July 2018. Agenda items 3.a and 3.f will therefore not be brought to a vote. This was communicated by a notice on Altice's website. The numbering of the other agenda items under 3. will remain the same.

## **2. Appointment of Board members**

- (a) Proposal to appoint Mr. Alain Weill as executive director of the Board (voting item)**
- (b) Proposal to appoint Ms. Natacha Marty as executive director of the Board (voting item)**
- (c) Proposal to appoint Mr. Thierry Sauvaire as non-executive director of the Board (voting item)**

The Chairman continues with agenda item 2, the appointment of Board members. The Board proposes to the General Meeting to appoint each of Mr. Weill and Ms. Marty as executive directors and Mr. Sauvaire as non-executive director.

The Chairman refers for the personal details of Mr. Weill, Ms. Marty and Mr. Sauvaire to the explanatory notes to the agenda.

### **2.a Proposal to appoint Mr. Alain Weill as executive director of the Board (voting item)**

The Chairman first turns to the proposal to appoint Mr. Alain Weill as executive director of the Board, for a term starting from the date of this meeting and ending immediately after the annual General Meeting to be held in 2022, which is the fourth calendar year after the date of his appointment. If the general meeting appoints Mr. Alain Weill as executive director, he will have the title of Chief Executive Officer (CEO).

The Chairman asks whether there any questions or observations. As there are no questions, the Chairman notes that the persons present at this meeting represent 733,775,463 common shares A with the same number of votes, and 200,374,771 common shares B with 5,009,369,275 votes. In total, a number of 5,743,144,738 votes can be cast today. Of the total number of issued and outstanding common shares A, 75.62% is present or represented. Of the total number of issued and outstanding common shares B, 91.25% is present or represented. Of the total number of issued and outstanding shares, 78.50% is present or represented.

The Chairman notes that, in accordance with article 39, paragraph 5 of the Company's Articles of Association, votes abstained will not be calculated as part of the votes cast.

The Chairman opens the voting for agenda item 2.a. The results show that 99.87% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

### **2.b Proposal to appoint Ms. Natacha Marty as executive director of the Board (voting item)**

The Chairman then turns to the proposal to appoint Ms. Natacha Marty as executive director of the Board, for a term starting from the date of this meeting and ending immediately after the annual General Meeting to be held in 2022, which is the fourth calendar year after the date of her appointment.

The Chairman asks whether there any questions or observations. As there are no questions, the Chairman opens the voting for agenda item 2.b.

The results show that 99.76% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

## **2.c Proposal to appoint Mr. Thierry Sauvaire as non-executive director of the Board (voting item)**

The Chairman then continues with the proposal to appoint Mr. Thierry Sauvaire as non-executive director of the Board, starting from the date of this meeting and ending immediately after the annual General Meeting to be held in 2022, which is the fourth calendar year after the date of his appointment.

The Chairman asks whether there any questions or observations. As there are no questions, the Chairman opens the voting for agenda item 2.c.

The results show that 99.87% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

## **3. Remuneration of Board members**

- (a) Proposal to amend the Remuneration Policy of the Board (voting item) – revoked**
- (b) Proposal to amend the remuneration of Mr. Dennis Okhuijsen (voting item)**
- (c) Proposal to determine the remuneration of Mr. Alain Weill (voting item)**
- (d) Proposal to determine the remuneration of Ms. Natacha Marty (voting item)**
- (e) Proposal to determine the remuneration of Mr. Thierry Sauvaire (voting item)**
- (f) Proposal to amend the remuneration of the (current) non-executive directors of the Board (voting item) – revoked**

The Chairman continues with agenda item 3, the remuneration of board members and the related voting items. The Chairman notes that all voting items under agenda item 3 relate to the remuneration of the Board members as explained in the explanatory notes to the agenda. The Board proposes to the General Meeting to amend the remuneration of Mr. Dennis Okhuijsen and to determine the remuneration of Mr. Alain Weill, Ms. Natacha Marty and Mr. Thierry Sauvaire.

### **3.a Proposal to amend the Remuneration Policy of the Board (voting item) – revoked**

The Chairman notes that this agenda item has been revoked and shall not be brought to a vote.

### **3.b Proposal to amend the remuneration of Mr. Dennis Okhuijsen (voting item)**

The Chairman then continues with the proposed amendment of the remuneration of Mr. Dennis Okhuijsen, in line with the explanatory notes to the agenda. The proposal to amend the remuneration is made in connection with the separation of the U.S. business from the Company as approved by the general meeting on 18 May 2018 and effected as per 8 June 2018.

The Chairman asks whether there any questions or observations. As there are no questions, the Chairman opens the voting for agenda item 3.b.

The results show that 99.96% voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

### **3.c Proposal to determine the remuneration of Mr. Alain Weill (*voting item*)**

The Chairman moves to the proposal to determine the remuneration of Mr. Alain Weill, in line with the explanatory notes to the agenda.

The Chairman asks whether there any questions or observations. As there are no questions, the Chairman opens the voting for agenda item 3.c.

The results show that 83.97% voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

### **3.d Proposal to determine the remuneration of Ms. Natacha Marty (*voting item*)**

The Chairman then continues with the proposal to determine the remuneration of Ms. Natacha Marty, in line with the explanatory notes to the agenda.

The Chairman asks whether there any questions or observations. As there are no questions, the Chairman opens the voting for agenda item 3.d.

The results show that 96.38% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

### **3.e Proposal to determine the remuneration of Mr. Thierry Sauvaire (*voting item*)**

The Chairman moves to the next agenda item, the proposal to determine the remuneration of Mr. Thierry Sauvaire, in line with the explanatory notes to the agenda.

The Chairman asks whether there any questions or observations. As there are no questions, the Chairman opens the voting for agenda item 3.e.

The results show that 99.98% has voted in favour of the proposal. The Chairman concludes that the proposal has been adopted.

### **3.f Proposal to amend the remuneration of the (current) non-executive directors of the Board (*voting item*) – *revoked***

The Chairman notes that this agenda item has been revoked and shall not be brought to a vote.

## **4. Any other business**

The Chairman notes that he would like to give shareholders or representatives of shareholders a final opportunity to ask questions and asks whether anyone wishes to address the meeting. The Chairman notes that there are no further questions.

## **5. Closing**

On behalf of the Board, the Chairman thanks everyone for attending and participating in the meeting. The Chairman then declares the meeting closed.