

**ALTICE S.A.**  
*Société anonyme*  
Registered Office: 3, boulevard Royal  
L-2449 Luxembourg  
R.C.S. Luxembourg: B.183.391  
(the “**Company**”)

**Proposed Resolutions of the Annual General Meeting to be held on 1 June 2015**

- 1. Presentation of the management report of the board of directors of the Company (the "Board of Directors") and the report of the independent auditor on the financial statements of the Company (the "Altice Financial Statements") and the consolidated financial statements of the Altice group (the "Consolidated Financial Statements") for the financial year ended December 31, 2014.**

- 2. Approval of the Consolidated Financial Statements for the financial year ended December 31, 2014.**

*Draft resolution (Resolution I)*

The General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent auditor, approves the Consolidated Financial Statements for the financial year 2014 in their entirety, showing a consolidated net loss of EUR 552.4 million.

- 3. Approval of the Altice Financial Statements for the financial year ended December 31, 2014.**

*Draft resolution (Resolution II)*

The General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent auditor, approves the Altice Financial Statements for the financial year 2014 in their entirety, showing a net loss for the Company as parent company of the Altice group of EUR 554.5 million.

- 4. Remuneration of the board members and the management members**

*Background*

The aggregate fixed basic remuneration which was paid in 2014 by the Company to the Executive Directors (excluding the Chairman) of the Company for services rendered to the Altice group is EUR 1.1 million per annum. An aggregate discretionary bonus of EUR 1.7 million was also paid to the Executive Directors (excluding the Chairman).

The aggregate annual cash bonus of EUR 2.2 million was paid to three Executive Directors and no amount was paid under the cash compensation plan in 2014.

The remuneration of the non-executive directors was based on the following annual fees:

- (i) for the position of non-executive director: EUR 60,000;
- (ii) for membership of the audit committee: EUR 20,000;
- (iii) for holding the position of chairman of the audit committee: EUR 20,000;
- (iv) for attendance at the remuneration committee: EUR 5,000; and
- (v) for holding the position of chairman of the remuneration committee: EUR 10,000.

*Draft resolution (Resolution III)*

The General Meeting, upon the proposal of the Board of Directors, decides to maintain the current remuneration policy for the executive directors of the Company and of the management team members for year 2015.

**5. Allocation of results and determination of the dividend and the remuneration of the members of the Board of Directors in relation to the financial year ended December 31, 2014.**

*Draft resolution (Resolution IV)*

The General Meeting acknowledges the net loss of EUR 554.5 million.

On this basis, the General Meeting decides to carry forward the loss to the retained earnings accounts (*compte de résultats reportés*).

**6. Discharge of the Altice Financial Statements for the financial year ended December 31, 2014.**

*Draft resolution (Resolution V)*

The General Meeting decides to grant discharge to the members of the Board of Directors and the statutory auditor in relation to the financial year 2014.

**7. Renewal of the mandate of the statutory auditor of the Company (Deloitte S.A.) until the end of the general meeting of the Company approving the annual accounts of the Company as at 31 December 2015**

*Draft resolution (Resolution VI)*

The General Meeting decides to renew the mandate of Deloitte Audit, *société à responsabilité limitée*, with registered office at 560, rue de Neudorf, L-2220 Luxembourg, Grand-Duchy of Luxembourg, as statutory auditor to perform the independent audit of the Altice Financial Statements and the Consolidated Financial Statements regarding the financial year ended December 31, 2015.

- 8. Amendment to the share option plan adopted on January 13, 2014 (the “SOP”) in order to permit the issue, under the prevailing conditions of the SOP, of a further tranche of options giving rights to purchase a number of shares representing an amount of up to EUR 100,000,000**

*Background*

The SOP adopted on 30 January 2014 has enabled the Altice group to grow by attracting new talents as well as not to suffer from any departures in the senior management team. The Board of Directors, following a proposal by the remuneration committee of the Company, proposes, in order to further incentivize the management and the key employees, to make an amendment to the SOP to permit the issue, under the prevailing conditions of the SOP, of a further tranche of options giving rights to purchase a number of shares representing an amount of up to EUR 100,000,000.

*Draft resolution (Resolution VII)*

The General Meeting acknowledges the above background information provided about the SOP and decides to amend the SOP in order to permit the issue, under the prevailing conditions of the SOP, of a further tranche of options giving rights to purchase a number of shares representing an amount of up to EUR 100,000,000.

- 9. Authorization of the board of directors of the Company to acquire ordinary shares in the Company representing a maximum amount of EUR 1,000,000,000, for a period of three years or until the date of its renewal by a resolution of the general meeting of shareholders, at a purchase price per share that shall not exceed 120% of the last trading price of the Company’s ordinary shares at the time of such each acquisition**

*Draft resolution (Resolution VIII)*

The General Meeting decides to authorise, effective immediately after this General Meeting, the board of directors of the Company, with option to delegate (including, but not limited to, an investment firm or a credit institution which will lead-manage the programme thereafter), in accordance with the Luxembourg law of 10 August 1915 on commercial companies, as amended (the “**Law**”), to acquire and sell ordinary shares in the Company in accordance with the Law and any other applicable laws and regulations, including but not limited to entering into off-market and over-the-counter transactions and to acquire ordinary shares in the Company through derivative financial instruments.

The present authorisation is valid for a period of three (3) years or until the date of its renewal by a resolution of the general meeting of the shareholders of the Company if such renewal date is prior to the expiration of the three-year period.

The present authorisation is valid for the acquisition of ordinary shares in the Company representing a maximum amount of EUR 1,000,000,000.

The maximum number of own shares that the Company may hold at any time directly or indirectly may not have the effect of reducing its net assets (*actif net*) below the amount mentioned in paragraphs 1 and 2 of Article 72-1 of the Law.

The purchase price per ordinary share to be paid shall not represent more than 120% of the last trading price of the Company's ordinary shares on the Euronext market at the time of each such acquisition.

All powers are granted to the Board of Directors, with power to delegate, to ensure the implementation of this authorisation.