

GMP/MvE/MvA/5157022/40066135

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Execution copy**NOTE ABOUT TRANSLATION:**

This document is an English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

CROSS-BORDER MERGER

(Acquiring company: *Altice N.V.*)

This eighth day of August two thousand fifteen, there appeared before me, Guido Marcel Portier, civil law notary officiating in Amsterdam, the Netherlands:

Miranda van Es, born in Bergen op Zoom, the Netherlands, on the twenty-seventh day of November nineteen hundred and eighty-one, employed at Fred. Roeskestraat 100, 1076 ED Amsterdam, the Netherlands, in this respect acting as an authorized representative of:

1. **New Athena B.V.** (to be renamed Altice N.V.), a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) under Dutch law, having its official seat in Amsterdam, the Netherlands, and its registered office address at Cattenbroekerdijk 4 B, 3446 HA Woerden, the Netherlands, registered with the Dutch trade register under number 63329743 (**Acquiring Company**); and
2. **Altice S.A.**, a public limited liability company (*société anonyme*) governed by Luxembourg law, having its registered office at 3, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register (*Registre de Commerce et des Sociétés*) under number B 183391 (**Company Ceasing to Exist** and together with the Acquiring Company: **Merging Companies**).

Powers of attorney

The authorisation of the person appearing is evidenced by two (2) written powers of attorney, copies of which shall be attached to this deed.

The person appearing has declared by virtue of this deed, to effect a cross-border merger in accordance with Title 7 of Book 2 of the Dutch Civil Code between the Merging Companies, as a consequence whereof the Company Ceasing to Exist will cease to exist and the Acquiring Company will acquire under a universal title of succession (*verkriging onder algemene titel*) all assets and liabilities of the Company Ceasing to Exist.

The person appearing has therefore declared the following:

CHAPTER I. PREPARATION

In preparation for the merger, each of the Merging Companies has submitted to me, civil law notary:

- (a) a pre-merger certificate;
- (b) the cross-border merger proposal;
- (c) the special board report to the cross-border merger proposal of the Company Ceasing to Exist and the explanatory notes to the cross-border merger proposal of the Acquiring Company; and
- (d) a certified copy of the notarial deed of the general meeting of shareholders of the Company Ceasing to Exist and a certified copy of the notarial deed of proceedings of the general meeting of the Acquiring Company resolving to the cross-border merger.

Copies of these documents shall be attached to this deed.

CHAPTER II. RELEVANT FACTS AND CIRCUMSTANCES

According to the documents submitted to me, civil law notary (see Chapter I):

- (a) none of the Merging Companies is subject to national rules concerning employee participation in the Member State of the European Union where it has its registered office and therefore, no employee participation arrangements as referred to in Section 2:333k of the Dutch Civil Code have to be made by the Acquiring Company;
- (b) the management board of the Acquiring Company and the board of directors of the Company Ceasing to Exist have each declared that after the cross-border merger proposal no material changes in the assets and liabilities have occurred that have influenced the statements contained in the cross-border merger proposal, the special board report to the cross-border merger proposal of the Company Ceasing to Exist or the explanatory notes to the cross-border merger proposal of the Acquiring Company; and
- (c) the Merging Companies have not been dissolved or declared bankrupt, nor has a suspension of payment been declared with respect to the Merging Companies.

CHAPTER III. REALIZATION OF THE MERGER

As evidenced by the pre-merger certificates submitted to me, civil law notary, all actions, required by law and the articles of association of the Merging Companies, for the realization of the merger have been taken. Therefore, the merger has been realized. The merger will come into effect as of the day after the day this deed has been executed, therefore on the ninth day of August two thousand fifteen (**Merger Effective Date**).

CHAPTER IV. GRANTING OF SHARES BY THE ACQUIRING COMPANY

In accordance with the exchange rate described in the cross-border merger proposal, as of the Merger Effective Date seven hundred forty-four million nine hundred seventy-six thousand four hundred twenty-five (744,976,425) common shares A, with a nominal value of one eurocent (EUR 0.01) each, and two hundred forty-eight million three hundred twenty-five thousand four hundred seventy-five (248,325,475) common

shares B, with a nominal value of twenty-five eurocent (EUR 0.25) each, will be granted to the shareholders of the Company Ceasing to Exist by the Acquiring Company, being the grant of three (3) common shares A and one (1) common share B in the capital of the Acquiring Company for each issued and outstanding share in the capital of the Company Ceasing to Exist. Auren Audit & Assurance Amsterdam B.V., auditors in Amsterdam, the Netherlands, has issued statements as set forth in Section 2:328 of the Dutch Civil Code, copies of which are attached to the cross-border merger proposal and the explanatory notes thereto.

CHAPTER V. LEGAL CONSEQUENCES OF THE MERGER

The parties stipulate the following concerning the consequences of the merger:

- (a) the Company Ceasing to Exist will legally cease to exist as a consequence of the merger as of the Merger Effective Date;
- (b) the Acquiring Company will legally obtain, effective as of the Merger Effective Date, all assets and liabilities of the Company Ceasing to Exist under a universal title of succession;
- (c) the shares in the capital of the Company Ceasing to Exist will cease to exist as of the Merger Effective Date; and
- (d) as of the first day of January two thousand fifteen the Acquiring Company will account for the financial data of the Company Ceasing to Exist in its own annual accounts. The last financial year of the Company Ceasing to Exist therefore ended on the thirty-first day of December two thousand fourteen.

ANNEXES

Attached to this deed shall be (certified) copies of:

- (a) the pre-merger certificate for the Company Ceasing to Exist, referred to in Chapter I sub (a);
- (b) the pre-merger certificate for the Acquiring Company, referred to in Chapter I sub (a);
- (c) the cross-border merger proposal from the Merging Companies, referred to in Chapter I sub (b);
- (d) the special board report to the cross-border merger proposal of the Company Ceasing to Exist, referred to in Chapter I sub (c);
- (e) the explanatory notes to the cross-border merger proposal of the Acquiring Company, referred to in Chapter I sub (c);
- (f) the notarial deed of the general meeting of shareholders of the Company Ceasing to Exist, referred to in Chapter I sub (d);
- (g) the notarial deed of proceeding of the general meeting of the Acquiring Company, referred to in Chapter I sub (d);
- (h) the statement of the board of directors of the Company Ceasing to Exist, referred to in Chapter II sub (b);
- (i) the statement of the management board of the Acquiring Company, referred to in Chapter II sub (b); and
- (j) the powers of attorney to the person appearing.

End

The person appearing is known to me, civil law notary.

This deed was executed in Amsterdam, the Netherlands, on the date stated in the first paragraph of this deed. The contents of the deed have been stated and clarified to the person appearing. The person appearing has declared not to wish the deed to be fully read out, to have noted the contents of the deed timely before its execution and to agree with the contents. After limited reading, this deed was signed first by the person appearing and thereafter by me, civil law notary.

(Was signed: M. van Es; G.M. Portier)

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Declarations at the bottom

The undersigned, Guido Marcel Portier, civil law notary officiating in Amsterdam, the Netherlands, declares that he established that the procedural requirements as referred to in Section 2:318 paragraph 1 of the Dutch Civil Code have been observed, that the relevant company bodies of Altice S.A., a public limited liability company (*société anonyme*) governed by Luxembourg law, having its registered office at 3, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register (*Registre de Commerce et des Sociétés*) under number B 183391 and of New Athena B.V., a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) under Dutch law, having its official seat in Amsterdam, the Netherlands, and its registered office address at Cattenbroekerdijk 4 B, 3446 HA Woerden, the Netherlands, registered with the Dutch trade register under number 63329743, have approved the same cross-border merger proposal and that, if applicable, employee participation arrangements referred to in Section 2:333k of the Dutch Civil Code have been made.

Signed at Amsterdam, the Netherlands, on 8 August 2015
(Was signed: G.M. Portier)

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