

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

NOTICE TO SHAREHOLDERS

The shareholders of the Company are invited to attend the

GENERAL MEETING

of Shareholders (the "**General Meeting**") on Wednesday 10 September 2014 at 3.00 P.M Central European Summer Time ("CEST") at Aerogolf Center - 1B, Heienhaff, L-1736 Senningerberg/Luxembourg, Grand Duchy of Luxembourg to deliberate and vote on the following matters:

Agenda:

1. Appointment of Mr Jean-Luc Allavena born on June 29, 1963 in Monaco, residing in Monaco, as Independent director of the Company (as this term is defined in the articles of association of the Company), for a period commencing on the date of the General Meeting and ending on the date of the annual general meeting of the shareholders of the Company approving the accounts for the Company's financial year ending 31 December 2017.

The General Meeting will validly deliberate on all resolutions on the agenda regardless of the number of shareholders present and of the number of shares represented, and the resolutions relating to these agenda items will be adopted by a simple majority of the votes validly cast by shareholders present or represented and voting. Each share is entitled to one vote.

A copy of the documentation related to the General Meeting is available from the date of publication of this convening notice, at the Company's registered office and on the Company's website www.altice.net under *Investors Relations – Shareholders' meetings*.

1.1 Addition of agenda items or tabling of alternative resolutions

One or more shareholders holding together at least 5% of the Company share capital have the right to add new items to the agenda of the General Meeting and/or table draft resolutions for items in this respect. Any such request must be received by the Company before 6.00 p.m. CEST on 18 August 2014. The request must be made in writing and sent to the Company by e-mail (to compliance@altice.net) or postal mail (to General Counsel, Altice S.A., 3, boulevard Royal L-2449 Luxembourg) and must include the text of the new agenda item and/or a draft resolution, accompanied by a justification. The request must include the name of a contact person and a contact address (postal address and e-mail) of the requestor to enable the Company to confirm receipt within 48 hours, and proof must be provided (in the form of a confirmation issued by a financial intermediary) that the requestor was a shareholder of the Company on the Record Date (as defined below under item 1.3.).

The Company shall prepare a revised agenda including such additional items on or before the 25 August 2014.

1.2 Ability to ask questions ahead of the General Meeting

Shareholders have the right to ask questions related to items on the agenda of the General Meeting ahead of and during the meeting. The Company will on a best efforts basis provide responses to the questions during the question & answer session. The Company may provide one overall answer to questions having the same content. Where the relevant information is available on the website of the Company in a question and answer format, the Company shall be deemed to have answered the questions asked by referring to the website.

1.3 General Meeting - Attending in person or voting by proxy

Only shareholders who were recorded as holders of shares on the Record Date (as defined hereafter) are allowed to vote and participate in the General Meeting. The "Record Date" is defined as 28 August 2014 at midnight (00:00) CEST.

The Company's shares are divided into Ordinary Shares and Class B Shares (collectively the Shares). The Shares are directly or indirectly recorded in the Company's shareholders' register held in Luxembourg. The listing and paying agent for the Shares is ING Bank N.V (the "Agent"). There is no material difference between Ordinary Shares and Class B Shares and both types of shares give access to equal rights.

Any shareholder wishing to attend the General Meeting, whether in person or by proxy, must fulfil the conditions (set out below) for personal attendance at the General Meeting. Physical attendance by a shareholder at the General Meeting will constitute an immediate revocation of a proxy previously granted by such shareholder.

1. Conditions for personal attendance

(i) Holders of shares whose ownership is directly recorded

Shareholders who own Shares and whose ownership is directly recorded in their own name in the Company shareholders' register should announce their intention to attend and vote at the General Meeting by completing, signing, dating the participation form on request from the Company's website www.altice.net under Investors Relations – Shareholders' meetings, and sending it to:

Altice S.A

3, boulevard Royal

L-2449 Luxembourg

Tel.: + 352 47 38 85 20; Fax: +352 22 60 56

Email: compliance@altice.net

The participation form, proof of identity in the form of a valid, original identity card or valid original passport or, where the shareholder is a legal person, proof of authority of the signatory of the participation form to act as an authorized representative of such corporate entity must be received by the Company (by fax or by e-mail) no later than on 2 September 2014 by 00.00

CEST, followed by the original to be received by the Company at least one day before the date of the General Meeting.

(ii) Holders whose ownership is indirectly recorded (shares held through an intermediary of Euroclear Netherlands)

Holders of Shares on the Record Date whose ownership is indirectly recorded, through an intermediary of Euroclear Netherlands, in the Company's shareholders' register and who wish to attend and vote at the General Meeting in person must ask their financial intermediary (bank, broker or other financial institution or intermediary) where their shares are on deposit to submit a statement to the Agent who must receive it no later than 00.00 CEST on 28 August 2014. This statement must indicate the identity of the owner of the Shares, the number of shares registered in the name of the relevant shareholder on the Record Date. When the Agent has received this statement, an attendance card will be sent to the relevant shareholder (via the Intermediary).

Holders of the Shares who wish to attend the General Meeting 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 signatory of the participation form to act as an authorized representative of such corporate entity to the General Meeting. In order for the General Meeting to proceed in a timely and orderly manner, shareholders are requested to arrive on time. The doors will open at 2 PM CEST and the General Meeting will start promptly at 3 PM CEST.

2. Conditions for proxy voting or appointing a proxy

Holders of Shares on the Record Date who are unable to attend the General Meeting in person may grant a written proxy to any other natural or legal person who need not be a shareholder. In order to give voting instructions to any other natural or legal person, holders of Shares whose ownership is directly recorded must have obtained and delivered to the Company the completed, dated and signed proxy form by 5.00 P.M CEST on 2 September 2014.

The proxy forms may be sent by e-mail to: compliance@altice.net

Holders of Shares whose ownership is indirectly recorded must without prejudice to the above registration and attendance notification provisions, send in to their financial intermediary the completed, dated and signed proxy form. This financial intermediary will have to provide the Agent with the proxy form by 5.00 P.M CEST on 2 September 2014.

Proxy forms to grant a written proxy are available free of charge at the office of ING Bank N.V., Bijlmerplein 888, 1102MG Amsterdam, ph +31 20 5636900, e-mail iss.pas.hbk@ing.nl and can also be downloaded from the Company's website www.altice.net, under *Investors Relations – Shareholders' meetings*. The completed, signed and dated proxy form must be received by the Agent no later than 00.00 CEST on 2 September 2014.

The natural or legal person designated will vote in accordance with the instructions given by the shareholder in the proxy form. If no voting instructions are given in the proxy form, the natural or legal person designated shall be deemed to vote in favor of the resolutions proposed and supported by the Board of Directors. The proxy form may be obtained from the Agent. The proxy form can be downloaded from www.altice.net under *Investors Relations – Shareholders' meetings*

Holders of Shares who wish to revoke their proxy may do so by timely delivering a properly executed later-dated proxy to the Company no later than 5.00 PM CEST on 2 September 2014, or by attending and voting in person at the General Meeting.

Proxy holders will have to provide proof of their identify at the General Meeting by presenting a valid, original identity card or a valid, original passport and, where the person granting the proxy is a legal person, proof of authority of the signatory of the proxy to act as an authorized representative of such corporate entity.