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INFORMATION MEMORANDUM

dated 26 June 2015

REGARDING THE PROPOSED MERGER BETWEEN

ALTICE N.V. (as acquiring company)

and

ALTICE S.A. (as company ceasing to exist)

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1 Introduction

This information memorandum (the **Information Memorandum**) contains prospectus equivalent information as meant in section 5:3, paragraph 2 under c and section 5:4, paragraph d, of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*, the **Wft**) and is published in connection with the proposed cross-border merger between Altice N.V. as the acquiring company and Altice S.A. as the company ceasing to exist (the **Merger**).

Altice N.V. is currently registered as New Athena B.V., a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under Dutch law, having its official seat in Amsterdam, the Netherlands, registered with the Dutch trade register under number 63329743. New Athena B.V. will be converted into Altice N.V. pursuant to the Merger. In this Information Memorandum New Athena B.V. is referred to as **Altice N.V.**

Altice S.A. is a public limited liability company (*société anonyme*) governed by Luxembourg law, having its official seat in Luxembourg, Grand Duchy of Luxembourg, having its registered office at 3, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg register of commerce and companies under number B 183.391. In this Information Memorandum Altice S.A. is also referred to as the **Company**.

The share capital of Altice S.A. consists of ordinary shares and class B shares. At the date hereof Altice S.A. has only issued ordinary shares (**Shares**) and currently it is not foreseen that class B shares will be issued prior to the Merger Effective Date.

Altice S.A. has incorporated a wholly-owned subsidiary, Altice Luxembourg S.A., a public limited liability company (*société anonyme*) having its official seat in Luxembourg, Grand Duchy of Luxembourg, having its registered office at 3, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg register of commerce and companies under number B 197.134 (**New LuxCo**). It is envisaged that prior to the Merger Effective Date, Altice S.A. will transfer substantially all of its assets and liabilities to New LuxCo under a universal title of succession (the **Transfer**).

Reference is made to the merger proposal (the **Merger Proposal**) which was filed today with the competent trade registers in the Netherlands and Luxembourg and will be made publicly available at the corporate website of the respective companies (https://www.altice.net) and at their respective registered offices and in the Luxembourg official gazette, *Mémorial C, Recueil des Sociétés et Associations* (the **Memorial C**).

1.1 Merger Consideration

Pursuant to the Merger, shareholders of Altice S.A. (**Shareholders**) will acquire three (3) ordinary shares A, with a nominal value of €0.01 each (**Common Shares A**), and one (1) ordinary share B, with a nominal value of €0.25 (**Common Share B**), (together, the **Consideration Shares**) in exchange for each issued and outstanding share in the capital of Altice S.A. on the Merger Effective Date (the **Merger Consideration**).

The Common Shares A and the Common Shares B will be equally entitled to dividends. One Common Share B will carry 25 voting rights and one Common Share will carry one voting right.

The Shares are currently traded under the symbol “ATC” (ISIN LU1014539529) on the regulated market of Euronext Amsterdam N.V. (**Euronext Amsterdam**). Application will be made to list and admit all Consideration Shares to trading on Euronext Amsterdam (the **Listing**). It is expected that trading of the Consideration Shares on an ‘as if and when issued’ basis will commence on or about 10 August 2015. Delivery of the Consideration Shares (the **Settlement**) is expected to take place on or about 12 August 2015.

1.2 Approval of the resolution to effect the Merger

The general meeting of shareholders of Altice S.A. (the **General Meeting**) will have to approve the Merger on the basis of the Merger Proposal by a majority of at least two thirds of the votes cast in a meeting in which at least one half of the share capital of Altice S.A. is present or represented. Shareholders wishing to be represented at the General Meeting in respect of the Merger will be requested to make certifications as to compliance with applicable laws and regulations, as set forth in Section 1.3 (*Restrictions*) below.

The resolution of Altice N.V. to effect the Merger will be adopted by Stichting New Athena, the sole shareholder of Altice N.V., a foundation under Dutch law, having its official seat in Amsterdam, the Netherlands, registered with the Dutch trade register under number 63307723 (the **Foundation**).

The resolution to effect the Merger is not subject to any further approval of a company body of either Altice S.A. or Altice N.V. nor of any other third party.

Next Alt S.à r.l. (**Next**), the major Shareholder of Altice S.A., the board members holding Shares (the **Shareholding Board Members**) and certain other Shareholders have signed an irrevocable undertaking to vote in favour of the Merger (together, the **Committed Shareholders**). Their shareholdings represent approximately 64.6% of the issued and outstanding capital of Altice S.A.

1.3 Restrictions

The General Meeting will have to approve the Merger on the basis of the Merger Proposal by a majority of at least two thirds of the votes cast in a meeting in which at least one half of the share capital of Altice S.A. is present or represented. Nothing in this Information Memorandum constitutes a solicitation of votes for such General Meeting (the **Merger Approval General Meeting**).

Shareholders wishing to be represented at the Merger Approval General Meeting (i) are required to ensure that any such voting is compliant with the laws of their jurisdiction and that the solicitation of votes does not require any regulatory approval or registration in such jurisdiction, and (ii) will be required to certify as to such compliance and may be liable for any false certification. By being represented at the meeting, each Shareholder will be deemed to make such certification. U.S. Shareholders in particular are cautioned that neither the vote nor the resulting issuance of shares have been or will be registered under the U.S. Securities Act or any state securities laws and any representation to the contrary is a violation of law.

No offer or sale, within the meaning of the U.S. Securities Act, of the Consideration Shares has been or will be made in the United States. The Consideration Shares have not been, and will not be, registered under the U.S. Securities Act or any United States securities laws, or recommended by or approved by the U.S. Securities and Exchange Commission (the **SEC**) or any other securities commission or regulatory authority, nor has the SEC or any other securities commission or authority passed upon the accuracy or adequacy of this Information Memorandum. Any representation to the contrary is a criminal offence in the United States.

This Information Memorandum will be published in electronic form and made available on the Company's website at https://www.altice.net.

For a description of certain restrictions on the transfer of the Consideration Shares, see Section 4 (*Restrictions*).

2 Summary of prospectus equivalent information

Summaries are made up of disclosure requirements known as elements. The elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the elements required to be included in a summary for this type of security and issuer. Because some elements are not required to be addressed, there may be gaps in the numbering sequence of the elements.

Even though elements may be required to be inserted in the summary because of the type of security and issuer, it is possible that no relevant information can be given regarding the elements. In this case a short description of the elements is included in the summary with the mention of "not applicable".

Section A – Introduction and Warnings		
A.1	Introduction and warnings	This summary should be read as an introduction to the information equivalent to that of a prospectus included or incorporated by reference, in this Information Memorandum. Any decision to invest in shares in the capital of Altice N.V. (the **Common Shares**) following the Listing should be based on consideration of the Information Memorandum as a whole (including the documents incorporated by reference herein). Where a claim relating to the information contained in the prospectus equivalent information is brought before a court, the plaintiff investor might, under the national legislation of the Member States of the Economic European Area, have to bear the costs of translating the prospectus equivalent information before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled this summary including any translation thereof, but only if this summary is misleading, inaccurate or inconsistent in any material respect when read together with the other parts of the prospectus equivalent information (including the documents incorporated by reference herein) and in light of the circumstances under which the information is disclosed or if it does not provide, when read together with the other parts of the prospectus equivalent information (including the documents incorporated by reference herein) and in light of the circumstances under which the information is disclosed, material information in order to aid investors when considering whether to invest in Common Shares following the Listing.
A.2	Subsequent resale or final placement of securities by financial intermediaries	Not applicable
Section B – Altice N.V.		
B.1	Legal and commercial name	Altice N.V., a public company with limited liability (*naamloze vennootschap*).
B.2	Domicile, legal	Altice N.V. is a public company with limited liability (*naamloze*

	form, legislation and country of incorporation	*vennootschap*) incorporated under the laws of and domiciled in the Netherlands. Altice N.V. has its corporate seat in Amsterdam, the Netherlands.
B.3	Current operations and principal activities	Not applicable
B.4a	Significant recent trends affecting Altice N.V. and industries in which it operates	Not applicable
B.5	Description of Altice N.V.'s group and the position of Altice N.V. therein	The Foundation is the sole shareholder of Altice N.V. The Foundation is a special purpose vehicle which was incorporated at the initiative of Altice S.A. Upon the Merger Effective Date, the Foundation will be dissolved and liquidated.
B.6	Major Shareholders	Altice N.V. has issued one ordinary share with nominal value of €0.01 to the Foundation which will be redeemed upon the Merger Effective Date.
B.7	Selected key historical financial information	Not applicable
B.8	Pro Forma financial information	Not applicable
B.9	Profit forecast	Not applicable
B.10	Qualifications in the auditor's report	Not applicable
B.11	Working capital	Not applicable
Section C – Securities		
C.1	Type of security and security codes	The Consideration Shares are Common Shares A and Common Shares B in the capital of Altice N.V. Application shall be made to list the Consideration Shares on Euronext Amsterdam. The ISIN Codes will be published in a press release on the first trading day following the Merger Effective Date at the latest.
C.2	Currency	The Consideration Shares are denominated and will trade in euro.
C.3	Number of shares issued, nominal value per share	Following the Merger Effective Date, the authorised capital of Altice N.V. will amount to €345,962,639.50 consisting of four classes of shares, being the Common Shares A, the Common Shares B, the A Prefs and the B Prefs. The Common Shares A and the B Prefs will have a nominal value of €0.01 per share. The A Prefs will have a nominal value of €0.04 per share. The Common Shares B will have a

		nominal value of €0.25 per share.
C.4	Rights attached to the securities	The Common Shares A and the Common Shares B will be equally entitled to dividends. Each Common Share A will carry one (1) voting right and each Common Share B will carry 25 voting rights. The Common Shares B are, at the request of the holder of Common Shares B, convertible into Common Shares A in a 1:25 ratio. Upon conversion, Altice N.V. will repurchase 24 of the Common Shares A for nil (*om niet*). The shareholder converting Common Shares B into Common Shares A will accordingly receive one Common Share A for one Common Share B.
C.5	Restrictions on free transferability of the securities	There are no restrictions on the transferability of the Consideration Shares under the Articles of Association. For a description of certain restrictions on the transfer of the Consideration Shares pursuant to applicable law, see Section 4 (*Restrictions*).
C.6	Listing and admission to trading	Application shall be made to list the Consideration Shares on Euronext Amsterdam. Trading on an 'as if and when issued' basis in the Consideration Shares is expected to commence on the first trading day following the Merger Effective Date (i.e. 27 July 2015). The symbols will be published in a press release on the first trading day following the Merger Effective Date at the latest.
C.7	Dividend Policy	The Company has not paid any dividends since the IPO and does not expect to pay dividends for the financial year ending 31 December 2015. In future years, the Company intends to assess the relevance of paying dividends in light of its strategy to prioritise value-enhancing acquisitions. Within this framework, the Company will at times consider returning capital to Shareholders through ordinary and exceptional dividend as well as shares buy-back if deemed adequate on the basis of its review of the opportunity set for acquisitions. On 1 June 2015 the General Meeting authorised the Board to acquire Shares representing a maximum amount of €1,000,000,000 for a period of three years. It is intended that Altice N.V. will continue the share buy back programme, to the extent permitted under the Applicable Rules. Further details of the programme will be published in a press release on the first trading day following the Merger Effective Date at the latest.
Section D – Risks		
D.1	Risks relating to the Company's business and industry	● The Company's and certain of its subsidiaries' substantial leverage could adversely affect its and their respective business, financial condition and results of operations and prevent the Company and its subsidiaries' from fulfilling its and their respective obligations under each of their existing debt obligations or the ability to raise additional capital to fund its operations. The Company may not generate sufficient cash flow to fund its capital expenditures, ongoing operations and debt obligations, and may

		be subject to certain tax liabilities. • The agreements and instruments governing the Company's debt contain restrictions and limitations that could adversely affect its ability to operate the Company's business. • The debt obligations to which the Company is subject will each mature at different dates, and it may not be able to repay or refinance the indebtedness that mature at later dates on favourable terms, or at all. • The Company is exposed to interest rate risks. Shifts in such rates may adversely affect its debt service obligations. • Currency fluctuations and interest rate and other hedging risks could adversely affect the Company's earnings and cash flow. • Negative changes in the Company's credit rating and future ratings downgrades of sovereign debt (such as of Portugal) may have a material adverse effect on the Company's financial condition. • The Company face significant competition in each of the industries in which it operates and competitive pressures could have a material adverse effect on its business. • A weak economy and negative economic development in France, Israel, Belgium, the French Overseas Territories, Luxembourg, Portugal, Switzerland, the Dominican Republic and the United States may jeopardise the Company's growth targets, have a material adverse effect on its business, financial condition and results of operations and significantly increase the Company's cost of debt. • The political and military conditions in Israel may adversely affect the Company's financial condition and results of operations. • Terrorist attacks and threats, escalation of military activity in response to such attacks or acts of war may negatively affect the Company's cash flows, results of operations or financial condition. • Société Française Du Radiotéléphone—SFR S.A.'s (**SFR**) and PT Portugal S.G.P.S., S.A.'s (**PT Portugal**) group revenues and EBITDA have decreased over the past years and this trend may continue. • The Company's growth prospects depend on a continued demand for cable based and mobile products and services and an increased demand for bundled and premium offerings. • The Company's business is capital intensive and its capital expenditures may not generate a positive return or it may be unable or unwilling to make additional capital expenditures. • The Company is subject to increasing operating costs and inflation

		risks which may adversely affect its earnings. • If the Company fails to successfully introduce new technologies or services, or to respond to technological developments, its business and level of revenue may be adversely affected and it may not be able to recover the cost of investments that it has made. • The deployment of fiber or VDSL2 networks by the Company's competitors may reduce, and ultimately eliminate, the speed and power gap between its cable network and the DSL networks of its main competitors. • The Company's business may be adversely affected by actual or perceived health risks and other environmental requirements relating to exposure to electromagnetic fields through telecommunications equipment. • If the Company cannot obtain or maintain favourable roaming or network sharing arrangements for its mobile services, its services may be less attractive or less profitable. • The Company relies on interconnecting telecommunications providers and could be adversely affected if these providers fail to provide these services without disruption and on a consistent basis. • Reduced interconnection rates have negatively affected PT Portugal's revenues for its Portuguese telecommunications businesses and will continue to do so in 2015. • The Company relies on third parties for access to and the operation of certain parts of its network. • If the Company is unable to obtain attractive programming on satisfactory terms for its pay television services, the demand for these services could be reduced, thereby lowering revenue and profitability. • An increase in the rate of the Company's annual royalty or other payments with respect to the Company's licenses could adversely affect its results of operations. • The Company depends on hardware, software and other providers of outsourced services, who may discontinue their services or products, seek to charge the Company prices that are not competitive or choose not to renew contracts with the Company. • Failure in the Company's technology or telecommunications systems could significantly disrupt its operations, which could reduce its customer base and result in lost revenue. • The Company's reputation and financial condition may be affected by product quality issues, in particular in connection with LaBox.

		• Customer churn, or the threat of customer churn, may adversely affect the Company's business. • Acquisitions and other strategic transactions present many risks including the risk that the Company may not be able to integrate newly acquired operations into its business, which may prevent it from realising the strategic and financial goals contemplated at the time of any such transaction and thus adversely affect the Company's business. • The Company may be unable to allocate sufficient managerial and operational resources to meet its needs as its business grows, and the Company's current operational and financial systems and managerial controls and procedures may become inadequate. • Pressure on customer service could adversely affect the Company's business. • Revenue from certain of the Company's services is declining, and it may be unable to offset this decline. • Disruptions in the credit and equity markets could increase the risk of default by the counterparties to the Company's financial instruments, undrawn debt facilities and cash investments and may impact the Company's future financial position. • The Company's brands are subject to reputational risks. • The Company's business may suffer if it cannot continue to license or enforce the intellectual property rights on which the Company's business depends. • The Company has been, and may be in the future, subject to claims of intellectual property infringement, which could have an adverse impact on the Company's business or operating results. • The operation of the Company's conditional access systems is dependent on licensed technology and subject to illegal piracy risks. • The Company collects and processes subscriber data as part of its daily business and the leakage of such data may violate laws and regulations which could result in fines, loss of reputation and subscriber churn and adversely affect its business. • The Company is exposed to, and currently engaged in, a variety of legal proceedings, including several existing and potential class action lawsuits in Israel and antitrust proceedings in Portugal. • There are uncertainties about the legal framework under which the Company owns and operates its network in France, Belgium and Luxembourg. • Unfunded post-retirement benefits obligations may put PT

		Portugal at a disadvantage to its competitors and could adversely affect the Company's financial performance. • PT Portugal and MEO—Serviços de Comunicações e Multimédia, S.A., have significant post-retirement benefit and healthcare obligations the payment of which may have an adverse effect on its business and, therefore, the ability of the Company to make payments of principal and interest relating to its existing debt obligations. • The Company is exposed to local business risks in many different countries. • The liquidity and value of the Company's interests in certain of its subsidiaries and its ability to take certain corporate actions may be adversely affected by shareholder agreements and other similar agreements to which the Company is a party. • Anticipated synergies from acquisitions, in particular from the acquisition of Tricom S.A. and Orange Dominicana S.A., may not materialise. • The Company may not be successful in establishing a new brand identity for the products and services marketed by Orange Dominicana S.A. • The Company is subject to significant government regulation and supervision, which could require it to make additional expenditures or limit its revenues and otherwise adversely affect the Company's business, and further regulatory changes could also adversely affect its business. • The European Commission's review of roaming charges may continue to lead to a reduction in revenues from mobile services • The European Commission's proposed "Connected Continent" legislation could adversely affect the Company's businesses in the European Union. • Burdensome regulation in an open market may put PT Portugal at a disadvantage to its competitors and could adversely affect its business. • PT Portugal's obligations as a universal service provider in Portugal could adversely affect its results of operations and profitability. • The Company can only operate its business for as long as it has licenses from the relevant authorities in the jurisdictions in which it operates. • Orange Dominicana S.A.'s activities may be affected by Indotel's decisions regarding the granting, amendment or renewal of frequency licenses.

		• The Company does not have complete control over the programming that it provides or over some of the prices that it charges, which exposes it to third party risks and may adversely affect the Company's business and results of operations. • The Company may incur significant costs to comply with city planning laws. • The Company has had difficulties obtaining some of the building and environmental permits required for the erection and operation of its mobile network sites in Israel, and some building permits have not been applied for or may not be fully complied with. These difficulties could have an adverse effect on the coverage, quality and capacity of the Company's mobile network. Operating mobile network sites without building or other required permits, or in a manner that deviates from the applicable permit, may result in criminal or civil liability to the Company or to its officers and directors. • The Company may be required to indemnify certain local planning and building committees in Israel with respect to claims against them. • Adverse decisions of tax authorities or changes in tax treaties, laws, rules or interpretations could have a material adverse effect on the Company's results of operations and cash flow. • French tax law may limit the Company's capacity to deduct interest for tax purposes, which could lead to a reduction in the Altice France Group's net cash flows. • The Company's future results, French tax law, tax audits and other factors may limit its capacity to use its tax losses, and thus reduce the Altice France Group's net cash flows. • Portugal Telecom S.G.P.S, S.A., the former parent of PT Portugal's group, is subject to an ongoing investigation by the Central Department of Penal Investigation and Action relating to purchase of commercial paper issued by Rio Forte Investments S.A. • The loss of certain key executives and personnel or a failure to sustain a good working relationship with employee representatives, including workers' unions, could harm the Company's business. • The interest of the Company's controlling Shareholder may be inconsistent with the interests of the Company's other Shareholders. • Next, the controlling Shareholder has the benefit of a Warrant which is not available to other Shareholders. • Anticipated synergies from the acquisition of SFR may not

		materialise. • The integration of SFR into the Altice France Group could result in operating difficulties and other adverse consequences. • SFR's ability to operate its business effectively may suffer if the Company does not, quickly and cost effectively, establish the necessary support functions, as well as a service platform, to support SFR's business following the acquisition of SFR in 2014. • The French competition authority Authorité de la concurrence has announced that it has opened proceedings to review the implementation of the conditions under which the acquisition of SFR was cleared. • SFR is subject to strong competitive pressures. • The entry of new operators in the telecommunications market may affect SFR's position. • SFR might not be able to anticipate, identify and offer products and services that are differentiated in the market. • SFR is exposed to the risk of disturbances in telecommunications networks and/or information systems. • SFR's business is dependent on its ability to maintain the quality of the products and services it provides. • SFR operates in a capital intensive business. • SFR's relations with its employees could be affected by changes in the competitive landscape. • SFR is dependent on its providers and suppliers for certain key functions, products and services. • SFR is dependent on its contracts with MVNOs. • SFR might not be able to obtain, maintain or renew the licenses and permits needed to carry out its activities. • The activities of Altice S.A. may be affected by ARCEP's decision regarding the granting, amendment or renewal of frequency licenses. • The legal status of SFR's network is complex and the network is primarily governed by public law, which could affect the stability of the rights of SFR. • SFR's business depends in part on its ability to set up and maintain partnerships with other participants in the telecommunications sector. • SFR is dependent on its intellectual property rights, which may not

		be adequately protected. • SFR uses so-called "freeware" in connection with its business. • SFR faces risks associated with its distribution network. • SFR is involved in legal or administrative actions and litigation with regulators, competitors or other parties. • Prolonged weakness of, or a deterioration in, macroeconomic conditions in France could weigh on SFR's and Numericable Group's business, financial condition and results of operations. • The introduction of a class action lawsuit in the French legal system open to consumer advocacy groups could increase the Altice Group's exposure to significant legal disputes. • The Altice France Group is subject to data confidentiality and security obligations pursuant to French laws and regulations. • SFR's and Numericable Group's reputation and business could be materially harmed as a result of, and SFR and Numericable Group could be held liable, including criminally liable, for, data loss, data theft, unauthorised access or successful hacking. • Failure by each of SFR and the Numericable Group to protect its image, reputation and brand could materially affect their businesses. • Pressure on customer service could adversely affect SFR's and Numericable Group's respective businesses. • Anticipated synergies from the acquisition of PT Portugal (the **PT Portugal Acquisition**) may not materialise. • The integration of PT Portugal's group into the Altice Group could result in operating difficulties and other adverse consequences. • The Cequel Acquisition is subject to significant uncertainties and risks. • Anticipated synergies from the Cequel Acquisition may not materialise. • The integration of Cequel Corporation into the Altice Group could result in operating difficulties and other adverse consequences. • The Altice Group cannot assure that until consummation of the Cequel Acquisition, Cequel Corporation's business will be operated in the same way that the Altice Group would operate it.
D.3	Risks relating to the securities	• The Consideration Shares issued to Shareholders pursuant to the Merger will carry different rights and preferences than the Shares. • The Common Shares A are expected to become more liquid than the Common Shares B and accordingly may trade at a higher

		price than the Common Shares B over time. There may also be some loss of demand as only the most liquid class of Common Shares will be included in the index which may negatively affect the aggregate value of the Consideration Shares. • If the Merger is not completed, the business and share price of the Company could be negatively impacted. • Execution risk could cause the market price of the Shares to decline. • Whether or not the Merger is completed, the announcement and prospect of the successful completion of the Merger could cause disruptions in the businesses of the Altice Group. • The Company will incur transaction, integration and restructuring costs in connection with the Restructuring. • Prior to the Merger Effective Date, the Company, any other member of the Altice Group and/or Altice N.V. may announce material acquisitions for which purpose Altice N.V. will issue Common Shares A, subject to Listing. • The interests of Next as controlling Shareholder of Altice N.V. may be inconsistent with the interest of Altice N.V. and Altice N.V.'s other shareholders.
Section E – Merger		
E.1	Net proceeds, estimated expenses	There are no net proceeds. The estimated expenses incurred by the Company in connection with the Restructuring amount to approximately €1.2 million.
E.2a	Reasons for the Restructuring and use of proceeds	The Altice Group is focussed on becoming a global leader and acquisitions continue to be a critical part of its strategy to drive consolidation and increase scale. The Restructuring will provide the Altice Group with greater flexibility for financing and corporate transactions. See Section 7.4 (*Rationale for the Merger*).
E.3	Terms and conditions of the Merger	Pursuant to the Merger, Shareholders will acquire three (3) Common Shares A and one (1) Common Share B in exchange for each issued and outstanding share in the capital of the Company on the Merger Effective Date. Shareholders, other than Next and the Shareholding Board Members, may elect to receive four (4) Common Shares A instead of the Merger Consideration (the **Ordinary Consideration**). Shareholders who elect the Ordinary Consideration will swap the Common Shares B to which they are entitled for the same number of Common Shares A to which Next is entitled. Reference is further made to the Merger Proposal.
E.4	Interests material to the Merger	Altice N.V. has been incorporated by the Foundation. The Foundation is the sole management board member of Altice N.V. The sole board

		member of the Foundation is Emilie Schmitz, a member of management of Altice, who has within the Altice Group been designated to fulfil this task due to her seniority and the fact that she is not eligible under any incentive plan of the Altice Group or may otherwise be subject to a (potential) conflict of interest in performing her duties as sole board member of the Foundation. Emilie Schmitz is also a board member of Next.
E.5	Lock-up arrangements	Not applicable.
E.6	Dilution	The Merger will not result in a dilution.
E.7	Estimated expense charged to the investor by Altice N.V.	No costs will be charged by Altice N.V. or the Altice Group to the Shareholders.

3 Risk factors

3.1 Risks relating to the Merger

The Consideration Shares issued to Shareholders pursuant to the Merger will carry different rights and preferences than the Shares.

Upon the Merger Effective Date, Shareholders will receive Consideration Shares with rights and preferences that are different from the rights and preferences of the Shares. The rights and preferences of the Consideration Shares are governed by the Articles of Association and Dutch law and will be different from the rights and preferences attributed to the Shares under the Company's Articles and under the laws of Luxembourg (see Section 9.5.11 (*Articles of Association and Board Regulations*)).

The Common Shares A are expected to become more liquid than the Common Shares B and accordingly may trade at a higher price than the Common Shares B over time. There may also be some loss of demand as only the most liquid class of Common Shares will be included in the index which may negatively affect the aggregate value of the Consideration Shares.

Following the Listing, Altice N.V. will in principle issue Common Shares A as consideration for acquisitions or to increase its resources. It is anticipated that this will increase the liquidity of the Common Shares A as compared to the liquidity of the Common Shares B, whereby, in time, the liquidity of the Common Shares B is expected to reduce significantly. Due to the anticipated diminished liquidity of the Common Shares B, the share price of the Common Shares B may in time be less than the share price of Common Shares A. However, this expectation may turn out to be incorrect.

Currently, the Shares are included in the AEX-Index. Following the Restructuring, only the most liquid class of Common Shares will be included in this index, which is expected to be the Common Shares A. This may result in some loss of 'index demand' which could potentially have a negative impact on the value (taken in the aggregate) of the Consideration Shares compared to the current value of the Shares.

If the Merger is not completed, the business and share price of the Company could be negatively impacted.

If the Merger is not completed, there may be various consequences, including that:

- the market prices of the Shares might decline to the extent that the current market prices reflect a market assumption that the Merger will be completed;
- the Company may experience negative reactions from the financial markets and from their respective customers and employees;
- the business and prospects of the Altice Group may be adversely impacted by the reduced possibilities to enter into new business combinations or make investments in other businesses;
- the Company will have paid certain costs relating to the Restructuring, such as significant fees and expenses relating to legal, accounting, financial adviser and printing fees, without realising any of the anticipated benefits of completing the Merger.

Please see Section 7.4 (*Rationale for the Merger*).

Execution risk could cause the market price of the Shares to decline.

The market price of the Shares may decline as a result of the Merger, among other reasons, if:

- the Altice Group does not achieve the expected benefits of the Restructuring as rapidly or to the extent anticipated by us, financial analysts or investors, or at all;
- Luxembourg tax loss carry forwards may be questioned as a result of the Merger; and
- former Shareholders sell a significant number of Consideration Shares after completion of the Merger.

If a significant portion of the Consideration Shares were to be sold within a short period after completion of the Merger, this could create selling pressure in the market or a perception that such selling pressure may develop, either of which may adversely affect the market for, and the market price of, the Consideration Shares.

Whether or not the Merger is completed, the announcement and prospect of the successful completion of the Merger could cause disruptions in the businesses of the Altice Group.

Whether or not the Merger is completed, the announcement and prospect of the successful completion of the Merger could cause disruptions in the business of the Altice Group. Altice S.A. has numerous strategic relationships and business alliances with other companies to deliver and market their products and services to customers. As a result of the Merger, some of these relationships may change in a manner adverse to the Altice S.A. business. Although since the announcement of the Merger, Altice S.A. has not experienced any material change in its customers' purchasing decisions and their strategic relationships and business alliances have not been negatively affected in a material way as a result of the announcement of the Merger, customers of Altice S.A., in response to the announcement of the Merger or due to any ongoing uncertainty about the Merger, may delay or defer purchasing decisions or elect to switch to other suppliers. Any delay, deferral or change in purchasing decisions by the customers of Altice S.A. could seriously harm its business. If Altice S.A. fails to manage these risks effectively, the business and financial results of Altice S.A. could be adversely affected and the market price of the Shares or the Consideration Shares may fall.

The Company will incur transaction, integration and restructuring costs in connection with the Restructuring.

The Company expects that it will incur significant, non-recurring costs in connection with consummating the Restructuring. The Company currently expects to incur non-recurring advisory, legal and other transaction costs directly associated with the Restructuring of approximately €1.2 million. Although the parties expect that the realisation of benefits related to the Restructuring may offset this transaction, integration and restructuring costs over time, no assurances can be made that this net benefit will be achieved in the near term, or at all.

Prior to the Merger Effective Date, the Company, any other member of the Altice Group and/or Altice N.V. may announce material acquisitions for which purpose Altice N.V. will issue Common Shares A, subject to Listing.

Making acquisitions and investing in other businesses is a critical part of the strategy of Altice to drive consolidation and increase scale. As part of its strategy Altice has in recent years successfully closed on average one or two acquisitions per year. Accordingly, Altice is constantly in talks with other parties on potential transactions and this may also be the case prior to the Merger Effective Date. It may very well be possible that shortly after launch of the Merger or at any time prior to the Merger Effective Date, Altice announces that it has

reached agreement on a material corporate transaction for which purpose Altice N.V. will issue Common Shares A as consideration under such transaction or for financing of such transaction subject to Listing.

Any such issuance of Common Shares A will lead to dilution of holders of Consideration Shares.

The interests of Next as controlling shareholder of Altice N.V. may be inconsistent with the interest of Altice N.V. and Altice N.V.'s other shareholders.

Next, which is controlled by Patrick Drahi, owns 58.5% of the voting interests in the Company. Next wishes to maintain its controlling interest in the Altice Group and will obtain an economic and voting interest of at least 58.5% in Altice N.V. following the Merger.

As controlling shareholder of Altice N.V., Next will be able to control and/or significantly influence matters requiring approval by the Altice N.V. General Meeting and may vote its Common Shares without taking into account Altice N.V.'s best interest or in a way which other shareholders do not agree. This may include (without limitation) the nomination and election of members of the Altice N.V. Board directors and the entering into transactions involving a potential change of control. The controlling shareholder may support strategies and directions that are in its best interest but which may differ from the interests of the Altice Group and other shareholders. In particular, the controlling shareholder may pursue additional acquisition or business opportunities that may compete with the business of the Altice Group and may use its voting power at the Altice N.V. General Meeting to vote on transactions in which it is a direct or indirect counterparty. However, Patrick Drahi has undertaken to, until such time as the voting rights of Next or any other entity controlled by Patrick Drahi on the Common Shares fall below 30%, present to Altice N.V. all new corporate opportunities in Altice N.V.'s industry that it believes are capable of execution and relating to a Relevant Opportunity.

Further, for so long as the controlling shareholder continues to hold more than 30% of the voting rights in Altice N.V., it may increase such shareholding without incurring any obligation under the Applicable Rules to make a takeover bid in respect of Altice N.V.

In addition, Next could sell a substantial number of its shareholding in Altice N.V. in the public market. Such sales, or the perception that such sales could occur, may materially and adversely affect the market price of the Common Shares. This may make it more difficult for shareholders of Altice N.V. to sell the their shares in Altice N.V. at a time and price that they deem appropriate, and could also impede Altice N.V.'s ability to issue equity securities in the future.

3.2 Risks relating to the business and industry of the Company

For risk factors relating to the Company's risks factors relating to the business, please see the risk factors in the January Shareholder Report (all references to page numbers of the January Shareholder Report herein are to the electronic pdf page numbers of such document), together with the following risk factor:

The activities of the Company may be affected by ARCEP's decision regarding the granting, amendment or renewal of frequency licenses.

ARCEP announced in late 2014 that it had plans to launch an auction for DTT spectrum in the second half of 2015 to allocate a frequency of 700 MHz for mobile broadband. The licence deal is expected to generate over €2.4 billion in revenue for the French government. There can be no assurance that the Company will be successful in being appointed to take part in the bidding process or in acquiring the spectrum. Furthermore, a successful bid may

strain the Company's financial resources. In the event that the Company successfully bids for the spectrum and decides to accept the terms on which it is offered to the Company, it would need to comply with the terms set by ARCEP at all times, which may put a financial strain on the business operations, as the Company may, for example, incur additional costs due to ARCEP for any delays in rolling out its services and may be further penalised for not meeting set deadlines. Moreover, any decisions by ARCEP regarding the granting, amendment or renewal of the frequency licenses, to the Company or to third parties, could materially and adversely affect Altice's business, financial condition and results of operations.

3.3 Risks relating to the Company's financial profile

For risk factors relating to the Company's financial profile, please see page 65 up to and including electronic page 69 of the January Shareholder Report (all references to page numbers of the January Shareholder Report herein are to the electronic pdf page numbers of such document), together with the following updated risk factors:

The Company's and certain of its subsidiaries' substantial leverage could adversely affect its and their respective business, financial condition and results of operations and prevent the Company and its subsidiaries from fulfilling its and their respective obligations under each of their existing debt obligations or the ability to raise additional capital to fund its operations.

The Company and certain of its subsidiaries has significant outstanding debt and debt service requirements and may incur additional debt in the future. As of 31 March 2015, (i) the Altice International Group had total third party debt (excluding other long term and short term liabilities, other than finance leases) of €7,631 million on a consolidated basis, (ii) the Altice France Group had total third party debt (excluding other long term and short term liabilities, other than finance leases) of €11,821 million and (iii) the Company had total third party debt of €6,231 million. In addition, the Company will be able to draw €200 million in total under the 2014 Altice S.A. Revolving Credit Facility, the Altice France Group will be able to draw €1,125 million under the Numericable Group Revolving Credit Facilities Agreement (of which €1,080 million has been drawn) and the Altice International Group will also have the ability to draw up to $80 million under the 2012 Altice Financing Revolving Credit Facility up to €80 million under the 2013 Altice Financing Revolving Credit Facility (all of which has been drawn as of the date hereof), up to €330 million under the New Altice International Super Senior Revolving Credit Facility (of which €330 million was drawn to complete the acquisition of PT Portugal), up to €501 million under the New Altice International Pari Passu Revolving Credit Facility (of which €26 million was drawn to complete the acquisition of PT Portugal). For a description of such changes to the Altice Group's financial profile and its third party indebtedness, please see "Description of Indebtedness" of the January Shareholder Report, on page 571 up to and including page 613.

Although the Altice International Group and the Altice France Group are both controlled by the Company, the Altice International Group is currently financed on a standalone basis and constitute a separate financing group from the Altice France Group. Each of these financing groups are subject to covenants that restrict the use of their respective cash flows outside their respective restricted group (including between the Altice International Group and the Altice France Group and between the Company and either of the two groups). Consequently, cash flows from operations of the Altice International Group may not be able to be applied to meet the obligations of the Altice France Group or the obligations of the Company and other members of the Altice Group and cash flows from operations of the Altice France Group may not be able to be applied to meet the obligations of the Altice International Group, the Company and other members of the Altice Group.

The Company's and its subsidiaries' significant level of debt could have important consequences, including, but not limited to, the following:

(i) making it more difficult for the Company and the relevant subsidiaries to satisfy their respective obligations under existing debt obligations;

(ii) requiring that a substantial portion of their cash flows from operations be dedicated to servicing debt, thereby reducing the funds available to it to finance their respective operations, capital expenditures, research and development and other business activities, including maintaining the quality of and upgrading our network;

(iii) impeding the Company's and its subsidiaries' ability to obtain additional debt or equity financing, including financing for capital expenditures, and increasing the cost of any such funding, particularly due to the financial and other restrictive covenants contained in the agreements governing their respective debt;

(iv) impeding the Company's and its subsidiaries' ability to compete with other providers of pay television, broadband Internet services, fixed-line telephony services, mobile services and B2B services in the regions in which the Company and its subsidiaries operate;

(v) restricting the Company and its subsidiaries from exploiting business opportunities or making acquisitions or investments;

(vi) increasing the Company's and its subsidiaries' vulnerability to, and reducing flexibility to respond to, adverse general economic or industry conditions;

(vii) limiting the Company's and its subsidiaries' flexibility in planning for, or reacting to, changes in its business and the competitive and economic environment in which it operates; and

(viii) adversely affecting public perception of the Company, its subsidiaries its and their respective brands.

Any of these or other consequences or events could have a material adverse effect on the Company's and its subsidiaries' ability to satisfy existing debt obligations.

The terms of the agreements and instruments governing the Company's and its subsidiaries' debt restrict, but do not prohibit, the Company or its subsidiaries from incurring additional debt. The Company and its subsidiaries may refinance their debt, and may increase their consolidated debt for various business reasons which might include, among other things, financing acquisitions, funding the prepayment premiums, if any, on debt the Company refinances, funding distributions to its Shareholders or general corporate purposes. If new debt is added to the Company's consolidated debt described above, the related risks that it now faces will intensify.

The debt obligations to which the Company is subject will each mature at different dates, and the Company may not be able to repay or refinance the indebtedness that mature at later dates on favourable terms, or at all.

As of 31 March 2015, the Altice Group had €25,683 million of debt outstanding and the obligations thereunder mature at different dates.

The Company's ability to refinance its indebtedness, on favourable terms, or at all, will depend in part on its financial condition at the time of any contemplated refinancing. Any refinancing of the Company's indebtedness could be at higher interest rates than its current debt and it may be required to comply with more onerous financial and other covenants,

which could further restrict the Company's business operations and may have a material adverse effect on its business, financial condition, results of operations and prospects and the value of the Company's outstanding debt securities. The Company cannot assure you that it will be able to refinance its indebtedness as it comes due on commercially acceptable terms or at all and, in connection with the refinancing of its debt or otherwise, the Company may seek additional refinancing, dispose of certain assets, reduce or delay capital investments, or seek to raise additional capital.

The Company is exposed to interest rate risks. Shifts in such rates may adversely affect its debt service obligations.

As of 31 March 2015, the Company and its subsidiaries would have had €5,691 million of floating rate debt. In addition, any amounts the Company or its subsidiaries borrow under its revolving credit facility agreements, the New Altice International Revolving Credit Facilities or the 2013 Guarantee Facility bear or will bear interest at a floating rate. Further, as of 31 March 2015, the Company had an amount equivalent to €144.6 million outstanding under Series A of the HOT Telecommunication Systems Ltd. (**HOT**) unsecured notes which is linked to the consumer price index in Israel. An increase in the interest rates on the Company's or its subsidiaries' debt will reduce the funds available to repay its and its subsidiaries debt and to finance its operations, capital expenditures and future business opportunities. Although the Company and certain of its subsidiaries enter into various derivative transactions to manage exposure to movements in interest rates, there can be no assurance that the Company and its subsidiaries will be able to continue to do so at a reasonable cost.

3.4 Risks relating to the Company's business, technology and competition

For risk factors relating to the Company's business, technology and competition, please see page 69 up to and including page 98 of the January Shareholder Report.

3.5 Risks relating to the Integration of Tricom S.A. and Orange Dominicana S.A. into the Company's business

For risk factors relating to the integration of Tricom S.A. and Orange Dominicana S.A., please see page 98 up to and including page 100 of the January Shareholder Report.

3.6 Risks relating to legislative and regulatory matters

For risk factors relating to legislative and regulatory matters, please see page 100 up to and including page 112 of the January Shareholder Report.

3.7 Risks relating to the employees, management, controlling Shareholder and related parties

The loss of certain key executives and personnel or a failure to sustain a good working relationship with employee representatives, including workers' unions, could harm the Company's business.

Please see page 112 of the January Shareholder Report.

The interests of the controlling Shareholder may be inconsistent with the interest of the Company's other Shareholders.

The interests of the controlling Shareholder may be inconsistent with the interests of the Company's other Shareholders. The controlling Shareholder, Next, which is controlled by Patrick Drahi, owns 58.5% of the voting interests in the Company. The controlling Shareholder is able to control and/or significantly influence matters requiring approval by the

General Meeting and may vote its Shares in a way which other Shareholders do not agree. This may include (without limitation) the nomination and election of Directors and the entering into transactions involving a potential change of control. The controlling Shareholder may support strategies and directions that are in its best interest but which may differ from the interests of the Altice Group and other Shareholders. In particular, the controlling Shareholder may pursue additional acquisition or business opportunities that may compete with the business of the Altice Group and may use its voting power at General Meetings to vote on transactions in which it is a direct or indirect counterparty. However, Patrick Drahi has undertaken to, until such time as Next's shareholding or the shareholding of any other entity controlled by Patrick Drahi in the capital of the Company reaches or falls below 30% in aggregate of the share capital of the Company, to present all new corporate opportunities in the Company's industry that he believes are capable of execution and relating to a Relevant Opportunity.

Further, for so long as the controlling Shareholder continues to hold more than $33^{1/3}$% of the voting rights in the Company, it may increase such shareholding without incurring any obligation under the Luxembourg Takeover Law to make a general offer for all the Shares that it does not already own.

In addition, Next could sell a substantial number of its shareholding in the public market. Such sales, or the perception that such sales could occur, may materially and adversely affect the market price of the Shares. This may make it more difficult for Shareholders to sell the their Shares at a time and price that they deem appropriate, and could also impede the Company's ability to issue equity securities in the future.

The controlling Shareholder has the benefit of a Warrant which is not available to other Shareholders.

The Company has granted the controlling Shareholder a warrant that may be exercised in a number of circumstances including in the event any person acquires (whether individually or acting in concert with another) 20% or more of the Shares (the **Trigger Event**). For so long as the controlling Shareholder continues to hold 30% or more of the Shares, it may, upon the occurrence of a Trigger Event, exercise the warrant. Upon exercise, the controlling Shareholder will be issued Warrant Shares which could increase its holding of the issued share capital of the Company on a fully diluted basis to either 66.67% or 75% plus one Share and thereby significantly dilute the voting rights of all other Shareholders (but without significantly diluting the economic interest of other Shareholders). Therefore, notwithstanding that the controlling Shareholder's holding of Shares may decrease, it will continue to be able to control and/or significantly influence matters requiring the approval of the General Meeting and vote in a way which the other Shareholders do not agree. The instrument under which the warrant was issued will also adversely impact a third party's ability to effect a change of control of the Company through a takeover bid.

Altice N.V. will also issue a similar instrument to Next on similar conditions, following the Merger Effective Date. Please see Section 9.2.11 (*Issuance of A Prefs – The Warrant*).

3.8 Risks relating to the acquisition of SFR, SFR's business and the integration of SFR into the Company's business

For risk factors relating to the acquisition of SFR, SFR's business and the integration of SFR, please see page 113 up to and including page 114 of the January Shareholder Report.

3.9 Risks relating to SFR's industry and markets

For risk factors relating to SFR's Industry and Markets please see page 114 up to and including page 116 of the January Shareholder Report

3.10 Risks relating to SFR's business and operations

For risk factors relating to SFR's business and operations, please see page 116 up to and including page 119 of the January Shareholder Report.

3.11 Regulatory and legal risks of SFR

For risk factors relating to regulatory and legal risks of SFR, please see page 119 up to and including page 124 of the January Shareholder Report.

3.12 Risk relating to the acquisition of PT Portugal and the related transactions

Anticipated synergies from the PT Portugal Acquisition may not materialise.

Upon completion of the PT Portugal Acquisition, the Altice Group expects to achieve certain synergies relating to the operations of the PT Portugal Group as it will become part of the Altice Group. The Altice Group may not realise any or all of the anticipated synergies of the PT Portugal Acquisition that are currently anticipated. Among the synergies that are currently expected are operational synergies in the following areas: subcontractor rationalisation, increased buying power through combined procurement, reduction in international content costs (brought in line with the Altice Group's reduction in IT spending), subcontractor rationalisation, simplification of operating practice, and outsourcing of customer care. It is also expected that the Altice Group will realise capital expenditure savings through benefits of scale in procurement, adoption of best practices in Altice Group's capital expenditure planning and efficiency savings in network spread. The estimated synergies from the PT Portugal Acquisition are subject to a number of assumptions about the timing, execution and costs associated with realising the synergies. There can be no assurance that such assumptions turn out to be correct and, as a result, the amount of synergies that the Altice Group will actually realise over time may differ significantly from the ones that are currently estimated and the Altice Group may also incur significant costs in integrating the PT Portugal Group. The Altice Group may not be successful in integrating some or all of these businesses as currently anticipated which may have a material adverse effect on its business and operations.

The integration of the PT Portugal's group into the Altice Group could result in operating difficulties and other adverse consequences.

The consummation of the PT Portugal Acquisition and the integration of the PT Portugal Group as anticipated into the Altice Group may create unforeseen operating difficulties and expenditures and pose significant management, administrative and financial challenges to its business. These challenges include:

- integration of the PT Portugal Group into the current business of the Altice Group in a cost effective manner, including network infrastructure, management information and financial control systems, marketing, branding, customer service and product offerings;
- outstanding or unforeseen legal, regulatory, contractual, labour or other issues arising from the PT Portugal Acquisition;
- integration of different company and management cultures; and
- retention, hiring and training of key personnel.

In such circumstances, the failure to effectively integrate the PT Portugal Group into the Altice Group could have a material adverse effect on its financial condition and results of operations.

Moreover, the PT Portugal Acquisition has required, and will likely continue to require, substantial amounts of certain of Altice's management's time and focus, which could potentially affect their ability to operate the business. In addition, in connection with the approval of the PT Portugal Acquisition, the Altice Group has agreed to dispose of its pre-existing assets in Portugal, comprising Cabovisao and ONI. The Altice Group has not entered into any definitive agreement relating to such disposition and there can be no assurance that it will be able to enter into such disposition on favourable terms or in a timely manner.

3.13 Risks relating to the Cequel Acquisition

The Cequel Acquisition is subject to significant uncertainties and risks.

The consummation of the Cequel Acquisition is subject to the conditions set out in the Cequel Acquisition Agreement, including: (i) the absence of an order or law enjoining, restraining or making illegal the Cequel Acquisition; (ii) the expiry or termination of the applicable waiting period under the Hart Scott Rodino Antitrust Improvement Act; (iii) the approval of the Committee on Foreign Investment in the United States; and (iv) the obtaining of various governmental consents or approvals. There can be no assurance that such conditions will be met or approvals will be obtained in a timely manner if at all. The completion of the Cequel Acquisition may also be subject to litigation that if realised may result in a material adverse effect on, including delay in completion of, the Cequel Acquisition.

Anticipated synergies from the Cequel Acquisition may not materialise.

Upon completion of the Cequel Acquisition, the Altice Group expects to achieve certain synergies discussed elsewhere in this Information Memorandum relating to the operations of Cequel Corporation once it is part of the Altice Group. However, the Altice Group may not realise any or all of the anticipated synergies of the Cequel Acquisition that are currently anticipated, including if the Altice Group is unable to consummate the Cequel Acquisition. Among the synergies that the Altice Group currently expects are operational synergies in the following areas: subcontractor rationalisation, increased buying power through combined procurement, optimisation of customer care and field operations, renegotiation of price lists with suppliers, network maintenance savings, and optimisation of sales force and distribution channels and simplification of operating practices. The Altice Group's estimated synergies from the Cequel Acquisition are subject to a number of assumptions about the timing, execution and costs associated with realising the synergies. There can be no assurance that such assumptions are correct and, as a result, the amount of synergies that the Altice Group will actually realise over time may differ significantly from the ones that are currently estimated. The Altice Group may not be successful in integrating Cequel Corporation's business into the Altice Group as currently anticipated which may have a material adverse effect on its business and operations.

The integration of Cequel Corporation into the Altice Group could result in operating difficulties and other adverse consequences.

The consummation of the Cequel Acquisition and the integration of Cequel Corporation as anticipated into the Altice Group may create unforeseen operating difficulties and expenditures and pose significant management, administrative and financial challenges to the business of the Altice Group. These challenges include:

(i) integration of Cequel Corporation into the Altice Group's current structure in a cost effective manner, including management information and financial control systems, marketing, branding, customer service and product offerings;

(ii) outstanding or unforeseen legal, regulatory, contractual, labor or other issues arising from the Cequel Acquisition;

(iii) integration of different company and management cultures; and

(iv) retention, hiring and training of key personnel.

In such circumstances, the failure to effectively integrate Cequel Corporation into the Altice Group could have a material adverse effect on its financial condition and results of operations.

Moreover, the Cequel Acquisition has required, and will likely continue to require, substantial amounts of certain of management's time and focus, which could potentially affect their ability to operate the business.

The Altice Group cannot assure that until consummation of the Cequel Acquisition, Cequel Corporation's business will be operated in the same way that the Altice Group would operate it.

The Altice Group does not currently own Cequel Corporation and its subsidiaries. The Altice Group will not acquire the Cequel Corporation until completion of the Cequel Acquisition and the Altice Group cannot assure that during the interim period, Cequel Corporation's business will be operated in the same way that the Altice Group would operate it.

4 Restrictions

4.1 Approval of the Merger by Shareholders of Altice S.A.

Nothing in this Information Memorandum constitutes a solicitation of votes for the Merger Approval General Meeting. Shareholders wishing to vote at the Merger Approval General Meeting (i) are required to ensure that any such voting is compliant with the laws of their jurisdiction and that the solicitation of votes does not require any regulatory approval or registration in such jurisdiction, and (ii) will be required to certify as to such compliance and may be liable for any false certification. U.S. Shareholders in particular are cautioned that neither the vote nor the resulting issuance of shares have been or will be registered under the U.S. Securities Act or any state securities laws and any representation to the contrary is a violation of law. No regulatory approval or registration of the vote or the resulting issuance of shares has been sought or will be sought in any jurisdiction.

4.2 Restrictions in connection with the delivery of Consideration Shares and the sale of such shares, in the United States and elsewhere

No offer or sale of the Consideration Shares has been or will be made in the United States or in any other jurisdiction where it is or may be unlawful to do so. The Consideration Shares have not been, and will not be, registered under the U.S. Securities Act or any United States securities laws, or recommended by or approved by the SEC or any other securities commission or regulatory authority, nor has the SEC or any other securities commission or authority passed upon the accuracy or adequacy of this Information Memorandum. Any representation to the contrary is a criminal offence in the United States.

Each Shareholder within the United States, by accepting delivery of Consideration Shares, will be deemed to have represented, agreed and acknowledged that:

(A) It has not been solicited to vote at the Merger Approval General Meeting.

(B) No offer or sale of the Consideration Shares has been made to it in the United States, in connection with the Merger Approval General Meeting or otherwise.

(C) The Shareholder understands and acknowledges that the Consideration Shares have not been, nor will they be, registered under the U.S. Securities Act and that the Consideration Shares may not be offered or sold, directly or indirectly, in the United States, other than in accordance with paragraph D below.

(D) The Shareholder understands and agrees that if in the future it or any such other Shareholder for which it is acting, or any other fiduciary or agent representing such investor decides to offer, sell, deliver, hypothecate or otherwise transfer any Consideration Shares, it or any such other Shareholder and any such fiduciary or agent will do so only (i) pursuant to an effective registration statement under the U.S. Securities Act, (ii) to a "qualified institutional buyer" (**QIB**) as defined in Rule 144A (**Rule 144A**) under the U.S. Securities Act in a transaction meeting the requirements of Rule 144A, (iii) outside the United States in an "offshore transaction" pursuant to Rule 903 or Rule 904 of Regulation S (and not in a pre-arranged transaction resulting in the resale of such Consideration Shares into the United States) or (iv) in accordance with Rule 144 under the U.S. Securities Act and, in each case, in accordance with any applicable securities laws of any state or territory of the United States and of any other jurisdiction.

(E) The Shareholder understands that no representation can be made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for the resale of the Consideration Shares.

(F) The Shareholder understands that for so long as the Consideration Shares are "restricted securities" within the meaning of the U.S. federal securities laws, no such shares may be deposited into any American depositary receipt facility established or maintained by a depositary bank, other than a restricted depositary receipt facility, and that such shares will not settle or trade through the facilities of DTCC or any other U.S. clearing system.

(G) The Shareholder acknowledges that neither Altice N.V. nor the Company, nor any their respective representatives have made any representations to it with respect to Altice N.V., the Company or the Merger other than as set forth in this Information Memorandum. The Shareholder also acknowledges that it has made its own assessment regarding the U.S. tax consequences of the Merger. The Shareholder has held and will hold any materials, including this Information Memorandum, it receives directly or indirectly from Altice N.V. in confidence, and it understands that any such information received by it is solely for it and not to be redistributed or duplicated by it.

(H) The Shareholder understands that these representations and undertakings are required in connection with the securities laws of the United States and that Altice N.V., the Company and their affiliates will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements. The Shareholder irrevocably authorises Altice N.V. to produce this Information Memorandum to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered herein.

(I) The Shareholder undertakes promptly to notify Altice N.V. if, at any time prior to the completion of the Merger any of the foregoing ceases to be true.

(J) The Shareholder agrees that it will give to each person to whom it transfers the Consideration Shares notice of any restrictions on the transfer of the Consideration Shares.

Each Shareholder outside the United States will, by accepting delivery of the Consideration Shares, be deemed to have represented and agreed that:

(A) The Shareholder acknowledges that the Consideration Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority of any state of the United States, and are subject to significant restrictions on transfer;

(B) The Shareholder is not a U.S. Person (as defined under Regulation S) and is acquiring the Consideration Shares in an offshore transaction pursuant to Regulation S and has not participated in the Merger for the benefit of any person in the United States or entered into any arrangement for the transfer of the Consideration Shares to any person in the United States;

(C) The Shareholder is aware of the restrictions on the Consideration Shares and it will not offer, sell, pledge or transfer any Consideration Shares, except in accordance with the

U.S. Securities Act and any applicable laws of any state of the United States and any other jurisdiction, in transactions exempt from registration under the Securities Act;

(D) The Consideration Shares have not been offered to it by means of any "directed selling efforts" as defined in Regulation S; and

(E) Altice N.V. and its affiliates and others will rely on the truth and accuracy of the foregoing acknowledgements, representations and agreements and the purchaser agrees that, if any of its acknowledgments, representations or agreements herein cease to be accurate and complete, they will notify Altice N.V. promptly in writing. If the Shareholder is taking delivery of the Consideration Shares on behalf of one or more accounts, it is acting as duly authorised fiduciary or agent with sole investment discretion with respect to each such account and with full authority to make the acknowledgments, representations and agreements herein with respect to each such account (in which case it hereby makes such acknowledgements, representations and agreements on behalf of such accounts as well).

In addition, each Shareholder acknowledges that it understands that the Consideration Shares (to the extent they are in certificated form), unless otherwise determined by Altice N.V. in accordance with applicable law, will bear a legend substantially to the following effect:

THE SHARES REPRESENTED HEREBY HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE U.S. SECURITIES ACT) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON THAT THE SELLER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVE IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT ACQUIRING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER, (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE) OR (4) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE U.S. SECURITIES ACT FOR RESALES OF THE SHARES. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE SHARES REPRESENTED HEREBY MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN RESPECT OF THE SHARES ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK. EACH SHAREHOLDER, BY ITS ACCEPTANCE OF SHARES, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS.

5 Important information

5.1 Responsibility

The Company is exclusively responsible for the accuracy and completeness of the information provided in this Information Memorandum

The Company confirms that to the best of its knowledge and belief, having taken all reasonable care to ensure that such is the case, the information contained in this Information Memorandum (including the documents incorporated herein by reference) is in accordance with the facts and contains no omission likely to affect its import.

The information included in Section 11 (*Selected Financial Information of the Company*) has been extracted by the Company from its historical consolidated financial information. The Company confirms that this information has been accurately reproduced, no facts have been omitted which would render the reproduced information inaccurate or misleading.

5.2 Presentation of financial information and other information

The selected financial information of the Company incorporated by reference in Section 11 (*Selected Financial Information of the Company*) is that of the Company and its consolidated subsidiaries and is extracted from (i) the Company's unaudited condensed consolidated financial statements as of and for the three months ended 31 March 2014 and 2015 on which a review report was issued by Deloitte Audit S.à r.l. (**Deloitte**), and (ii) the Company's audited consolidated financial statements as of and for the Financial Year 2014, the Financial Year 2013 and the Financial Year 2012, respectively, which have each been audited by Deloitte.

Deloitte, having its registered office at 560, rue de Neudorf, L-2220 Luxembourg, registered with the Luxembourg register of commerce and companies under number B 67.895, is member of the Institut des Réviseurs d'Entreprises Luxembourg (the Luxembourg Institute of Registered Auditors).

The consolidated financial statements in (i) and (ii) above from which the selected financial information has been derived were prepared in accordance with IFRS.

The January Shareholder Report contains measures and ratios, including EBITDA, Adjusted EBITDA, Pro Forma Adjusted EBITDA (including synergies), Operating Free Cash Flow and cash flow conversion, that are not required by, or presented in accordance with, IFRS or any other generally accepted accounting standards; reference is made to pages 39 up to and including page 52 of the January Shareholder Report.

The Selected Financial Information should be read in conjunction with (x) the unaudited condensed consolidated financial statements of the Company for the First Quarter 2015, (y) the audited consolidated financial statements of the Company as of and for the Financial Year 2014, the Financial Year 2013 and the Financial Year 2012, respectively, including the notes to each of such financial statements, incorporated by reference in this Information Memorandum.

Certain numerical figures set out in this Information Memorandum, including financial data presented in thousands, have been subject to rounding adjustments and, as a result, the totals of the data in this Information Memorandum may vary slightly from the actual arithmetic totals of such information.

The information included in this Information Memorandum reflects the situation as at the date of this Information Memorandum unless specified otherwise. Neither the issue nor the distribution of this Information Memorandum shall under any circumstances imply that the

information contained herein is accurate and complete as of any time subsequent to the date of this Information Memorandum or that there has been no change in the information set out in this Information Memorandum or in the affairs of Altice N.V. or the Altice Group since the date of this Information Memorandum. The foregoing does not affect the obligation of the Company to make a public announcement pursuant to section 5:25i Wft.

No person, other than Altice N.V. and the Company and without prejudice to the auditor's reports issued by Deloitte included in the Information Memorandum, is authorised in connection with the Merger to provide any information or to make any statements on behalf of Altice N.V. or the Company in connection with the Merger or any information contained in this Information Memorandum.

If any such information or statement is provided or made by parties other than Altice N.V. or the Company, such information or statement should not be relied upon as having been provided by or made by or on behalf of Altice N.V. or the Company. Any information or representation not contained in this Information Memorandum or not incorporated by reference must not be relied upon as having been provided by or made by or on behalf of Altice N.V. or the Company.

5.3 Governing law and jurisdiction

This Information Memorandum will be governed by and construed in accordance with the laws of the Netherlands.

The District Court of Amsterdam (*Rechtbank Amsterdam*) and its appellate courts shall have exclusive jurisdiction to settle any disputes which might arise out of or in connection with this Information Memorandum and accordingly, any legal action or proceedings arising out of or in connection with this Information Memorandum may be brought exclusively in such courts.

5.4 Contact details of Altice N.V.

New Athena B.V.
Cattenbroekerdijk 4b
3446 HA Woerden
the Netherlands
Tel: +313 48 400 342
E-mail: Emilie.Schmitz@altice.net

5.5 Contact details of the Company

Altice S.A.
3, Boulevard Royal
L-2449 Luxembourg
Grand Duchy of Luxembourg
Tel: +352 27 858 901

Olivier Gernandt
Investor Relations Director
E-mail: olivier.gernandt@altice.net
Phone: +33 1 85 06 10 75

5.6 Availability of information

Digital copies of this Information Memorandum are available on the website of Altice S.A. and Altice N.V. (https://www.altice.net). Copies of this Information Memorandum are also

available free of charge at the offices of the Company at the address mentioned above. The website of the Company does not constitute a part of, and is not incorporated by reference into, this Information Memorandum.

Copies of the Company's Articles, the January Shareholder Report (http://altice.net/wp-content/uploads/2015/04/150123-pr-altice-3.pdf) and the consolidated financial statements of the Company for the Financial Years 2014, 2013 and 2012, respectively, and the First Quarter 2015 are available for at least twelve months following the date of this Information Memorandum on the website of the Company (https://www.altice.net) and free of charge at the offices of the Company and can be obtained by contacting the Company at the address mentioned above.

5.7 Market and industry information

The Altice Group operates in industries in which it is difficult to obtain precise market and industry information. The Company has generally obtained the market and competitive position data in this Information Memorandum from its competitors' public filings, from industry publications and from surveys or studies conducted by third party sources that Altice believes to be reliable. Certain information in this Information Memorandum contains independent market research carried out by Euromonitor International Limited, Ovum Research, Anacom, IDC, ABI Research, Gartner, Cisco, Analysys Mason and Strategy Analytics.

With respect to Israel, Altice calculates market share for each of its services by dividing the number of RGUs for such service by the total number of subscribers in Israel to such service, which is calculated based on its competitors' public filings and reported subscriber base, other public information and our internal estimates. Under HOT's mobile license, it is required to calculate market share of its mobile operations, which is calculated using different parameters than as described above. In footprint markets, shares in the jurisdictions in which Altice operates are calculated from its penetration data by extrapolating overall market penetration from industry sources to its footprint. Market and industry data relating to PT Portugal have been derived from public filings made by Portugal Telecom SGPS, S.A.

However, neither the Company, nor Altice N.V. or any of their advisors can verify the accuracy and completeness of such information and neither the Company, nor Altice N.V. or any of their advisors has independently verified such market and position data. The Company does, however, accept responsibility for the correct reproduction of this information and, as far as it is aware and is able to ascertain from information published, no facts have been omitted that would render the reproduced information materially inaccurate or misleading.

In addition, in many cases the Company has made statements in this Information Memorandum regarding its industries and its position in these industries based on its own experience and its own investigation of market conditions. Neither the Company, nor Altice N.V. or any of their advisors can assure you that any of these assumptions are accurate or correctly reflect Altice's position in these industries, and none of their internal surveys or information has been verified by independent sources.

5.8 Forward-looking statements

This Information Memorandum contains ''forward-looking statements'' as that term is defined by the U.S. federal securities laws. These forward-looking statements include, but are not limited to, statements other than statements of historical facts contained in this Information Memorandum, including, but without limitation, those regarding statements about the expected timing and completion of the Merger, the Altice Group's future financial condition,

results of operations and business, the Company's product, acquisition, disposition and finance strategies, the Altice Group's capital expenditure priorities, regulatory or technological developments in the market, subscriber growth and retention rates, potential synergies and cost savings, competitive and economic factors, the maturity of Altice's markets, anticipated cost increases, liquidity, credit risk and target leverage levels. In some cases, you can identify these statements by terminology such as ''aim'', ''anticipate'', ''believe'', ''continue'', ''could'', ''estimate'', ''expect'',' 'forecast'', ''guidance'', ''intend'', ''may'', ''plan'', ''potential'', ''predict'', ''project'', ''should'', and ''will'' and similar words used in this Information Memorandum. By their nature, forward-looking statements are subject to numerous assumptions, risks and uncertainties. Many of these assumptions, risks and uncertainties are beyond Altice's control. Accordingly, actual results may differ materially from those expressed or implied by the forward looking statements. Such forward looking statements are based on numerous assumptions regarding the Altice Group's present and future business strategies and the environment in which it operates. Readers are cautioned not to place undue reliance on the statements, which speak only as of the date of this Information Memorandum, and the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward looking statement contained herein, to reflect any change in Altice's expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based.

Where, in any forward-looking statement, an expectation or belief is expressed as to future results or events, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the expectation or belief will result or be achieved or accomplished.

Risks and uncertainties that could cause actual results to vary materially from those anticipated in the forward looking statements included in this Information Memorandum include those described under Section 3 (*Risk Factors*).

6 Definitions

Any reference in this Information Memorandum to defined terms in plural form will constitute a reference to such defined terms in singular or plural form, and *vice versa*. All grammatical and other changes required by the use of a definition in singular form will be deemed to have been made herein and the provisions hereof will be applied as if such changes have been made.

Defined terms used in this Information Memorandum will have the meaning set out below. Other capitalised terms not defined below have the meaning as ascribed to them in the January Shareholder Report.

1915 Law means the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time;

2012 Altice Financing Revolving Credit Facility means the USD revolving facility agreement originally dated 27 November 2012, as amended, restated, supplemented or otherwise modified from time to time among, *inter alios*, Altice Financing S.A., as borrower, the lenders from time to time party thereto, Citibank International PLC as facility agent and Citibank, N.A., London Branch as security agent;

2013 Altice Financing Revolving Credit Facility means the EUR revolving facility agreement originally dated 1 July 2013, as amended, restated, supplemented or otherwise modified from time to time, between, *inter alios*, Altice Financing S.A., as borrower, the lenders from time to time party thereto Citibank International PLC as facility agent and Citibank, N.A., London Branch as security agent.

2013 Guarantee Facility means the guarantee facility agreement originally dated 1 July 2013, as amended, restated, supplemented or otherwise modified from time to time, between, *inter alios*, Altice Financing S.A., as borrower, the lenders from time to time party thereto, Wilmington Trust (London) Limited as facility agent and Citibank, N.A., London Branch, as security agent;

2014 Altice S.A. Revolving Credit Facility means the €200 million revolving credit facility established under the €200 million revolving credit facility agreement originally dated 8 May 2014, as amended, restated, supplemented or otherwise modified from time to time, among the Company, as borrower, the Mandated Lead Arrangers (as defined therein), Deutsche Bank AG, London Branch, as facility agent, and Deutsche Bank AG, London Branch, as security agent;

2014 SFR Acquisition means the entering into by Numericable and Vivendi S.A. of (i) a share purchase agreement pursuant to which Numericable agreed to acquire from Vivendi *inter alia* a portion of the shares it held in SFR and all of the outstanding shares in Société d'Investissement et de Gestion 50—SIG 50 S.A.;

AFM means the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*);

Altice France means Altice France S.A.;

Altice France Group means Numericable-SFR S.A. (formerly known as Numericable Group S.A.) and its subsidiaries, after the consummation of certain transactions, including the acquisition of SFR and certain of its subsidiaries;

Altice Group or **Altice** means the Company and its subsidiaries from time to time, including the Altice France Group and the Altice International Group;

Altice International means Altice International S.à r.l.;

Altice International Group means Altice International S.à r.l. and its subsidiaries;

Altice N.V. means Altice N.V., a public company with limited liability (*naamloze vennootschap met beperkte aansprakelijkheid*), incorporated under the laws of the Netherlands, having its registered seat in Amsterdam, the Netherlands, and its registered office at Cattenbroekerdijk 4b, 3446 HA in Woerden, the Netherlands, and registered with the trade register of the Dutch Chamber of Commerce under number 63329743;

Altice N.V. Board means the board of Altice N.V.;

Altice N.V. General Meeting means the general meeting of Altice N.V.;

Altice N.V. Shareholder means a holder of shares in the capital of Altice N.V. at any time;

Altice Vivendi Shareholders' Agreement means the shareholders' agreement governing the relationship between Altice France S.A. and Vivendi as shareholders of Numericable, entered into on 27 November 2014 by the Company, Altice France S.A. and Vivendi;

Applicable Rules means all applicable laws and regulations, including without limitation, the applicable provisions of and any rules and regulations promulgated pursuant to the Wft, the policy guidelines and instructions of the AFM, the rules and regulations of Euronext Amsterdam, the Luxembourg 1915 Law, the Luxembourg Takeover Law and the DCC and in as far as applicable, the relevant securities and employee consultation rules and regulations in other applicable jurisdictions;

A Prefs means class A preference shares with a nominal value of €0.04 each in the capital of Altice N.V.;

ARCEP means *Autorité de regulation des communications électroniques et des postes*;

Articles of Association means the articles of association of Altice N.V., as amended from time to time;

ASA Agreements means the shareholders' agreements between Next and the ASA Shareholders;

ASA Shareholders means Next, the Shareholding Board Members, Patrice Giami, Penta Limited Partnership Incorporated, Lynor's S.à.r.l. and Valemi Corp S.A., collectively holding 157,341,321 Shares representing approximately 63.5% of the issued and outstanding capital of the Company;

Audit Committee means the audit committee of the Company;

Audit Committee Regulations means the regulations of the Audit Committee, as amended from time to time;

Binding Nomination Right means Next's right to provide to the General Meeting for the purpose of the appointment of an Executive Director a list of candidates proposed by Next, whereby the General Meeting may only appoint candidates from the latest list of candidates proposed (it being understood that the number of candidates proposed shall always exceed the number of available vacancies) by Next;

Board means the board of the Company;

Board Regulations means the board regulations of Altice N.V.;

B Prefs means class B preference shares with a nominal value of €0.01 each in the capital of Altice N.V.;

Carlyle means Carlyle Cable Investment SC;

CCP means the Company's cash compensation plan as described in Section 8.9.6 (*Board and senior management compensation policy*);

CEO means the chief executive officer of the Company;

Cequel means to Cequel Communications Holdings I, LLC;

Cequel Acquisition means the Cequel Acquisition by Altice of 70% of the outstanding equity interests in Cequel Corporation;

Cequel Acquisition Agreement means the agreement dated 19 May 2015, between Altice, together with its subsidiary Altice US Holding I, with certain affiliates of BC Partners, Ltd., certain affiliates of CPPIB Equity Investments Inc. and IW4MK Carry Partnership LP, relating to the purchase of 70% of the outstanding equity interests in Cequel Corporation;

Cequel Corporation refers to Cequel Corporation, the indirect parent company of Cequel;

Chairman or **Executive Chairman** means the Executive Chairman of the Company, Patrick Drahi, whose details are set out in Section 8.9.2 (*Resumes of the members of the Board*);

Cinven means Cinven Ltd.;

Class B Lock-up means that, other than a transfer of Class B Shares arising as a result of a repurchase or cancellation by the Company of any Class B Shares or a transfer to Patrick Drahi or his heirs or any entity controlled by Patrick Drahi, whether directly or indirectly (such transaction being a permitted transfer), the Class B Shares or any right, title, and/or interest therein or thereto may not be transferred, sold, exchanged, given, assigned, hypothecated, pledged, encumbered, a security granted or otherwise disposed of, be it directly or indirectly, whether by operation of law or otherwise by the holder of the Class B Shares for a period of five years from their date of issue;

Class B Shares means class B shares with a nominal value of €0.01 each in the capital of the Company;

Code means the Dutch Corporate Governance Code;

Committed Shareholders means Next, the Shareholding Board Members and certain other Shareholders who have signed Irrevocables;

Common Shares means the Common Shares A and the Common Shares B issued from time to time;

Common Shares A means ordinary shares A with a nominal value of €0.01 each in the capital of Altice N.V.;

Common Shares B means ordinary shares B with a nominal value of €0.25 each in the capital of Altice N.V.;

Company or **Altice S.A.** means Altice S.A., a public limited liability company (*société anonyme*) organised and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 3, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg register of commerce and companies under number B 183.391;

Company's Articles means the articles of association of the Company, as amended from time to time;

Consideration Shares means Common Shares A and/or Common Shares B allotted in the Merger;

Conversion means the conversion of Common Shares B into Common Shares A at the request of the holder of Common Shares B;

Corporate Opportunities means all new opportunities in the Company's industry that Patrick Drahi believes are capable of execution and relating to a Relevant Opportunity and which he must present to the Board for so long as Next or any other entity controlled by Patrick Drahi owns more than 30% in aggregate of the share capital of the Company;

CSSF means the Luxembourg supervisory authority for the financial sector, the *Commission de Surveillance du Secteur Financier*;

DCC means the Dutch Civil Code (*Burgerlijk Wetboek*);

Deloitte means Deloitte Audit S.à r.l., a private limited liability company (*société à responsabilité limitée*) organised and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 560, rue de Neudorf, L-2220 Luxembourg, registered with the Luxembourg register of commerce and companies (*Registre de Commerce et des Sociétés de Luxembourg*) under number B 67.895;

Director means a member of the Board;

Distributable Equity means the part of Altice N.V.'s equity which exceeds the sum of the paid-in and called up share capital plus the reserves as required to be maintained by Dutch law or by the Articles of Association;

Durational Exercise Event means (a) the expiry of a period of four years and six months from the Warrant Issue Date or (b) any subsequent expiration of a period of four years and six months following any publication of any renewal of the authorised capital set out in the Company's Articles;

Dutch Corporate Holder has the meaning given to it in Section 10.1.2 (*Taxes on income and capital gains in connection with the Merger*);

Dutch Individual Holder has the meaning given to it in Section 10.1.2 (*Taxes on income and capital gains in connection with the Merger*);

Dutch law or **the laws of the Netherlands** means the laws of the European part of the Netherlands;

Earn-Out Shareholders means certain indirect shareholders of OMT Invest S.A.S.;

Earn-Out Shares means 359,982 Shares which will be issued to the Earn-Out Shareholders pursuant to an earn-out arrangement relating to OMT Invest S.A.S.;

EUR, Euro or **€** means the euro, being the basic unit of currency among participating European Union countries;

Euroclear Nederland means Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V., trading as Euroclear Nederland;

Euronext Amsterdam means Euronext Amsterdam, the regulated market of Euronext Amsterdam N.V.;

Executive Director means an executive member of the Board;

Executive Member means an executive member of the Altice N.V. Board;

Executive Vice-Chairman means the executive vice-chairman of the Company;

Exercise Event means a High Threshold Exercise Event or a Low Threshold Exercise Event (as the case may be);

Financial Year 2012 means the financial year of the Company ending on 31 December 2012;

Financial Year 2013 means the financial year of the Company ending on 31 December 2013;

Financial Year 2014 means the financial year of the Company ending on 31 December 2014;

First Quarter 2015 means the first quarter of the financial year of the Company ending on 31 March 2015;

Foundation means Stichting New Athena, a foundation (*stichting*) incorporated under the laws of the Netherlands, having its registered seat in Amsterdam, the Netherlands, and its registered office at Cattenbroekerdijk 4b, 3446 HA in Woerden, the Netherlands, and registered with the trade register of the Dutch Chamber of Commerce under number 63307723;

General Meeting means the general meeting of the Company;

High Threshold Exercise Event means the event occurring when (i) the Company's losses for any financial year exceed half of the Company's corporate capital and (ii) the Board resolves to propose to the Shareholders the continuation of the existence of the Company despite the Company's loss situation;

Holder of Consideration Shares has the meaning given to it in Section 10.1.1 (*General*);

Holder of Shares has the meaning given to it in Section 10.1.1 (*General*);

HOT means HOT Telecommunication Systems Ltd., or collectively, HOT Telecommunication Systems Ltd. and its subsidiaries, as the context requires;

IFRS means the International Financial Reporting Standards issued by the International Accounting Standards Board, as adopted by the European Commission for use in the European Union;

Information Memorandum means this Information Memorandum;

IPO means the admission of the Shares to listing and trading on Euronext Amsterdam on 31 January 2014;

IRC means the U.S. Internal Revenue Code of 1986, as amended;

Irrevocable means the irrevocable undertaking of each Committed Shareholder, which hold in the aggregate approximately 64.6% of the issued and outstanding capital of the Company, to vote in favour of the Merger, as referred to in Section 7.5 (*Irrevocable undertakings*);

IRS means the U.S. Internal Revenue Service;

January Shareholder Report means the Notice to Holders of Common Shares of Altice S.A. and to Holders of Altice S.A.'s $2,900,000,000 7 ¾% Senior Notes due 2022 and €2,075,000,000 7¼% Senior Notes due 2022, available on Altice's website (http://altice.net/wp-content/uploads/2015/04/150123-pr-altice-3.pdf); a reference to a page number of the January Shareholder Report in this Information Memorandum, refers to the corresponding page number of the electronic pdf document;

Large Company has the meaning given to it in Section 9.5.4 (*Maximum number of positions of members of the board*);

Liquidation Proceeds means the assets (if any) remaining after payment of all liabilities in the event of a liquidation, dissolution or winding-up of the Company;

Listing means the admission to listing and trading of all Consideration Shares on Euronext Amsterdam;

Low Threshold Exercise Event means the event occurring when either: (i) the shareholding of any Shareholder excluding Next (or the shareholding of any Shareholder aggregated with the shareholding(s) of any Shareholder(s) with whom such Shareholder is acting in concert in accordance with article 3 of the Transparency Law) is at least equal to 20% of the aggregate number of voting rights attached to the Shares and Class B Shares, if issued; or (ii) a Durational Exercise Event occurs;

Luxembourg Takeover Law means the Luxembourg law of 19 May 2006 on takeover bids;

Memorial C means *Mémorial C, Recueil des Sociétés et Associations* in the Luxembourg official gazette;

Merger means the proposed cross-border merger between Altice N.V. (as acquiring company) and Altice S.A. (as company ceasing to exist);

Merger Approval General Meeting means the General Meeting which approves the Merger on the basis of the Merger Proposal by a majority of at least two thirds of the votes cast in a meeting in which at least one half of the share capital of Altice S.A. is represented.

Merger Consideration means three (3) Common Shares A and one (1) Common Share B in exchange for each Share;

Merger Effective Date means the day following the day on which the Dutch notarial deed in respect of the Merger is executed;

Merger Proposal means the proposal regarding the Merger which was filed today with the competent trade registers in the Netherlands and Luxembourg and will be made publicly available at the corporate website of the respective companies (https://www.altice.net) and the Memorial C;

MIRS means MIRS Communications Ltd.;

New Altice International Pari Passu Revolving Credit Facility means the EUR super senior revolving facility agreement originally dated 9 December 2014, (as amended and restated on 10 December 2014 and as further amended, restated, supplemented or otherwise modified from time to time) among, *inter alios*, Altice Financing, as original borrower and guarantor, certain lenders party thereto, Morgan Stanley Bank International Limited, Deutsche Bank AG, London Branch, Goldman Sachs Bank USA, J.P. Morgan Limited, Credit Suisse AG, London Branch, BNP Paribas Fortis SA/NV, Crédit Agricole Corporate and Investment Bank, Barclays Bank plc and ING Bank France as mandated lead arrangers, Citibank International Limited as facility agent and Citibank, N.A., London Branch as security agent;

New Altice International Revolving Credit Facilities means collectively the New Altice International Super Senior Revolving Credit Facility and the New Altice International Pari Passu Revolving Credit Facility;

New Altice International Super Senior Revolving Credit Facility means the EUR super senior revolving facility agreement originally dated 30 January 2015, as amended, restated,

supplemented or otherwise modified from time to time among, *inter alios*, Altice Financing, as original borrower and guarantor, certain lenders party thereto, Goldman Sachs Bank USA, J.P. Morgan Limited, Deutsche Bank AG, London Branch, Morgan Stanley Bank International Limited, Credit Suisse AG, London Branch, BNP Paribas Fortis SA/NV, Crédit Agricole Corporate and Investment Bank, Société Générale Corporate and Investment Bank, Nomura International plc, HSBC France and Citigroup Global Markets Limited as mandated lead arrangers, Citibank International Limited as facility agent and Citibank, N.A., London Branch as security agent;

New LuxCo means Altice Luxembourg S.A., a public limited liability company (*société anonyme*) having its official seat in Luxembourg, Grand Duchy of Luxembourg, having its registered office at 3, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg register of commerce and companies under number B 197.134;

Next means Next Alt S.à r.l., a private limited liability company (*société à responsabilité limitée*) organised and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 3, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg register of commerce and companies under number B 194.978, or any (other) legal entity that is controlled by Patrick Drahi or his heirs and through which Patrick Drahi or his heirs hold his / their interest in the Company and, following the Merger Effective Date, in Altice N.V.;

Non-Executive Director means a non-executive member of the Board;

Non-Executive Member means a non-executive member of the Altice N.V. Board;

Non-Executive Vice-Chairman means the non-executive vice-chairman of the Company;

Non-Resident Holder has the meaning given to it in Section 10.1.2 (*Taxes on income and capital gains in connection to the Merger*);

Numericable means Numericable-SFR S.A. (formerly known as Numericable Group S.A.);

Numericable Group means Numericable-SFR S.A. (formerly known as Numericable Group S.A.) and its subsidiaries, prior to certain transactions, including the acquisition of SFR and certain of its subsidiaries;

Numericable Group Revolving Credit Facilities Agreement means the €750 million revolving credit facilities agreement dated as of 8 May 2014 between, amongst others, Numericable-SFR S.A., the original lenders party thereto, the mandated lead arrangers party thereto, Deutsche Bank AG, London Branch as facility agent and as security agent, which was increased to €1,125 million in April 2015;

ODO Acquisition means the acquisition of substantially all the outstanding capital of Altice Hispaniola S.A, formerly named Orange Dominicana S.A. (ODO), a provider of telecommunications services operating in the Dominican Republic on 9 April 2014;

Ordinary Consideration means four (4) Common Shares A instead of the Merger Consideration elected by an Other Shareholder;

Other Shareholders means the shareholders other than Next and the Shareholding Board Members;

PFIC has the meaning given to it in Section 10.3.4 (*Passive Foreign Investment Company Considerations*);

Prospectus Directive means the European Union (EU) Directive 2003/71/EC as amended;

PT Portugal means PT Portugal S.G.P.S., S.A.;

PT Portugal Acquisition means the acquisition of all of the outstanding equity interests in PT Portugal;

PT Portugal Group means as of 31 December 2013, the entities that were acquired pursuant to the PT Portugal Acquisition;

QIBs means "qualified institutional buyers" as defined in Rule 144A;

Regulation S means Regulation S under the U.S. Securities Act;

Relevant Opportunity means, prior to the Merger Effective Date (a) any businesses, services or activities (including marketing) engaged in by Altice S.A. or any of its subsidiaries on the IPO date (31 January 2014), (b) broadcast television, broadband and fixed and mobile telephony businesses, including the distribution, sale and for provision of mobile voice and data, fixed-line voice and internet services, transit voice traffic services and other services and equipment in relation thereto and (c) any businesses, services and activities (including marketing) engaged in by Altice S.A. or any of its subsidiaries that are (i) related, complementary, incidental, ancillary or similar to any of the foregoing or (ii) are reasonable extensions or developments of any thereof, in each case, in Western Europe, Israel, Africa and the Caribbean Basin; and after the Merger Effective Date (a) any significant businesses, services or activities (including marketing) engaged in by Altice N.V. or any of its subsidiaries on the IPO date (31 January 2014) and (b) any significant TV broadcasting, broadband and fixed and mobile telephony businesses, including the distribution, sale and for provision of mobile voice and data, fixed-line voice and internet services, transit voice traffic services and other services and equipment in relation thereto, in each case, in Western Europe, Israel, Africa and the Caribbean Basin;

Remuneration Committee means the remuneration committee of the Company;

Restructuring means the Transfer and the Merger for the purpose of creating more flexibility for financing and further corporate transactions of the Altice Group;

Retained Earnings Reserve A Prefs has the meaning given to it in Section 9.2.4 *(Dividends and distributions)*;

Retained Earnings Reserve B Prefs has the meaning given to it in Section 9.2.4 *(Dividends and distributions)*;

Rule 144A means Rule 144A under the U.S. Securities Act;

SEC means the U.S. Securities and Exchange Commission;

Section means any section of this Information Memorandum, unless otherwise indicated;

Settlement means the delivery of Consideration Shares to the Shareholders in exchange for Shares;

Settlement Date means on or about 12 August 2015;

SFR means Société Française du Radiotéléphone—SFR S.A.;

Shareholder means a holder of the Shares at any time;

Shareholding Board Members means members of the Board holding Shares, other than Patrick Drahi, and/or any of their affiliates;

Shares means the ordinary shares with a nominal value of €0.01 each in the capital of the Company issued from time to time;

SOP means the stock option plan of the Company as described in Section 8.9.6 (*Board and senior management compensation policy*);

Swap means the exchange of Common Shares B for Common Shares A following the election by Other Shareholders to receive the Ordinary Consideration instead of the Merger Consideration;

Transfer means the transfer by the Company of substantially all of its assets and liabilities to New LuxCo under universal title prior to the Merger Effective Date.

Transparency Law means the Luxembourg law dated 11 January 2008 on transparency requirements regarding information about issuers whose securities are admitted to trading on a regulated market, as amended;

Treaty has the meaning given to it in Section 10.3.1 (*General*);

Trigger Event means any person acquiring (whether individually or acting in concert with another) 20% or more of the Shares;

U.S. Holder has the meaning given to it in Section 10.3.1 (*General*);

U.S. Securities Act means the U.S. Securities Act of 1933, as amended from time to time;

Vivendi means Vivendi S.A.;

Warrant means the warrant over Class B Shares issuable by the Company upon exercise of the Warrant;

Warrant Exercise Price means the exercise price of the Warrant payable by the Warrant Holder for the Class B Shares in cash equal to the par value of each Class B Share for which the Warrant is exercised;

Warrant Holder means Next;

Warrant Issue Date means 16 January 2014;

Warrant Shares means the Class B Shares issued on an exercise of the Warrant, if any;

Wft means the Dutch Financial Supervision Act (*Wet op het financieel toezicht*); and

Ypso means Ypso France S.A.S.

7 Explanation and background of the Merger

7.1 Introduction

Since its inception, the Altice Group has made significant investments in a number of cable and telecommunications businesses in Israel, Western Europe, the French Overseas Territories and the Dominican Republic. The Altice Group envisages to enter into the U.S. market with the acquisition of Suddenlink.

Through its history, the Altice Group has a proven track record of creating shareholder value thanks to its competitive strengths:

- Leading cable-based communications groups benefitting from significant scale
- Leading positions in the pay television and broadband Internet markets in its service areas
- Benefiting from a fixed network advantage in each of its markets
- Leading multiple-play provider of cable-based services in its markets with substantial cross-sell and up-sell opportunities in fixed, mobile and B2B
- Strong adjusted EBITDA margin and scalable capital expenditures translating into strong organic cash flow growth
- Proven track record of making attractive acquisitions and of unlocking value through operational excellence
- Experienced management team with a long term industry track record

The Restructuring is a natural step in the development of the Altice Group to support its M&A strategy and its ability to create value for its shareholders.

7.2 Transaction structure

For the purpose of the Merger, an orphan structure has been implemented, whereby a newly incorporated Dutch foundation has incorporated Altice N.V. The Foundation was incorporated at the initiative of the Company for the purpose of the Merger only. The Foundation is the sole management board member of Altice N.V. The sole board member of the Foundation is Emilie Schmitz, a member of management of Altice, who has within the Altice Group been designated to fulfil this task due to her seniority and the fact that she is not eligible under any incentive plan of the Altice Group or may otherwise be subject to a (potential) conflict of interest in performing her duties as sole board member of the Foundation. Emilie Schmitz is also a board member of Next.

Upon the Merger Effective Date, the Foundation will be dissolved and liquidated and Altice N.V. will have become the new holding company of the Altice Group.

Application will be made to list and admit all Consideration Shares to trading on Euronext Amsterdam. It is expected that trading of the Consideration Shares on an 'as if and when issued' basis will commence on or about 10 August 2015. Settlement is expected to take place on or about 12 August 2015.

None of the Foundation and Altice N.V. have had previous operations. These are special purpose vehicles that have been incorporated for the purpose of the Merger only.

7.3 Background of the Merger

Altice's successful acquisition track record has resulted in it reaching a level of indebtedness and majority ownership making it more difficult to pursue large scale acquisition opportunities, which would be financed through additional debt and / or share issuance that

could breach current restrictions or require giving up majority voting control of Altice's controlling Shareholder, Next.

The Restructuring will enable Altice to gain more flexibility to finance further corporate transactions, through either incremental indebtedness or issuance of shares, while implementing its successful strategy.

As part of this operation, which will significantly enhance Altice's development potential, the Shareholders will retain exactly the same economic benefits that they currently hold in the Company and will be able to benefit from the future value creation potential.

The Merger will not affect the employees and the other stakeholders of the Altice Group.

7.4 Rationale for the Merger

External growth is critical to the further development of the Altice Group which continues to drive sector consolidation and increase scale. The Company currently faces certain structural and financial restrictions which limit the Company's ability to execute optimally on potential future value-creating acquisition opportunities

The Restructuring will provide greater flexibility for financing and corporate transactions. Once introduced, the Common Shares A could be used as a vehicle for growth and as currency in potential transactions. In addition, the creation of a new holding company above the current group would enable the issuance of new debt outside of the restrictive covenants currently applicable to the Company.

The Restructuring renews the long term commitment of Next and the Directors who want to put in place appropriate tools to pursue a value-enhancing strategy without diluting voting control.

7.5 Irrevocable undertakings

7.5.1 Next

Next, whose shareholding in the Company represents 58.5% of the issued and outstanding capital, has signed an irrevocable undertaking to vote in favour of the Merger (an **Irrevocable**).

7.5.2 Shareholding Board Members

The individual members of the Board, Dexter Goei, Dennis Okhuijsen and Jérémie Bonnin, holding Shares together representing approximately 2.4% of the issued and outstanding capital of the Company, have also signed Irrevocables.

7.5.3 Other Shareholders

In addition, certain other Shareholders have signed Irrevocables. Their shareholdings represent approximately 3.7% of the issued and outstanding capital of the Company.

7.5.4 Execution of Ordinary Consideration

Shareholders, other than the Committed Shareholders (the **Other Shareholders**), may elect to receive four Common Shares A instead of the Merger Consideration (the Ordinary Consideration) by means of completing a notice which will be made available on the Altice website (https://www.altice.net) and can be downloaded and submitted to Altice N.V. in accordance with the instructions on the website.

Shareholders who elect the Ordinary Consideration will swap the Common Shares B to which they are entitled for the same number of Common Shares A to which Next is entitled

(the **Swap**). Accordingly, Next will acquire additional Common Shares B equal to the number of Common Shares A which are requested by Other Shareholders opting for the Ordinary Consideration. The Common Shares A and the Common Shares B will be equally entitled to dividends. One Common Share B will carry 25 voting rights and one Common Share A will carry one voting right.

8 Information regarding Altice S.A.

This Section includes information in relation to Altice S.A. and, where applicable, its subsidiaries. Information regarding Altice N.V. can be found in Chapter 9.

8.1 General

The Company is a public limited liability company (*société anonyme*) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 3, Boulevard Royal, L-2449 Luxembourg and registered with the Luxembourg register of commerce and companies under number B 183.391. On 31 January 2014 the Shares were admitted to listing and trading on Euronext Amsterdam (the **IPO**).

The Company is a multinational cable and telecommunications company, providing cable based services (high quality pay television, fast broadband Internet and fixed line telephony) and, in certain countries, mobile telephony services to residential customers and corporate customers. The Altice Group has expanded internationally through price-disciplined acquisitions.

The Altice Group consists of the Company and its subsidiaries or entities over which the Company exercises control, comprising amongst others:

(i) the Altice International Group, being Altice International S.à r.l. (**Altice International**) and its subsidiaries; and

(ii) the Altice France Group.

Reference is also made to the simplified organisational structure included in Section 8.3 (*Organisational structure*) listing the significant subsidiaries of the Company.

As of the date of this Information Memorandum, the Altice Group owns, through its fully owned and controlled subsidiary, Altice France S.A. (**Altice France**), 70.4% of the Altice France Group, and its subsidiaries (*i.e.* 78% excluding treasury shares held by Numericable).

The Altice Group conducts its activities in (i) France through the Altice France Group and (ii) in Western Europe (comprising Belgium, Luxembourg, Portugal and Switzerland), Israel, and the Overseas Territories (comprising the Dominican Republic and certain French Overseas Territories in the Caribbean and the Indian Ocean regions) through the Altice International Group.

Currently the Company's majority Shareholder is Next, controlled by Patrick Drahi. As of the date of this Information Memorandum, Next holds 58.5% of the share capital of the Company. The Shareholding Board Members, certain managers in the Altice Group and the public hold the remaining 41.5% of the share capital of the Company.

8.2 History of the Company

Founded by telecom entrepreneur Patrick Drahi, Next is the principal Shareholder of the Altice Group with a shareholding of 58.5% of the share capital. Mr Drahi and Altice management have significant experience identifying acquisition opportunities, structuring, financing and managing investments in the telecommunications industry, advising cable operators worldwide and creating value through operational excellence.

Since its formation in 2007, Altice France has been the holding entity for the Altice Group's shareholding in Numericable-SFR S.A. (formerly known as Numericable Group S.A., **Numericable**) and its subsidiaries, referred to as the **Numericable Group**, and following the

2014 SFR Acquisition (as described below) referred to as the Altice France Group, which represents substantially all of its assets and business. Altice France directly and indirectly holds 70.4% of the shares in Numericable (*i.e.* 78% excluding treasury shares held by Numericable).

Since its formation in 2008, Altice International, the holding company of the Altice International Group, has from time to time made significant equity investments in a number of cable and telecommunication businesses in various jurisdictions.

Prior to the reorganisation of the Altice Group and the Company's IPO, each of Altice International and Numericable were wholly controlled subsidiaries of Next and were historically separate legal and reporting entities, under common control and management.

As indicated, the Company has made significant investments in a number of cable and telecommunications businesses in Israel, Western Europe, the French Overseas Territories and the Dominican Republic. Set forth below is a list of the significant investments made in the businesses that currently constitute the Altice Group:

- In March 2005, Ypso France S.A.S. (**Ypso**), an entity controlled by the Altice Group together with to CCI (F3) S.à r.l., a fund affiliated with Cinven Ltd. (**Cinven**), acquired the cable businesses of France Telecom Cable, TDF Cable and NC Numericable, making Ypso the largest French cable operator. In 2007, all cable activities of Ypso were brought together under a single brand name, Numericable. In September 2007, together with Cinven, the Altice Group acquired all of the outstanding shares of Completel, which added DSL and fiber metropolitan area networks, a corporate sector business and a nationwide backbone. In March 2008, the investment fund Carlyle Cable Investment SC (**Carlyle**) acquired a 38% stake in Ypso and Completel. By the end of 2008, the Altice Group had fully integrated the historical Numericable business and the historical Completel business. In November 2013, Numericable, completed its initial offering of shares and listing of such shares on Euronext Paris.

- In 2008, Martinique TV Câble S.A. and World Satellite Guadeloupe S.A, well-established cable providers that have been operating in the French Overseas Territories of Martinique and Guadeloupe, respectively, since 1994, were acquired.

- In May 2010, MIRS Communications Ltd. (**MIRS**), an Israeli company providing iDEN-based mobile services was acquired. In July 2009, the Altice Group began acquiring equity interests in HOT and its subsidiaries, the sole cable operator in Israel, and in March 2011 acquired a controlling interest. In November 2011, HOT acquired MIRS from the Altice Group and renamed the company HOT Mobile Ltd. In May 2012, the Altice Group began marketing its UMTS-based 3G mobile services in Israel under its "HOT" brand. In December 2012, the take-private transaction of HOT was completed whereby substantially all of the equity interests in HOT that were not previously owned were acquired.

- In December 2009, substantially all of the equity interests in green.ch AG, a Swiss provider of B2B solutions were acquired. In 2010, substantially all of the equity interests in Green Datacenter AG were acquired and Green Datacenter AG launched a greenfield project to build out an 11,000 square meter datacentre in the Zurich region. The Altice Group began providing datacentre services in 2011 and has to date completed the construction of 3,600 square meters. A new build-out phase is currently in progress.

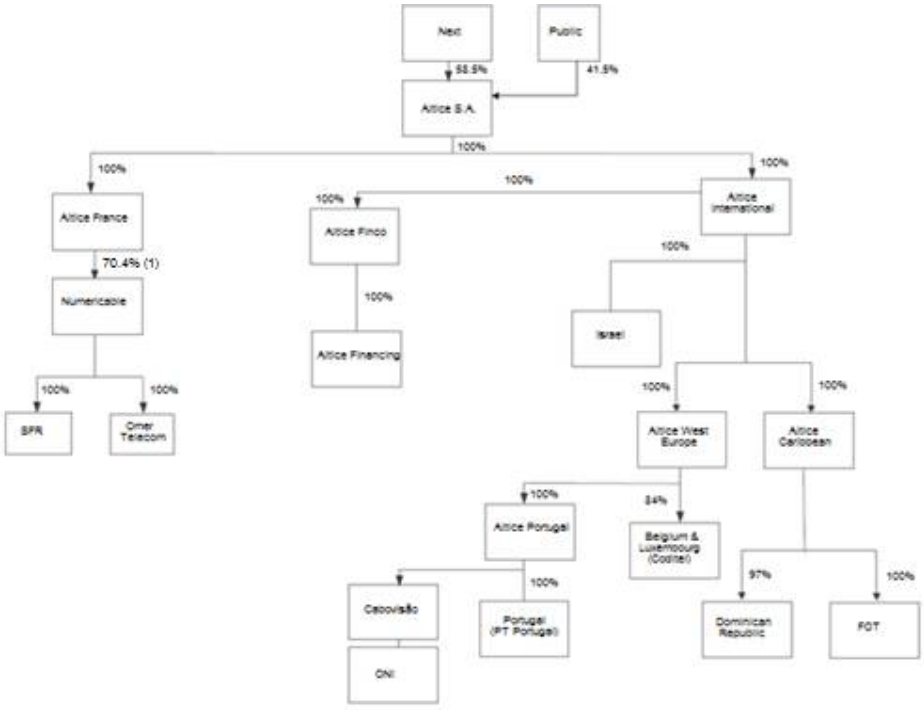
- In 2011, approximately 44.4% of the equity interests in Coditel Brabant S.p.r.l, a company with cable television operations in Belgium and Coditel S.à r.l., a company with cable television operations in Luxembourg were acquired from an affiliated entity, and in November 2013 an additional 40% stake from one of the minority shareholders was acquired.
- In February 2012, a controlling interest in the Portuguese cable provider Cabovisão—Televisão por Cabo, S.A. was acquired and, in February 2013, the acquisition of substantially all of the equity interests in Cabovisão not previously owned was completed.
- In 2012, a 17% stake in Wananchi, a cable telecommunications provider with operations in Kenya, Tanzania and Uganda was acquired.
- In July 2013, the Altice Group expanded its presence in the French Overseas Territories by acquiring Outremer, a leading mobile services provider and xDSL provider of telecommunications services.
- In August 2013, the Altice Group entered the Portuguese B2B market through the acquisition of Winreason, S.A, the owner of Portuguese telecommunications holding company ONI S.G.P.S. and its subsidiaries.
- On 1 November 2013, the Numericable Group acquired 100% of the share capital of LTI Télécom SA and its parent and holding company Invescom SAS.
- On 15 January 2014, the acquisition of the Mobius Group, a telecommunications operator in the Overseas Territory of La Reunion which provides internet access to professional clients under the "Mobius Technology" brand and double-play and triple-play services based on xDSL technology to residential customers under the "IZI" brand, was completed.
- On 12 March 2014, the acquisition of Tricom, a provider of telecommunications services operating in the Dominican Republic was completed.
- On 9 April 2014, substantially all of the outstanding capital of Altice Hispaniola S.A, formerly named Orange Dominicana S.A., a provider of telecommunications services operating in the Dominican Republic, was acquired (the **ODO Acquisition**).
- On 23 June 2014, Numericable and Vivendi S.A. (**Vivendi**) entered into (i) a share purchase agreement pursuant to which Numericable agreed to acquire from Vivendi *inter alia* a portion of the shares it held in SFR and all of the outstanding shares in Société d'Investissement et de Gestion 50—SIG 50 S.A. (the **2014 SFR Acquisition**). The 2014 SFR Acquisition was completed on 27 November 2014. As a result of the 2014 SFR Acquisition, the capital of Numericable was at that time owned as follows: (i) Vivendi: 20%, (ii) Altice France: approximately 60.3% and (iii) free float: approximately 19.7%. On 27 November 2014, the Company, Altice France and Vivendi entered into a shareholders' agreement governing the relationship between Altice France and Vivendi as shareholders of Numericable (the **Altice Vivendi Shareholders' Agreement**). On 27 February 2015 Altice S.A. and Numericable entered into final agreements with Vivendi regarding the acquisition of the 20% stake Vivendi owns in Numericable. Reference is further made to Section 8.8.6 (*Altice S.A. and Numericable acquire Vivendi's 20% stake in Numericable*).
- On 4 December 2014, Numericable acquired 100% of the shares of Omer Telecom (the holding company of the telecom operator providing services under the Virgin Mobile

brand in France) from its shareholders on the basis of an enterprise value of €325 million, following regulatory antitrust approval in France obtained on 27 November 2014;

- On 9 December 2014, the Company, through its subsidiary Altice Portugal, entered into an agreement with Oi S.A. relating to the purchase of all of the outstanding equity interests in PT Portugal S.G.P.S., S.A (**PT Portugal** and the **PT Portugal Acquisition**) for an enterprise value of €7,400 million on a debt and cash free basis. The PT Portugal Acquisition closed on 2 June 2015. Reference is made to Section 8.8.9 (*Acquisition of PT Portugal*).

8.3 Organisational structure

Below is the simplified organisational structure of Altice Group prior to the Restructuring, listing the significant subsidiaries.



(1) This percentage is including treasury shares held by Numericable.

8.4 Business overview

The Altice Group provides cable and fiber-based services (high quality pay television, broadband internet and fixed line telephony) and mobile telephony services to residential and corporate customers.

The Altice Group has a high quality cable-based and fiber-based network infrastructure. As of 31 March 2015, the Numericable Group's fixed network passed 9.1 million homes of which 6.7 million with fiber and with 1.6 million Fiber Customer Relationships, it had the largest fiber customer base in France. Including its DSL customers, the Numericable Group's total fixed customer base stood at 6.5 million as of 31 March 2015. Following the 2014 SFR Acquisition, the Numericable Group is also the second largest mobile operator in France with 22.5 million mobile customers, a nationwide 3G network and a 4G network covering 50% of the population as of 31 March 2015.

As of 31 March 2015 and prior to the PT Portugal Acquisition, Altice International had 1.1 million mobile subscribers in Israel and was the largest cable operator in the country, as well as 3.7 million mobile customers in the Dominican Republic and is one of the leading fixed end cable operators in the country.

The Altice Group is furthermore the largest or second largest cable/FTTH pay television operator and broadband internet services provider, and a leading provider of multiple-play services, in its service areas.

Pro forma for the PT Portugal Acquisition, it is anticipated that Altice Portugal will be the second largest service provider of B2C pay television services in Portugal and the largest broadband internet services provider. As of 31 March 2015, the entities that were acquired pursuant to the PT Portugal Acquisition (the **PT Portugal Group**) had market shares of 42% in B2C pay television and 48% in B2C broadband internet and Cabovisao had a market share of 6% in B2C pay television and 5% in B2C broadband internet according to Anacom, the Portuguese telecommunications regulator. In addition, the PT Portugal Group is the largest mobile operator in Portugal by number of subscribers with a 48% market share as at 31 March 2015, according to Anacom.

In most of the markets in which the Altice Group's operate, the Altice Group offers bundled triple-play services, and where possible, quadruple-play services and focuses its marketing on its multiple-play offerings.

Reference is made to the business overview provided in the January Shareholder Report, page 461, which is incorporated herein by reference.

8.5 Competitive strengths

The Altice Group benefits from a fixed network advantage in each of its markets.

The Altice Group owns its HFC networks that are Docsis 3.0-enabled for the majority of cable homes they pass, including 100% in Israel and 58% in France, which the Altice Group believes will allow them to offer attractive and competitive services in terms of picture quality, speed and connection reliability. In France, the Altice Group owns a modern cable network and benefits from a first-mover advantage with respect to fiber in France. In the B2C segment in France, the Altice Group's fiber network provides customers with a current download speed of up to 200 Mbps, passing approximately 6.7 million homes as of 31 March 2015 (representing approximately 67% of total homes passed). In Portugal, the PT Portugal Group owns one of the largest FTTH networks by penetration in Europe reaching 1.7 million homes (43% penetration). Other than the Overseas Territories, where network upgrades are currently underway, the Altice Group is able to offer download speeds of at least 100 Mbps to a vast majority of homes passed in the Altice Group's footprint. Given the existing technological capability of its networks, in the short to medium term, it is expected to offer download speeds of up to 360 Mbps with limited network and customer premises equipment upgrades across a substantial portion of its network. The Altice Group currently has a network advantage in terms of download speed across a part of its cable service area across geographies (excluding the Dominican Republic and Portugal) and, specifically in Israel, where it is expected to continue offering faster speeds than its competitor's legacy technology and at par with it in areas where Altice has deployed FTTH. With the HFC, and following the PT Portugal Acquisition, FTTH technologies the Altice Group is expected to be well positioned for future technological developments making it possible to increase broadband internet download and upload speeds exceeding those offered by competing

technologies without making significant additional investments. In addition, through the mobile network owned by SFR and the PT Portugal Group, it is anticipated that the Altice Group will have one of the broadest and most advanced mobile networks in France and Portugal, respectively.

The Altice Group is a leading multiple-play provider of cable and/or FTTH based services in its markets with substantial cross-sell and up-sell opportunities in fixed, mobile and B2B.

Building on its technologically advanced networks and innovative offerings, the Altice Group has developed leading positions in its markets in multiple-play offerings by selling its differentiated pay television, high speed broadband internet, fixed line telephony and in most instances mobile telephony services as bundles. It is anticipated that the strength of its pay television, broadband internet and fixed telephony businesses and its ability to offer advanced mobile telephony services makes the Altice Group well positioned to increase penetration of multiple-play and premium packages. It is anticipated that continued focus on its bundling strategy and increasing its triple-play or, where possible, quadruple-play penetration will enable the Altice Group to grow its cable/FTTH-based services ARPU. The demand for high speed internet, fixed mobile convergence and high quality content together with opportunities provided by leveraging its networks as a result of the PT Portugal Acquisition, the 2014 SFR Acquisition and ODO Acquisition are key drivers of its cross-sell and up-sell strategy.

According to Ovum Research, worldwide subscribers for high-speed broadband internet are expected to increase at a 6.0% rate between 2013 and 2016. It is believed that the Altice Group is well positioned to capitalise on this trend as it offers download speeds of at least 100 Mbps to a majority of homes passed in the Altice Group's footprint (other than the portion of homes passed in France and the Overseas Territories that are currently not Docsis 3.0-enabled).

Pro Forma for the PT Portugal Acquisition, the Altice Group will have a fully integrated fixed mobile business in France, Portugal, Israel and the Overseas Territories. In France, through the acquisition of SFR's mobile network, the Altice France Group will be able to provide its customers with access to one of the most advanced 4G mobile offers in the market, offering significant increases in speed and benefits in terms of latency. Following the PT Portugal Acquisition, the Altice Group believes that it will be well positioned to benefit from convergence between fixed and mobile service offerings in Portugal by leveraging the PT Portugal Group's high-speed fiber-based fixed network and 4G mobile network. The PT Portugal Group currently provides innovative triple-play and quadruple-play bundles through the MEO brand and, it is believed, there are significant cross selling opportunities through increased penetration of converged services. The Altice Group owns and operates a 3G mobile network in Israel and in the French Overseas Territories which, in each case, benefit from synergies with its cable networks, whereas in Belgium the Altice Group complements its fixed-line products with mobile offerings through an MVNO arrangement.

The Altice Group has a premium, high quality content offering in all of its markets. Altice France Group believes it will be able to offer its customers significant advantages in terms of content. Altice has direct long-term relationships with the major content providers and television channel suppliers, and is currently the only broadband internet provider contractually able to offer premium content in a single-bill bundle (shared exclusively with CanalSat). In Portugal, the PT Portugal Group offers a high quality content package through more than 220 channels and a leading VOD library. In Israel, the Altice Group co-develops and co-owns high quality original local content together with local producers and broadcasts

it on its proprietary channels. It is believed that the high quality proprietary local content, along with high quality local content the Altice Group purchases and its distinctive brand enables it to attract new and retain existing, subscribers to its cable based services.

In the Dominican Republic, the aim is to increase revenues by cross-selling Tricom's high-speed broadband internet and pay television offerings to ODO's existing customers and ODO's mobile services to Tricom's customers in addition to offering new services that utilise both companies' product sets and networks. The Altice Group also has an opportunity to upsell ODO's DSL customers to Tricom's cable network.

The Altice Group benefits from strong EBITDA margin and scalable capital expenditures translating into strong organic cash flow.

On a historical consolidated basis, the Adjusted EBITDA as a percentage of revenues increased from 38.0% in fiscal year ended 31 December 2011 to 45.7% in the nine months ended 30 September 2014, primarily as a result of operational efficiencies implemented across the organisation in addition to acquisitions of higher margin businesses. The operational efficiencies have been complemented by efficient capital expenditure as, on a blended basis, 99% of its cable networks outside France (before giving effect to the PT Portugal Acquisition) and 67% of the cable networks in France are already upgraded to Docsis 3.0, making the cable based business's capital expenditures largely success driven, including network upgrades and customer acquisition related investments. The Company believes that the Altice Group will benefit from the well invested FTTH-based fixed network and 4G-LTE mobile network in Portugal, and consequently expects to further improve its cash flow conversion as a result of the PT Portugal Acquisition. It is expected that the increased scale will enable the Altice Group to further reduce operating expenses and capital expenditures through optimised purchasing. While the main network investment cycle in France has already been completed, the Altice Group will continue to upgrade the portions of the Altice Group's cable network where the Altice Group sees strong return on investment. Similar upgrades will be made to the cable networks in the French Overseas Territories of Guadeloupe and Martinique as well as in the Dominican Republic.

The Altice Group has a proven track record of making attractive acquisitions and of unlocking value through operational excellence.

The Altice Group's entrepreneurial culture and efficient decision making processes allows them to quickly react to changes in its operating environments and to seize business opportunities as they arise. A key driver of the success of the Altice Group is its ability to identify attractive acquisition targets and assess the associated potential for value creation, consummate the acquisitions on terms economically attractive to the Altice Group and consistently and timely implement best operational practices that drive the previously identified improvements to the profitability of acquired businesses. Historically the Altice Group has been able to acquire fixed and mobile networks operators in its existing footprint and in new attractive markets and create value through operational synergies. The Altice Group has expertise in operating cable operators in numerous countries and business environments, with consistent focus on fostering cash-flow growth. In the acquired businesses, the Company has been successful at optimising costs, capital expenditures, internal processes and outsourcing certain functions while preserving and enhancing the quality of service it provides to its subscribers.

The Altice Group has an experienced management team with a long term industry track record.

The business is managed by combining the expertise of the Altice S.A. senior management team with the local expertise of the managers of its operating subsidiaries who have significant experience managing day-to-day operations at cable and telecommunications companies. The Company is supported by an entrepreneurial shareholder and executive chairman of the Board, Patrick Drahi, founder of Altice S.A., with twenty years of experience owning and managing cable and telecommunications companies globally. Furthermore, the Altice Group has an experienced management team with a proven track record of delivering integration and synergy.

The Altice Group is one of the leading cable-based communications groups benefitting from significant scale.

The Altice Group is one of the largest cable groups in the world outside of North America. After giving effect to the PT Portugal Acquisition, the 2014 SFR Acquisition and the ODO Acquisition, the Altice Group had €15,812.0 million of Pro Forma revenues and €5,553.5 million of Pro Forma Adjusted EBITDA (including certain expected aggregated synergies and cost savings from the SFR, the Numericable Group, PT Portugal, and ODO acquisitions) for the LTM ended 30 September 2014. In the same period, Pro Forma cash capital expenditures have been made of €2,778.7 million, resulting in a Pro Forma Adjusted EBITDA less Pro Forma cash capital expenditures balance of €2,774.8 million. The Altice Group benefits from significant scale with 14.6 million cable/FTTH/DSL RGUs and 26.9 million mobile customers, after giving effect to the PT Portugal Acquisition, the 2014 SFR Acquisition and the ODO Acquisition. This scale allows the Altice Group to realise operational performance improvements, target operating margin increases and organic cash flow growth by sharing best practices across the regions and implementing group synergies.

The Altice Group enjoys leading positions in the pay television and broadband internet markets in its service areas which have favourable dynamics for cable and fiber operators.

After giving effect to the PT Portugal Acquisition and the 2014 SFR Acquisition, the Altice Group is the largest or second largest cable/FTTH pay television operator and broadband internet services provider in its service areas. In a significant majority of the Altice Group's footprint outside of Portugal, the Altice Group is the sole cable operator. The Altice Group is located in markets that have a number of attractive trends for cable and mobile operators. In France, the Altice Group is the leading provider of very-high-speed (defined as speeds over 30 Mbps) internet services to residential customers, a nascent but growing market, as it leverages one of the most extensive last mile HFC and FTTH networks in Europe, and the Altice Group is also the second largest mobile operator by number of subscribers. Cabovisao's network passes approximately 910,000 homes in Portugal through cable (with approximately 36% overbuild of the PT Portugal Group's FTTH network) and is 99% DOCSIS 3.0-enabled. The PT Portugal Group's mobile network in Portugal is already upgraded to 4G-LTE and currently covers 95% of the population allowing speeds up to 150 Mbps, in addition to nationwide 3G and 2G networks. In Israel, the Altice Group is the leading cable operator with the number one market position in pay television and number two position in broadband internet and the Altice Group benefits from nationwide cable network coverage, a unique feature in the cable sector, which is believed to provide the Altice Group with significant penetration upside potential.

All of the countries in which the Altice Group currently operates have historically had high consumption of television and high pay television penetration combined with a relatively weak free-to-air television proposition. Broadband internet penetration in the Altice Group's

footprint, and in particular in France, Israel, Belgium and Luxembourg, also compares favourably with most other West European markets.

8.6 Objectives and strategy

8.6.1 Objectives

According to the Company's Articles, its objectives are the acquisition of participations, in Luxembourg or abroad, in any company or enterprise in any form whatsoever, and the management, development and sale of those participations. The Company may in particular acquire and sell, by subscription, purchase and exchange or in any other manner, any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and, more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company or enterprise. Further, it may invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

The Company may borrow in any form. The Company may issue notes, bonds and any kind of debt and equity securities. It may issue convertible funding instruments and warrants. The Company may lend funds, including, without limitation, the proceeds of any borrowings to its subsidiaries and affiliated companies. It may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over some or all of its assets to guarantee its own obligations and those of any other company, subsidiary or affiliate, and, generally, for its own benefit and that of any other company or person. The Company may issue warrants or any other instrument which allows the holder of such instrument to subscribe for Shares. For the avoidance of doubt, the Company may not carry out any regulated financial sector activities without having obtained the requisite authorisation.

The Company may use any techniques, legal means and instruments to manage its investments efficiently and protect itself against credit risks, currency exchange exposure, interest rate risks and other risks.

The Company may carry out any commercial, financial or industrial operation and any transaction with respect to real estate or movable property, which directly or indirectly, favours or relates to its corporate object (including without limitation the performance of any kind of services to its subsidiaries).

8.6.2 Strategy

The key components of the Altice Group's strategy are to:

Grow operating margins and cash flow by leveraging its operational expertise and group synergies.

The Altice Group has a successful track record of improving the performance of cable and telecommunication operators across geographies. It is expected to continue to grow its operating margins by focusing on cost optimisation and increasing economies of scale and operational synergies as the Altice Group develops. In addition, it also aims to reduce churn by continuously improving its service quality, bundling and subscriber satisfaction, which it expects to drive growth in its operating margin. Furthermore, the Company targets further economies of scale in capital expenditures as the Altice Group expands and its bargaining power increases. In addition, the Company believes in-market consolidation opportunities and related synergies will continue to drive its profitability and cash-flow expansion. For example, it is anticipated that its recent acquisition of SFR in France, the acquisitions of cable and mobile operators, Tricom and ODO, in the Dominican Republic, and the

acquisition of PT Portugal following the completion of the PT Portugal Acquisition will be complementary to its existing cable operations in these geographies and allows the Altice Group to generate synergies. In France, it expects the 2014 SFR Acquisition (as defined below) will create opportunities to realise both cost and capital expenditure synergies in various areas including network, B2C, B2B, and operations. In Portugal, it expects that the PT Portugal Acquisition will result in the realisation of operational synergies in the following areas: telecommunication, equipment procurement, content procurement, maintenance spend, customer care, IT, workflow processes, marketing and product offering. In addition, the high-quality, fiber based network the Altice Group will acquire as part of the PT Portugal Acquisition could reduce the need for fiber roll-out expenditures currently planned by Altice Portugal S.A.

The Altice Group has an experienced management with a proven integration and synergy delivery track record.

Leverage the Altice Group's networks to address new growth opportunities including B2B and mobility.

The Altice Group's dense cable/FTTH network infrastructures supported by fiber backbones will position it ideally to service new demand from corporate customers and to benefit from the convergence of fixed-mobile usage without significant capital investment. The aim is to leverage its well-invested infrastructures to offer tailored data solutions and capture profitable growth in these markets, thereby maximising the return on its network assets. As the B2B telecommunications market shifts to next generation services, including IP VPN, hosting or cloud services, which are more bandwidth-intensive and complex, the Altice Group will look to expand opportunistically in the B2B businesses, which offer important economies of scale and synergies with its B2C operations. The Altice Group plans to continue to expand its presence in the B2B segment in France as a result of the 2014 SFR Acquisition by providing next generation services which require high bandwidth, and offer potential for higher margins. It intends to capitalise on the combination of its modern cable network and expertise in critical network architecture to grow its customer base and increase its offering of higher margin data products in France. The Altice Group targets increasing its market share in the B2B segment from approximately 20% (according to its internal estimates) by strategically redeploying its sales force in order to fully address all B2B market sub-segments. In addition, as mobile internet traffic is expected to grow at an average 68% growth rate between 2012 and 2017 (according to a Cisco VNI 2013 study) primarily driven by development of smart devices supporting multiple wireless technologies, it is believed that its high capacity backbone will be a differentiating factor as it enables it to offer a compelling backhaul offload offering to MNOs. The Altice Group is the second leading mobile operator in France with 22.5 million subscribers as of 31 March 2015. This will enable the Altice France Group to drive growth by leading the French market in quadruple play, convergence and innovation, supported by the power of the SFR brand and its multi-channel presence.

In Portugal, the Altice Group benefits from a leading enterprise telecom infrastructure (including one of the largest data centres in the world) and strong customer relationships, as well as from the PT Portugal Group's number one mobile telecom position with its 4G mobile network and superior scale as a mobile operator and it can further grow this business by leveraging know-how between its Portuguese businesses and implementing best practices from the broader Altice Group.

Generate value through disciplined acquisition strategy and proven integration capabilities.

The Altice Group deploys capital opportunistically across its portfolio through value enhancing acquisitions with the aim of generating strong cash flow and operational synergies in the cable and telecommunication sector. The Altice Group targets operators with what it believes to be quality networks in attractive markets from an economic, competitive and regulatory standpoint and seek to create value at the acquired businesses by implementing operational improvements and leveraging economies of scale, as well as pursuing in-market consolidation and attractive diversification with FTTH, B2B, DSL and mobile add-on opportunities. Its acquisition strategy also benefits from its flexible capital structure, which features no material near term maturities and allows the Altice Group to make investments. The terms of the agreements governing its debt have historically allowed the Altice Group to execute its acquisition strategy enabling it to be agile and opportunistic in a fast evolving environment. The Altice Group has a strong track record of integrating acquired businesses having completed over ten transactions in the last three years. The PT Portugal Acquisition represents a further meaningful extension of this strategy and it is anticipated that this will enable the Altice Group to realise value through significant expected operational synergies.

8.7 Dividend policy

The Company has not paid any dividends since the IPO and does not expect to pay dividends for the financial year ending 31 December 2015. In future years, the Company intends to assess the relevance of paying dividends in light of its strategy to prioritise value-enhancing acquisitions. Within this framework, the Company will at times consider returning capital to Shareholders through ordinary and exceptional dividend as well as shares buy-back if deemed adequate on the basis of its review of the opportunity set for acquisitions. Reference is made to Section 8.8.1 (*Share buy back programme*).

Under the existing debt obligations of the Company and its material subsidiaries there are certain limitations and ratio tests in relation to dividend payments which require compliance by the applicable entity, as indicated below:

<u>The Company</u>

2014 Senior Notes

For limitations on the payment of dividends and the related ratio test under the (i) $2,900 million aggregate principal amount of $7^{3}/_{4}$% senior notes due 2022 denominated in U.S. dollars and (ii) €2,075 million aggregate principal amount of $7^{1}/_{4}$% senior notes due 2022 of the Company, reference is made to page 605 of the January Shareholder Report.

The 2014 RCF

The revolving credit facility dated 8 May 2014, with, amongst others, the Company as borrower, the original lenders party thereto, the mandated lead arrangers party thereto, Deutsche Bank AG, London Branch, as facility agent and Deutsche Bank AG, London Branch, as security agent, mirrors the limitations of the 2014 Senior Notes.

2015 Senior Notes

The (i) $1.48 billion aggregate principal amount of $7^{5}/_{8}$% Senior Notes due 2025 and the (ii) €750 million aggregate principal amount of $6^{1}/_{4}$% Senior Notes due 2025, issued by the Company, mirror the limitations of the 2014 Senior Notes.

<u>Altice International</u>

2012 Senior Secured Notes

For Limitations on dividend payments and the related ratio test under the (i) $460 million aggregate principal amount of $7^{7}/_{8}$% senior secured notes due 2019 and (ii) €210 million aggregate principal amount of 8% senior secured notes due 2019 of Altice Financing S.A., reference is made to page 572 of the January Shareholder Report.

2012 Senior Secured Notes

For limitations on dividend payments and the related ratio test under the $425 million aggregate principal amount of $9^{7}/_{8}$% senior notes due 2020 of Altice Finco S.A., reference is made to page 574 of the January Shareholder Report.

2013 Euro Senior Notes

For limitations on dividend payments and the related ratio test under the €250 million aggregate principal amount of 9% senior notes due 2023 of Altice Finco S.A., reference is made to page 574 of the January Shareholder Report.

2013 Senior Secured Notes

For limitations on dividend payments and the related ratio test under the (i) $900 million aggregate principal amount of $6^{1}/_{2}$% senior secured notes due 2022 and (ii) €300 million aggregate principal amount of $6^{1}/_{2}$% senior secured notes due 2022 of Altice Financing S.A., reference is made to page 576 of the January Shareholder Report.

2013 Dollar Senior Notes

For limitations on dividend payments and the related ratio test under the $400 million aggregate principal amount of $8^{1}/_{8}$ senior notes due 2022 of Altice Finco S.A., reference is made to page 577 of the January Shareholder Report.

2015 Senior Secured Notes

For limitations on dividend payments and the related ratio test under the (i) $2,060 million aggregate principal amount of $6^{5}/_{8}$% senior secured notes due 2023 and (ii) €500 million aggregate principal amount of $5^{1}/_{4}$% senior secured notes due 2023 of Altice Financing S.A., reference is made to page 578 of the of the January Shareholder Report.

2015 Senior Notes

For limitations on dividend payments and the related ratio test under the $385 million aggregate principal amount of 2025 of Altice Finco S.A., reference is made to page 580 of the of the January Shareholder Report.

2013 Term Loan

For limitations on dividend payments and related ratio test under the term loan credit agreement dated 24 June 2013, as amended, restated, supplemented or otherwise modified from time to time, between, *inter alios*, Altice Financing S.A., as borrower and the persons listed in Schedule 2.01 thereto as lenders, Goldman Sachs Lending Partners LLC as the Administrative Agent and Citibank, N.A., London Branch as Security Agent, reference is made to page 581 of the January Shareholder Report.

2015 Term Loan

For limitation on dividend payments and the related ratio test under the term loan credit agreement dated 30 January 2015 among, *inter alios*, the Altice Financing S.A., as borrower, the lenders from time to time party thereto and Deutsche Bank, A.G., London Branch and Deutsche Bank A.G., New York Branch as administrative agents and Citibank, N.A., London Branch as security agent, reference is made to page 583 of the January Shareholder Report.

2013 Guarantee Facility

The limitations on dividend payments and the related ratio test under the 2013 Guarantee Facility mirror the limitations of the 2012 Senior Secured Bonds.

2012 Altice Financing Revolving Credit Facility

The limitations on dividend payments and the related ratio test under the 2012 Altice Financing Revolving Credit Facility mirror the limitations of the 2012 Senior Secured Bonds.

2013 Altice Financing Revolving Credit Facility

The limitations on dividend payments and the related ratio test under the 2013 Altice Financing Revolving Credit Facility mirror the limitations of the 2012 Senior Secured Bonds.

2015 Super Senior RCF

The super senior revolving facility agreement, dated 30 January 2015 with, among others, Altice Financing, as original borrower and guarantor, certain lenders party thereto, Goldman Sachs Bank USA, J.P. Morgan Limited, Deutsche Bank AG, London Branch, Morgan Stanley Bank International Limited, Credit Suisse AG, London Branch, BNP Paribas Fortis SA/NV, Crédit Agricole Corporate and Investment Bank, Société Générale Corporate and Investment Bank, Nomura International plc, HSBC France and Citigroup Global Markets Limited as mandated lead arrangers, Citibank International Limited as facility agent and Citibank, N.A., London Branch as security agent, mirrors the limitations of the 2015 Senior Secured Bonds.

2014 Pari Passu RCF

The revolving facility agreement dated 9 December 2014, with, among others, Altice Financing S.A., as original borrower and guarantor, certain lenders party thereto, Morgan Stanley Bank International Limited, Deutsche Bank AG, London Branch, Goldman Sachs Bank USA, J.P. Morgan Limited, Credit Suisse AG, London Branch, BNP Paribas Fortis SA/NV, Crédit Agricole Corporate and Investment Bank, Barclays Bank plc and ING Bank France as mandated lead arrangers, Citibank International Limited as facility agent and Citibank, N.A., London Branch as security agent (as amended and restated on 10 December 2014), mirrors the limitations under the 2015 Senior Secured bonds.

Numericable

2014 NC TLB

For limitations on dividend payments and the related ratio test under the term loan credit facility dated 8 May 2014, Numericable, Ypso and Numericable U.S. LLC as borrowers, certain lenders party thereto and Deutsche Bank AG, London Branch as the Administrative Agent and as the security agent, reference is made to page 599 of the January Shareholder Report.

2014 NC Senior Secured Notes

For limitations on dividend payments and the related ratio test under the (i) $2,400 million aggregate principal amount of $4^{7}/_{8}$% senior secured Notes due 2019, (ii) $4,000 million aggregate principal amount of 6% senior secured notes due 2022, (iii) €1,000 million aggregate principal amount of $5^{3}/_{8}$% Senior Secured Notes due 2022, (iv) $1,375 million aggregate principal amount of $6^{1}/_{4}$% senior secured notes due 2024, and (v) €1,250 million aggregate principal amount of $5^{5}/_{8}$% senior secured notes due 2024, of Numericable, reference is made to page 601 of the January Shareholder Report.

2014 NC RCF

The revolving credit facilities agreement dated 8 May 2014, with, among others, Numericable, as borrower, the original lenders party thereto, the mandated lead arrangers party thereto, Deutsche Bank AG, London Branch as facility agent and as security agent, mirrors the limitations under the NC Senior Secured Bonds.

8.8 Recent developments

8.8.1 Planned issuance of Shares

It is expected that 353,982 Shares (the **Earn-Out Shares**) are issued to certain board members of OMT Invest S.A.S. prior to the record date of the Merger Approval General Meeting.

It is, furthermore, expected that up to 40,000 Shares will be issued to new managers of the Altice Group under the investment plan prior to the record date of the Merger Approval General Meeting. Reference is made to Section 8.9.6 (*Board and senior management compensation policy*).

8.8.2 Offer for Bouygues Telecom

On 22 June 2015 the Company announced that it has made an offer to acquire Bouygues Telecom through Numericable. On 23 June 2015 the press reported that the offer was rejected by Bouygues Telecom.

8.8.3 Chairman has agreed to acquire additional Shares

On 16 June 2015, the Company announced that Chairman Patrick Drahi has agreed to acquire 99,985 Shares from Patrice Giami. The transaction is expected to close on 6 July 2015.

8.8.4 Share buy back programme

On 1 June 2015, the General Meeting authorised the Board to acquire Shares representing a maximum amount of €1,000,000,000 for a period of three years or until the date of its renewal by a resolution of the General Meeting at a purchase price per Share that shall not exceed 120% of the last trading price of the Shares at the time of each such acquisition.

8.8.5 Cequel Acquisition

On 20 May 2015, the Company announced that it has signed a definitive agreement to acquire 70% of the share capital in Cequel, which does business as Suddenlink, from existing shareholders. Cequel is the 7th largest US cable operator with 1.5 million residential and 90,000 business customers. With operations primarily focused in Texas, West Virginia, Louisiana, Arkansas and Arizona, Cequel is present in attractive growth markets for both residential and business services. In 2014, Cequel generated $2.33 billion in revenue and over $887.1 million in adjusted EBITDA with a balanced revenue mix between residential video, broadband, telephony and business services.

The transaction is expected to close in the fourth quarter of 2015 once applicable regulatory approvals have been obtained.

8.8.6 Altice S.A. and Numericable acquire Vivendi's 20% stake in Numericable

Altice S.A. and Numericable announced on 6 May 2015 that they, together, acquired Vivendi's 20% stake in Numericable on 6 May 2015, for a price of €40 per share. The board of directors of Numericable has decided that the entirety of the 10% stake of shares being repurchased by Numericable is to be cancelled.

The remaining 10% stake in Numericable held by Vivendi has been acquired by Altice S.A.'s wholly-owned subsidiary, Altice France Bis S.à r.l. at the same time, with a payment to be made no later than 7 April 2016 and subject to an interest of 3.8% per annum. The payment by Altice France Bis S.à r.l. of approximately €1.948 billion plus interest of 3.8% per annum has been secured by a bank guarantee.

As a result of this transaction, the shareholders' agreement and the call option agreements entered into between the Company and Vivendi in connection with the acquisition of SFR have been terminated. Altice S.A. now holds, directly and indirectly, approximately 70.4% of the share capital and voting rights of Numericable (*i.e.* 78% excluding treasury shares held by Numericable).

8.8.7 The Company's CEO agrees to acquire additional Shares

The Company has announced that More ATC, an entity controlled by the CEO Dexter Goei, has agreed to acquire 70,000 ordinary shares in the capital of the Company from Penta Limited. The sale and purchase agreement was signed on 25 April 2015 and the transaction closed on 12 June 2015.

8.8.8 Network sharing agreement between HOT Mobile Ltd and Partner Communication Ltd

On 21 April 2015, the Company announced that the Israeli Ministry of Communication has authorised the agreement between the Company's subsidiary, HOT Mobile Ltd, and Partner Communication Ltd, the second mobile player in Israel under the Orange brand, whereby HOT Mobile Ltd and Partner Communication Ltd will be able to merge their 3G/4G radio networks and deploy the most advanced active network sharing technology allowing for better coverage and quality of service to subscribers.

8.8.9 Acquisition of PT Portugal

On 20 April 2015, the Company announced that the European Commission has authorised the proposed acquisition of the Portuguese telecommunications operator PT Portugal under the EU Merger Regulation. The PT Portugal Acquisition closed on 2 June 2015.

8.9 Governance structure

8.9.1 The Board

As at the date of this Information Memorandum, the Company is managed by the Board, consisting of four Executive and two Non-Executive Members. Two of the six members of the fully constituted Board are independent and the remaining four members (including Patrick Drahi) are non-independent. The Company's Articles provide that the Board must be composed of a minimum of three and a maximum of ten members. The majority of the Directors shall at all times be Executive Directors.

The members the Board as of the date hereof are set forth below. The Executive Directors specified below are non-independent members of the Board and, except for Jérémie Bonnin, were all appointed on 6 January 2014. Jérémie Bonnin was appointed as a Director on 3 January 2014.

The Non-Executive Directors specified below are the independent members of the Board. Scott Matlock was appointed on 16 January 2014 and his term expires at the General Meeting approving the annual accounts for the Company's financial year ending 31 December 2016. Jean-Luc Allavena was appointed on 10 September 2014 and his term expires at the General Meeting approving the annual accounts for the Company's financial year ending 31 December 2017.

Name	Position	(Non)-Independent	Term expires	Term	Age
Patrick Drahi	Executive Chairman	Non-Independent	January 2019	5 years	51
Dexter Goei	Chief Executive Officer	Non-Independent	January 2019	5 years	43
Dennis Okhuijsen	Chief Financial Officer	Non-Independent	January 2018	4 years	45
Jérémie Bonnin	General Secretary	Non-Independent	January 2018	4 years	40
Scott Matlock	Non-Executive Director	Independent	June 2017	3 years	49
Jean-Luc Allavena	Non-Executive Director	Independent	June 2018	3 years	52

The business address of each Director is: 3, Boulevard Royal, L-2449 Luxembourg.

8.9.2 Resumes of the members of the Board

Patrick Drahi, Executive Chairman

Patrick Drahi began his professional career with the Philips Group in 1988 where he was in charge of international marketing (UK, Ireland, Scandinavia, Asia) in satellite and cable TV (DTH, CATV, MMDS). In 1991, Patrick joined the US/Scandinavian group Kinnevik-Millisat, where he was in charge of the development of private cable networks in Spain and France and was involved in the launch of commercial TV stations in Eastern Europe. In 1993, Patrick Drahi founded CMA, a consulting firm specialised in telecommunications and media, which was awarded a mandate from BCTV for the implementation of Beijing's full service cable network. In addition, Patrick founded two cable companies, Sud Câble Services (1994) and Médiaréseaux (1995), where he was involved in several buy-outs. When Médiaréseaux was taken over by UPC at the end of 1999, Patrick Drahi advised UPC on its M&A activities until mid-2000. He then started Altice S.A. in 2002. Patrick Drahi graduated from the *Ecole Polytechnique and Ecole Nationale Supérieure de Télécommunications de Paris* (post graduate degree in Optics and Electronics) in 1986.

Dexter Goei, Chief Executive Officer

Dexter Goei joined Altice S.A. in 2009, after working for fifteen years in investment banking. Dexter began his investment banking career with JP Morgan and joined Morgan Stanley in 1999 working in their Media & Communications Group. Over the years, Dexter has worked across all segments of the media industry in the US and EMEA region covering primarily cable, pay-TV, broadcasting, internet, content and gaming companies eventually becoming Co-Head of Morgan Stanley's European TMT Group. Dexter is a graduate of Georgetown University's School of Foreign Service with *cum laude* honours.

Dennis Okhuijsen, Chief Financial Officer

Dennis Okhuijsen joined as the CFO of the Altice Group in September 2012. Before joining Altice S.A., he was the Treasurer for Liberty Global. From 1993-1996, he was a senior accountant at Arthur Andersen. He joined UPC in 1996 where he was responsible for accounting, treasury and investor relations up to 2005 before joining Liberty Global. In his previous capacities, he was also responsible for financial risk management, treasury and operational financing. Dennis holds a Master of Business Economics from Erasmus University, Rotterdam.

Jérémie Bonnin, General Secretary

Jérémie Bonnin joined Altice S.A. in May 2005 as Corporate Finance director. Before joining Altice S.A., he was a Manager in the Transaction Services department at KPMG which he joined in 1998. At KPMG, he led several due diligence projects with a significant focus in the telecom area. Since his appointment at Altice S.A., he has been involved in all of Altice S.A.'s acquisitions which have increased its footprint (in France, Belgium, Luxembourg, Switzerland, Israel, the French Overseas Territories and the Dominican Republic). He has a long track record of successful cross-border transactions and in financial management in the telecom sector. As General Secretary, he also focuses on the implementation of consistent operating policies and corporate structure across the Altice Group, where he holds various board positions. Jérémie received his engineering degree from the *Institut d'Informatique d'Entreprise* in France in 1998. He also graduated from the DECF in France, equivalent to the CPA.

Scott Matlock, Independent Non-Executive Director

Scott Matlock is a partner at PJT Partners, an independent investment bank. PJT Partners recently agreed to merge with the M&A advisory, restructuring advisory and fund placement advisory businesses of The Blackstone Group in order to form a new investment bank which will be independent of Blackstone. Prior to joining PJT Partners, he worked at Morgan Stanley&Co., where he was an investment banker for 25 years. He was the Global Head of Media and Communications M&A from 2005 to 2008, the Chairman of Asia M&A (including Australia, India and Japan) from 2008 through to 2010, and the Chairman of International M&A from 2010 to 2014. Scott started his career at Morgan Stanley focused on transportation, industrial and technology companies. In 1997, he switched his focus to the media and communications sectors. When he moved to London in 2002, he became the Head of European Media Coverage and then the Co-Head of European Media and Communications Coverage for the firm. Scott was responsible for some of Morgan Stanley's most important clients and transactions in the media and communication sectors. Sectors on which he has been particularly focused have included cable, mobile/cellular, satellite and broadcast. Scott graduated from the University of California, Berkeley in 1988.

Jean-Luc Allavena, Independent Non-Executive Director

Jean-Luc Allavena was elected as the Chairman of the Board of the French-American Foundation—France in December 2010. He was selected as a "Young Leader" of the French-American Foundation in 2001 and has served as a member of the Board since 2008. Jean-Luc is a Partner in the investment fund Apollo Management. Jean-Luc graduated from the *Hautes études commerciales* (HEC Paris) in the class of 1986. He began his career at the Paribas Bank (1986-88), then at Lyonnaise des Eaux (1989-1992). He then went on to serve as Assistant General Manager of the group Techpack International (Pechiney-LBO France) from 1996 to 2000, and then served as CFO from 1992 to 1996. From 2000 to 2005, he was the Executive Vice-President of the Group Lagardère Media. At the same time, he was the acting administrator of Lagardère Active as well as the three other branches of the group: Hachette Livre, Hachette Filipacchi Médias, and Hachette Distribution Services.

A native of Monaco, Jean-Luc served as the Chief of Staff to Prince Albert II of Monaco from 2005 to 2006. In 2007, he joined Apollo Management in London, where he is responsible for the fund's investments in France. He engineered the purchase of Alcan Engineered Products by Apollo and the French Strategic Investment Fund. Jean-Luc is involved in a number of organisations. He serves on the international advisory board of HEC and served as Chairman of the HEC Alumni Association from 2001 to 2003 and the HEC Foundation from 2003 to 2005. He is currently honorary Chairman of both groups. Jean- Luc has sat on

the board of the French Association of Capital Investors (AFIC) since 2009, and the Jacques Rougerie Foundation, under the patronage of the Institute of France, since 2010.

8.9.3 Senior management

In addition to the executive members of the Board, the following officer is key for the Altice Group in view of his expertise and experience.

Name	Position
Patrice Giami	Chief Operations Officer of Altice International

The business address of Patrice Giami is: 3, Boulevard Royal, L-2449 Luxembourg.

Please note that the term senior management or senior manager used elsewhere in this Information Memorandum also includes certain other persons of the Altice Group.

8.9.4 Resume of Patrice Giami

Patrice Giami was an entrepreneur in the internet and telecom industry for 15 years before joining Altice in 2010. Patrice is a graduate of the Polytechnique School of Paris and the French National Telecom Engineering School. He began his career in the sector in Havas Group in 1995 where, as COO, he took part in the launching of the French ISP HAVAS ON LINE (HOL) until the sale of HOL to AOL in December 1997. In 1998, Patrice partnered with Jean-Luc Nahon and Christophe Bach to develop a French wholesale ISP, named ISDNET, which was acquired by Cable & Wireless at the end of 1999. Following the sale of ISDNET, he founded, with the same partners, IPERGY a Brussels-based venture specialised in Data Center and Colocation Services. After the acquisition of IPERGY by Cable & Wireless in 2000, Patrice was for a few months the Deputy Executive Manager of Cable & Wireless France after which he partnered again with Christophe Bach to create B3G, a French telecom operator specialized in voice trading, VoIP and IP Centrex which targeted the wholesale and SME markets. IPERGY was acquired by COMPLETEL, a subsidiary of Altice, in 2009. Patrice stayed on with Altice and relocated to Tel Aviv in mid-2010 to work as one of the senior executives managing Altice operations in Israel and in other Altice territories. Patrice became COO of Altice in 2014.

8.9.5 Board committees

The Board has two committees: the Audit Committee and the Remuneration Committee. The Audit Committee and the Remuneration Committee may seek assistance from external experts for the fulfilment of its respective duties.

Audit Committee

The Audit Committee has been established to:

(i) supervise the activities of the Executive Directors with respect to:

- the operation of the internal risk management and control systems, including supervision of the enforcement of relevant primary and secondary legislation, and supervising the operation of codes of conduct;
- the provision of financial information by the Company (including choice of accounting policies, application and assessment of the effects of new rules, information about the handling of estimated items in the financial statements, forecasts, work of internal and external auditors);
- compliance with recommendations and observations of the internal audit function and external auditors;

- the role and functioning of the internal audit function;
- the policy of the Company on tax planning;
- relations with the external auditor, including, in particular, its independence and remuneration as well as the performance of any non-audit services of the external auditor for the Company;
- the financing of the Company; and
- the applications of information and communication technology;

(ii) regularly examine the effectiveness of the financial reporting, internal control and risk management system adopted by the Company;

(iii) ensure that audits carried out and the subsequent audit reports comply with the audit plan approved by the Board and/or the Audit Committee; and

(iv) present all material findings and recommendations to the Board for consideration.

The Audit Committee presents recommendations and reports on which the Board may base its decisions and actions. However, all members of the Board have the same responsibility for all decisions made, irrespective of whether the issue in question has been reviewed by such a committee or not.

The responsibilities of the Audit Committee are defined in the Audit Committee Regulations which have been approved by the Board. All decisions by the committee must be taken by unanimous vote.

The Audit Committee will regularly evaluate its own effectiveness as a collective body and makes recommendations to the Board for the necessary adjustments in its internal regulations.

The Audit Committee shall consist of at least two and no more than three non-executive members of the Board. All members of the Audit Committee shall be independent. The Audit Committee shall at all times be chaired by an independent Non-Executive Director designated by the Board. The Audit Committee will meet as frequently as necessary to ensure effective operation of the Audit Committee; as a minimum at least four times per year.

Remuneration Committee

The Board has established the Remuneration Committee to, in particular:

(i) make recommendations to the Board on the remuneration policy of the Executive Directors;

(ii) prepare the remuneration report that the Board will incorporate into the corporate governance statement in the Company's annual report and to present the remuneration report at the Company's annual General Meeting;

(iii) meet annually with the CEO of the Board to discuss the functioning and performance of the Executive Directors, with a view to setting the variable remuneration;

(iv) present all material findings and recommendations to the Board for consideration;

(v) check its operation and efficiency each year and provide the Board with clear regular information about the discharge of its functions. It shall inform the Board about any areas in which the Remuneration Committee considers action or improvement to be necessary. The Remuneration Committee shall prepare recommendations concerning the necessary steps to be taken.

The CEO shall participate in the meetings of the Remuneration Committee when it deals with the remuneration of members of the executive management (other than the CEO).

The Remuneration Committee shall consist of two and not more than three Non-Executive Directors. The members of the Remuneration Committee have the requisite expertise in the area of remuneration policy to fulfil the Remuneration Committee's role effectively. The Remuneration Committee shall at all times be chaired by an independent Non-Executive Director designated by the Board.

8.9.6 Board and senior management compensation policy

Remuneration policy

The Directors consider that the Company's remuneration policy as duly adopted will enable the Company to attract, motivate and retain candidates with the knowledge, expertise and experience required for each specific role. The policy for Executive Directors is firmly based around a principle of pay-for-performance, with an appropriate proportion of the overall package being delivered through variable pay elements linked to performance over the short and long term.

The level and structure of compensation of the members of the Board, comprising Non-Executive Directors and Executive Directors, reflects the requirements and responsibilities of the relevant member's position.

The remuneration of Non-Executive Directors is based on a fixed annual fee. This fee is currently set at €60,000 per annum per Non-Executive Director with further fixed fees payable to reflect additional responsibilities and time commitment, such as membership and chairmanship of Board committees. Each of the Non-Executive Directors appointed as member of the Audit Committee is entitled to receive a fixed annual fee of €20.000 in respect of such membership and each of the Non-Executive Directors appointed as member of the Remuneration Committee is entitled to receive a fixed annual fee of €5,000 in respect of such membership. In addition, the chairman of each of the Audit Committee and Remuneration Committee of the Company currently receives additional fees of €20,000 and €10,000 per annum, respectively.

The remuneration package for the Executive Directors is composed of a fixed and variable component. The remuneration package aims at promoting the long-term sustainability of the Altice Group and ensures that the remuneration is appropriately weighted towards performance based elements. The remuneration of the Board requires approval by the General Meeting.

Patrick Drahi has agreed that he will not receive any remuneration for his role as Chairman.

Elements of fixed pay, comprising salary and benefits are set at appropriate levels taking into account various factors such as the nature of the role, the experience and performance of the individual, and local and sector market practice amongst peers of a similar size and scope to the Altice Group. Fixed pay elements are normally reviewed annually to ensure they remain competitive.

Variable pay elements are intended to motivate management towards the achievement of group-wide and personal objectives which ultimately promote delivery of the corporate strategy and the creation of shareholder value. The form and structure of variable pay elements are reviewed at regular intervals to ensure they continue to support the objectives of the Altice Group and its shareholders. Further details regarding each of the variable pay elements are provided below.

Members of the Board and any committee are entitled to repayment by the Altice Group of all such reasonable expenses as they may properly incur in the performance of their duties.

Executive Directors' base compensation

The aggregate fixed basic remuneration payable by the Altice Group to the Executive Directors (excluding the Chairman) of the Company for services rendered to the Altice Group is €1.1 million per annum. The Executive Directors (excluding the Chairman) shall also be entitled to an aggregate annual discretionary bonus of up to €1.7 million.

Patrick Drahi has agreed he will not receive any remuneration for his role as Chairman.

Annual cash bonus

The Altice Group operates an annual performance related bonus plan for the senior management team and other key employees. Performance related bonuses will be calculated as a percentage of an employee's fixed annual salary. Different percentages will apply depending upon the employee's seniority. Performance related bonuses will be determined based upon the achievement of certain pre-determined KPIs based on Group, regional, divisional and individual performance, as appropriate. Performance related bonuses will be paid only if certain minimum performance thresholds are met.

Cash Compensation Plan

All members of the management team (excluding the Chairman) are eligible to participate in the Company's Cash Compensation Plan (the **CCP**). Under the CCP, a discretionary pool is created annually, based upon the Company's performance for the particular financial year against pre-determined stretching financial targets.

The extent to which on-target performance is achieved, is determined by the Remuneration Committee once the Company's results have been published for the particular financial year. The Chairman and the CEO, in conjunction with the Remuneration Committee, will allocate the pool between the eligible employees and payment of the cash amount is then normally made within two weeks of such determination.

Remuneration 2014

The following remuneration was paid with respect to 2014 to the individual Executive Directors and Non-Executive Directors:

Name	**Position**	**Fixed remuneration** *(in millions €)*	**Variable remuneration** *(in millions €)*	**Total remuneration** *(in millions €)*
Patrick Drahi	Executive Chairman	0	0	0
Dexter Goei	Chief Executive Officer	0.6	2.4	3.0
Dennis Okhuijsen	Chief Financial Officer	0.25	0.75	1.0
Jérémie Bonnin	General Secretary	0.25	0.75	1.0
Scott Matlock	Non-Executive Director	0.095	0	0.095
Jean-Luc Allavena	Non-Executive Director	0.028	0	0.028
Michel Combes	Non-Executive Director	0.105	0	0.105

The following remuneration was paid with respect to 2014 to Patrice Giami:

Name	Position	Fixed remuneration *(in millions €)*	Variable remuneration *(in millions €)*	Total remuneration *(in millions €)*
Patrice Giami	Chief Operations Officer	0.25	0.75	1.0

Stock Option Plan

Senior management and Executive Directors of the Company are eligible to participate in the Stock Option Plan (the **SOP**) at the discretion of the Remuneration Committee.

Members of the management team (including the Executive Directors) were granted options at the IPO to acquire Shares at the offer price, *i.e.* €28.25. These options will vest and become exercisable in tranches of 50%, 25% and 25% respectively, on the second, third and fourth anniversary of admission, for a period of seven years (or if earlier, ten years from the initial grant) after which time they will lapse. It is intended that no further options will be granted to participants who were granted options on admission until the last tranche of the initial options have vested, however options may be granted to new members of the management team. The prohibition applicable to participants who were granted options on admission to be granted other options until the fourth anniversary of the issue date must not be taken into account in the case of promotions.

Options with an aggregate value of up to €250 million were granted at the IPO with an exercise price equal to the offer price, *i.e.* €28.25 and further options with an aggregate value of up to €100 million were made available for new hires. Therefore, up to 6.9% of the Company's issued share capital was allocated to satisfy these option grants. Since 31 January 2014, the Company has granted options worth €10 million to a new hire.

A further tranche of options with an aggregate value of up to €100 million has been authorised by a resolution by the General Meeting held on 1 June 2015 for new hires and to promote employees and officers.

Claw back and malus will apply to options granted under the SOP, such that options may be adjusted or reduced (even to nil) prior to exercise, and any exercised options reimbursed to the Company, in circumstances in which the Remuneration Committee considers appropriate, including material misstatement of financial results, failure of risk management, reputational damage, fraud or negligence.

Participants who leave the Altice Group by reason of death, injury, ill-health or, for any other reason, if the Remuneration Committee so determines, will retain any vested options. Unvested options will vest on cessation, but will be prorated for time (unless the Remuneration Committee determines otherwise). Participants who leave the Altice Group for any other reason will forfeit any outstanding unexercised options, unless the Remuneration Committee determines otherwise. Unvested options will normally vest in full on a change of control of the Company.

Options will be settled in shares or, at the discretion of the Board, in cash.

Under the SOP, the Executive Directors were granted the following options with an aggregate value of up to €190 million on 31 January 2014 and with an exercise price equal to the offer price, *i.e.* €28.25 (except for Dennis Okhuijsen as indicated below):

SOP	Number of options granted	Grant date	Expiry date	Exercise Price *(In €)*
Patrick Drahi (through Next)	2,654,867	31 January 2014	31 January 2024	28.25
Dexter Goei	2,654,867	31 January 2014	31 January 2024	28.25
Dennis Okhuijsen	366,905	31 January 2015 See Note (1) below	31 January 2025	54.51
Jérémie Bonnin	707,964	31 January 2014	31 January 2024	28.25

(1) In March 2015, the Board, based on a recommendation by the Remuneration Committee, resolved to grant all €20 million worth of options allocated to Mr. Okhuijsen retroactively on 31 January 2015 with reference to the prevailing market price. These options will vest over four years as foreseen in the SOP.

SOP	Number of options granted	Grant date	Expiry date	Exercise Price *(In €)*
Patrice Giami	353,982	31 January 2014	31 January 2024	28.25
	341,180	30 September 2014	30 September 2024	29.31

Investment plan

At the IPO, the Board implemented an investment plan and authorised the Chairman and the CEO, acting together, to permit employees of the Altice Group to purchase Shares up to an aggregate amount of €20 million at the then prevailing market price or at a discount to such price provided that such employees were subject to the lock-up period of 365-days following 5 February 2014 that was agreed with the underwriting banks in connection with the IPO.

In addition, where the Company granted Shares to employees under this investment plan at a discount of 10% or more from the market price, the lock-up period will have to be in line with the vesting provisions in the SOP. If such Shares are granted at a discount of less than 10% (or with no discount) from the market price, the Chairman and the CEO, acting together, are entitled to establish a lock-up schedule in line with the vesting provisions of the SOP or another schedule as they deem equitable.

Since the implementation of the investment plan 171,309 Shares have been issued against the then prevailing market price, constituting an amount in aggregate of approximately €4,210,000.

8.9.7 Conflicts of interest

General conflicts

Where a Director has an interest that conflicts with the interests of the Company, the Director must report such conflict(s) to the Board and is to be excluded from deliberations and voting on the conflicted matter. If the conflicted Director is Patrick Drahi and Patrick Drahi is

appointed as Chairman, the Non-Executive Vice-Chairman shall act as chairman of the meeting and in the event of a tied-vote has a casting vote save where the conflict relates to the Warrant, the Warrant Shares or the Class B Shares, in which case the Executive Vice-Chairman will act as chairman and in the event of a tied-vote has a casting vote. The conflict is to be disclosed at the next General Meeting and in the next annual accounts of the Company.

Conflicts and related party transactions

The general conflicts procedures under Luxembourg law apply to all related party transactions. In addition to the previous paragraph, the conflicted Directors must not participate in deliberations concerning, and voting with respect to, the conflicted matter. The resulting Board must consider the transaction, and disclose to the next General Meeting material conflicts and related party transactions. An independent expert may be commissioned to opine to the Company that a transaction is entered into under normal market conditions.

If a related party commercial contract is an ordinary course arrangement that is to be entered into under normal market conditions and is the subject of arm's length negotiations then it is not deemed to give rise to a conflict of interest. However, the Company has established that, notwithstanding that a commercial contract is entered into under normal market conditions and is the subject of arm's length negotiations, in the event the value of the contract exceeds 1% of the Altice Group's revenue, such contract will be subject to a Board approval and the conflicted Director will not be entitled to participate in the deliberations or vote on the subject matter. Disclosure to the General Meeting is required where material.

There are no conflicts of interest between any duties to the Company of any member of the Board and their private interests and other duties.

Potential conflicts of interest relating to the Merger

The Company is aware of the fact that (i) Patrick Drahi, indirect founder of Altice S.A. and Executive Director, controls Next, the Company's controlling Shareholder, whose shareholding represents 58.5% of the Company's issued and outstanding share capital, (ii) the Shareholding Board Members hold Shares either in person or through their personal holdings (please see Section 8.9.12 (*Interest of Directors and senior management in Shares*) and (iii) Dennis Okhuijsen, Chief Financial Officer of the Company, has incorporated the Foundation.

Other than these circumstances, the Company is not aware of any other circumstance that may lead to a potential conflict of interest between the private interests or other duties of members of the Board and the private interests or other duties of members of the members of the Company's senior management vis-à-vis the Company. There is no family relationship between any members of the Board or senior management.

8.9.8 Corporate Opportunities

For so long as Next or any other entity controlled by Patrick Drahi owns more than 30% in aggregate of the share capital of the Company, Patrick Drahi must present all new opportunities that he believes are capable of execution and relating to a Relevant Opportunity (the **Corporate Opportunities**) to the Board. Patrick Drahi and any entity controlled by Patrick Drahi may, but without any obligation to do so, present opportunities other than Relevant Opportunities to the Board if Patrick Drahi and any such entity or entities think the opportunity is one which is in the interests of the Company or the Altice Group and the Shareholders as a whole. Patrick Drahi and any entity controlled by Patrick

Drahi must be clear as to their intention to pursue the Relevant Opportunity in personal capacity in the event the Company does not pursue the Relevant Opportunity.

Subject to the application of law relating to directors' conflicts of interest procedures, the full Board will consider the Corporate Opportunity having regard to the interests of the Company, the Altice Group and the Shareholders as a whole. If the Board decides against pursuit of the Corporate Opportunity, Patrick Drahi and any entity controlled by Patrick Drahi shall be entitled to pursue the Relevant Opportunity in a private capacity.

This obligation on Patrick Drahi and any entity controlled by Patrick Drahi with respect to the disclosure of Corporate Opportunities terminates upon Next's shareholding falling below 30% of the Company's issued ordinary share capital. Patrick Drahi and any entity controlled by Patrick Drahi were not obliged to present to the Company any opportunities and interests relating to assets held by Patrick Drahi and any such entity or entities outside of the Altice Group prior to the IPO.

8.9.9 Agreements among Shareholders

Next has entered into shareholders' agreements with each of the Shareholding Board Members, Patrice Giami, Penta Limited Partnership Incorporated, Lynor's S.à.r.l. and Valemi Corp S.A. (the **ASA Shareholders**) in which procedures for transfers of Shares by the relevant ASA Shareholder and a voting agreement have been laid down. Pursuant to the voting agreements the ASA Shareholders have to vote in favour of all items in the General Meeting proposed by Next for a period of thirty years. The ASA Shareholders must also give a proxy to Next to vote in the General Meeting (the **ASA Agreements**). The ASA Agreements are governed by Luxembourg law.

In addition, each of the Earn-Out Shareholders has entered into similar voting agreements with Next. The new managers, to whom Shares are expected to be issued under the investment plan, will also be bound by a similar voting agreement with Next. Reference is made to Section 8.8.1 (*Planned issuance of Shares*).

8.9.10 Other directorships and partnerships

The details of those companies and partnerships outside the Altice Group of which the Directors and senior managers are currently directors or partners, or have been directors or partners at any time during the previous five years prior to the date of this Information Memorandum, are as follows:

Name	Position	Company/Partnership	Position still held (Y/N)
Dexter Goei	Director	Wananchi	Y
	Director	Titan Consulting	Y
Jérémie Bonnin	Director	Altice Participations GP	N
	Director	Next GP	N
	Director	Uppernext GP	N
	Manager	Vinluam	Y
	Manager	Hamaja	Y
	Manager	Altice VII Bis	Y
	Director	Titan Consulting	Y
	Director	Auberimmo	Y
	Director	Wananchi	Y

Name	Position	Company/Partnership	Position still held (Y/N)
Scott Matlock	Partner	PJT Partners	Y

8.9.11 Confirmations

As at the date of this Information Memorandum, no Director or senior manager has during the last five years:

(i) had any convictions in relation to fraudulent offences;

(ii) except as indicated in the paragraph above, been associated with any bankruptcies, receiverships or liquidations acting in the capacity of any of the positions set out against the name of the Director in the table above;

(iii) been subject to any official public incrimination and/or sanctions by any statutory or regulatory authorities including, where relevant, designated professional bodies; or

(iv) been disqualified by a court from acting as a member of the administrative management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

8.9.12 Interests of Directors and senior management in Shares

Interests in Shares

On the date of this Information Memorandum, the following Directors and senior manager have the following (direct or indirect) beneficial interests in Shares:

Director	Shareholding	Percentage of issued share capital of the Company
Patrick Drahi (1)	145,055,705	58.50 %
Dexter Goei	3,373,983	1.36 %
Dennis Okhuijsen	1,507,797	0.61 %
Jérémie Bonnin	983,823	0.40 %
Patrice Giami	1,038,885	0.42 %

(1) Excluding the 99,985 Shares that will be transferred from Patrice Giami to Patrick Drahi prior to the Merger Effective Date. Reference is made to Section 8.8.3 (*Chairman has agreed to acquire additional Shares*).

Transactions with Directors

None of the Directors has or has had any interest in any transaction which is or was unusual in its nature of conditions or significant to the business which was effected by any member of the Altice Group during the current or immediately preceding financial year, or which was effected during an earlier financial year and remains in any respect outstanding or unperformed.

None of the Directors has or had a beneficial interest in any contract to which any member of the Altice Group was a party during the current or immediately preceding financial year.

There are no outstanding loans or guarantees granted or provided by any member of the Altice Group for the benefit of any of the Directors.

8.9.13 Letters of appointment Directors

Executive Directors

The particulars of the appointments of the Executive Directors (and termination provisions) are set out in appointment agreements, brief details of which are set out below.

Name	Age	Position	Date of Appointment	Independent/ Non-Independent	Term (Years)
Patrick Drahi	51	Executive Chairman	6 January 2014	Non-Independent	5
Dexter Goei	43	Chief Executive Officer	6 January 2014	Non-Independent	5
Dennis Okhuijsen	45	Chief Financial Officer	6 January 2014	Non-Independent	4
Jérémie Bonnin	40	General Secretary	3 January 2014	Non-Independent	4

The Executive Director's appointment can be terminated either by the Company in accordance with the Company's Articles or Luxembourg law or the relevant Executive Director on six months' prior written notice. There are no contractual severance arrangements in place.

Each of the Executive Directors has the benefit of indemnity insurance maintained by the Altice Group on his behalf, indemnifying the Executive Director, to the extent permitted by law, against liabilities incurred in the course of his appointment as a Director and in defending any proceedings whether civil or criminal in which judgement is given in his favour.

Non-Executive Directors

The Company has two independent Non-Executive Directors. Each of the Non-Executive Directors appointed has entered into a letter of appointment with the Company.

Each appointment is for an initial period of three years that expires on the date of the Company's third annual General Meeting following the IPO and will be automatically terminated upon (i) expiry of the fixed period of three years, (ii) resignation, (iii) retirement pursuant to the Company's Articles or (iv) removal from office by virtue of powers vested in the Shareholders under the Company's Articles or Luxembourg law.

The Company shall reimburse each of the Non-Executive Directors for all reasonable expenses properly incurred in the performance of their duties as a Non-Executive Director.

Each of the Non-Executive Directors has the benefit of indemnity insurance maintained by the Company on his behalf, indemnifying the Non-Executive Director, to the extent permitted by law, against liabilities incurred to third parties as a result of his office as a Non-Executive Director.

8.9.14 Appointment and dismissal of Directors – Binding Nomination Right

The General Meeting appoints Directors and determines their number, remuneration and term of office. As part of the Binding Nomination Right (as defined below), if Next proposes to dismiss or replace an Executive Director, such proposal must be accepted by the General Meeting. If a substitute executive director must be appointed as a result of the dismissal, he will be appointed in accordance with the Binding Nomination Right.

In accordance with the Company's Articles, all Executive Directors are appointed by the General Meeting only from the latest list of candidates proposed (it being understood that the number of candidates proposed shall always exceed the number of available mandates of directors) by Next (the **Binding Nomination Right**). Next will only be entitled to exercise its Binding Nomination Right as long as it holds 30% or more of the Shares. The Binding Nomination Right cannot be amended without the prior written consent of Next. In circumstances in which Next is entitled to exercise its Binding Nomination Right, the Board

tors shall request by written notice sent at least ten days prior to the publication of the convening notice for the General Meeting that Next exercises its Binding Nomination Right. The Binding Nomination Right shall be exercised by Next in writing by sending the list of proposed candidates to the Board within seven days following the receipt of the written notice sent by the Board and requesting the exercise of the Binding Nomination Right. As part of the Binding Nomination Right, the role of chairman of the Board shall be conferred upon one of the two candidates as has been nominated for appointment to such role by Next from the list of candidates proposed by Next for appointment as Executive Directors pursuant to its Binding Nomination Right.

8.10 Major Shareholding

The Company is a direct subsidiary of Next. Next was founded and is controlled by Patrick Drahi.

Insofar as is known to the Company, the following persons are, directly or indirectly, interested in 5% or more of the issued share capital of the Company:

- P. Drahi (through Next) holding 145,055,705 Shares (excluding the 99,985 Shares that will be transferred from Patrice Giami to Patrick Drahi prior to the Merger Effective Date, see Section 8.8.3 (*Chairman has agreed to acquire additional Shares*); and
- The Capital Group Companies, Inc. holding 12,449,641 Shares.

These shareholdings are based on the public notifications made by Shareholders to the Company. The actual number of Shares held can be higher than the amounts indicated above up to the following notification threshold, upon which the following notification obligation exists. A notification obligation also exists if a Shareholder falls below a notification threshold. Under the Transparency Law, the notification thresholds are 5%, 10%, 15%, 20%, 25%, 33 1/3%, 50% or 66 2/3% of the total voting rights. In addition, the Company's Articles provide for notification thresholds of 1%, 2%, 3% or 4% of the voting rights.

8.11 Capital and Shares

8.11.1 Share capital and development since incorporation

The share capital of the Company is set at €2,479,501.86 represented by 247,950,186 Shares having a nominal value of €0.01 each.

The share capital of the Company has developed as follows since the Company's incorporation:

Date	Event	Subscribed Share Capital	Authorised Share Capital	Number of Shares
3 January 2014	Incorporation of the Company.	€31,000	€2,000,000	31,000 with a nominal value of €1. each
16 January 2014	Amendments of the Company's Articles by which the nominal value of the ordinary shares is amended from €1 to €0.01 and amendment of the authorised share capital clause.	N/A	€5,000,000 of ordinary shares with a nominal value of €0.01 each and €20,000,000 of class B shares of €0.01 each.	3,100,000 with a nominal value of €0.01 each.
30 January	Increase of the share capital of the	€1,760,000	N/A	176,000,000 with a

Date	Event	Subscribed Share Capital	Authorised Share Capital	Number of Shares
2014	Company by the Board within the limits of the authorised shares capital by an amount of €1,729,000 by the creation and issuance of 172,900,000 new ordinary shares in exchange of a contribution in kind in an aggregate value of €4,971,969,000			nominal value of €0.01 each.
	Increase of the share capital of the Company by the Board within the limits of the authorised shares capital by an amount of €2,385.20 by the creation and issuance of 238,520 new ordinary shares in exchange of a contribution in kind in an aggregate value of €6,738,190	€1,762,385.2	N/A	176,238,520 with a nominal value of €0.01 each.
	Increase of the share capital of the Company by the Board within the limits of the authorised shares capital by an amount of €265,486.73 by the creation and issuance of 26,548,673 new ordinary shares in exchange of a contribution in kind in an aggregate value of €750,000,012.25 in the context of the initial public offer and admission to trading of 202,787,193 ordinary shares of the Company on Euronext Amsterdam on 31 January 2014	€2,027,871.93	N/A	202,787,193 ordinary shares with a nominal value of €0.01 each.
13 March 2014	Increase of the share capital of the Company by the Board within the limits of the authorised capital by an amount of €1,631.50 by the creation and issuance of 163,150 new ordinary shares in exchange of a contribution in kind in an aggregate value of €4,609,054	€2,029,503.43	N/A	202,950,343 ordinary shares with a nominal value of €0.01 each.
	Increase of the share capital of the Company by the Board within the limits of the authorised capital by an amount of €14,409.05 by the creation and issuance of 1,440,905 new ordinary shares in exchange of a contribution in kind in an aggregate value of €40,705,598.53	€2,043,912.48	N/A	204,391,248 ordinary shares with a nominal value of €0.01 each.
	Increase of the share capital of the Company by the Board within the	€2,049,021.02	N/A	204,902,102 ordinary shares

Date	Event	Subscribed Share Capital	Authorised Share Capital	Number of Shares
	limits of the authorised capital by an amount of €5,108.54 by the creation and issuance of 510,854 new ordinary shares in exchange of a contribution in kind in an aggregate value of €14,431,797.10			with a nominal value of €0.01 each.
31 March 2014	Increase of the share capital of the Company by the Board within the limits of the authorised capital by an amount of €1,329.40 by the creation and issuance of 132,940,000 new ordinary shares in exchange of a contribution in cash in an aggregate value of €3,130,004. The new shares to be issued pursuant to this resolution were issued as of 15 April 2014.	€2,050,350.42	N/A	205,035,042 ordinary shares with a nominal value of €0.01 each.
23 June 2014	Increase of the share capital of the Company by the Board of within the limits of the authorised capital by an amount of €355.75 by the creation and issuance of 35,575 new ordinary shares in exchange of a contribution in cash in an aggregate value of €1,000,000. The new shares to be issued pursuant to this resolution were issued as of 24 June 2014.	€2,050,706.17	N/A	205,070,617 ordinary shares with a nominal value of €0.01 each.
27 June 2014	Increase of the share capital of the Company within the limits of the authorised capital for an amount of €911,110,000 including a share premium of €910,931,000 by the creation and issuance of 17,900,000 new ordinary shares in private placement.	€2,229,706.17	N/A	222,970,617 ordinary shares with a nominal value of €0.01 each.
24 July 2014	Increase of the share capital of the Company by the Board within the limits of the authorised capital by an amount of €247,518.73 by the creation and issuance of 24,751,873 new ordinary shares in exchange of a contribution in kind in an aggregate value of €778,280,578.	€2,477,224.17	N/A	247,722,417 ordinary shares with a nominal value of €0.01 each.
24 October 2014	Increase of the share capital of the company by the Board within the limits of the authorised capital by an amount of €25,64 by the creation	€2,477,250.54	N/A	247,725,054 ordinary shares with a nominal value of €0.01

Date	Event	Subscribed Share Capital	Authorised Share Capital	Number of Shares
	and issuance of 2,564 new ordinary shares in exchange of a contribution in cash in an aggregate value of €80,023.			each.
1 December 2014	Increase of the share capital of the Company by the Board within the limits of the authorised capital within the limits of the authorised capital by an amount of €2,251.32 by the creation and issuance of 225,132 new ordinary shares in exchange of a contribution in kind in an aggregate value of €6,359,989.40.	€2,479,501.86	N/A	247,950,186 ordinary shares with a nominal value of €0.01 each.

8.11.2 Information about the Shares

The Shares are ordinary shares in the capital of the Company, the applicable currency is the euro and their nominal value is equal to €0.01 each.

The Shares have been and will be, until the Merger Effective Date, created pursuant to, and are governed by, Luxembourg law. Each Share carries the right to one vote. Shareholders have the right to receive notice of and to attend and vote at all General Meetings. The Shares are issued in registered form and are held and transferred through book-entry form in accounts opened with one or more financial intermediaries with Euroclear Nederland, in accordance with the normal settlement procedures applicable to equity securities settled through the book-entry system maintained by Euroclear Nederland. The persons shown in securities accounts of a financial intermediary authorised to maintain accounts with Euroclear Nederland as the holders of the Shares will be able to transfer their interests in accordance with the rules and procedures of Euronext Amsterdam, Euroclear Nederland and other relevant additional clearing systems.

Dividends and distributions

The Shares carry the right to receive dividends and distributions paid by the Company. Subject to certain limitations set out by Luxembourg law and the Company's Articles, each Share is entitled to participate equally with the other Shares in dividends when and if declared by the annual General Meeting out of funds legally available for such purposes. Declared and unpaid dividends held by the Company for the account of Shareholders do not bear interest. Under Luxembourg law, claims for dividends lapse in favour of the Company five years after the date on which the dividends have been declared. Neither the Company's Articles nor Luxembourg law contain restrictions on the payment of dividends specifically applicable to non-Luxembourg resident holders of Shares.

In the event of the liquidation, dissolution or winding-up of the Company, the assets (if any) remaining after allowing for the payment of all Liquidation Proceeds shall be allocated in the following order of preference: (i) the Shares shall be paid their nominal value; (ii) the Class B Shares shall be paid their nominal value; (iii) the Class B Shares shall receive an amount which is equal to the lower of (a) 10% of the nominal value of the Class B Shares and (b) 5% of the amount of Liquidation Proceeds to be distributed by the Company; and (iv) the Shares shall receive the remainder of the Liquidation Proceeds. All payments made to the holders of the Shares shall be made pro rata to their respective shareholdings. The decision to

liquidate, dissolve or wind-up requires the approval of at least two-thirds of the votes cast at an extraordinary General Meeting where at first call at least 50% of the issued share capital is represented, with no quorum being required at a reconvened meeting. Irrespective of whether the liquidation is subject to a vote at the first or a subsequent extraordinary General Meeting, it requires the approval of at least two-thirds of the votes cast at the extraordinary General Meeting.

Repurchase of Shares

The Company is prohibited by Luxembourg law from subscribing for its own shares. The Company may repurchase its shares subject to the conditions provided for by the 1915 Law. Any repurchase of Shares is conditional upon (i) the prior authorisation given by the Shareholders, (ii) such repurchase only relating to fully paid-up Shares and (iii) such repurchase, including Shares previously acquired by the Company and held by it and Shares acquired by a person acting in his own name but on the Company's behalf, not resulting in the value of the Company's net assets falling below an amount lower than an amount corresponding to the Company's issued and outstanding share capital increased by the legal reserve and any statutory reserves which the Company is not permitted to distribute. In addition, if the aggregate purchase price in respect of the Shares the subject of the re-purchase is in excess of the nominal value of such Shares, the Company must have distributable reserves in an amount at least equal to the difference in value between the aggregate nominal value of the Shares being repurchased and the aggregate consideration being paid for such repurchase.

In addition, Luxembourg law allows the Board to approve the repurchase of the Shares without the prior approval of the General Meeting if necessary to prevent serious and imminent harm to the Company. In such a case, the next General Meeting must be informed by the Board of the reasons for and the purpose of the acquisitions made, the number and nominal values, or in the absence thereof, the accounting par value of the shares acquired, the proportion of the issued share capital which they represent and the consideration paid for them.

Description of restrictions on free transferability

The Shares are freely transferable. Luxembourg law does not impose any limitations on the rights of Luxembourg or non-Luxembourg residents to hold the Shares or exercise the voting rights attached thereto.

8.11.3 Information about the Class B Shares and the Warrant

The Class B Shares have been created pursuant to, and are governed by, Luxembourg law. There are currently no Class B Shares in issue. The Class B Shares will not be listed. The Class B Shares will be issued in registered form. Under Luxembourg law, the ownership of registered shares is evidenced by the inscription of the name of the shareholder, the number of shares and the amount paid up on each share in the register of shareholders of the Company which is kept at the registered office of the Company. Each transfer of shares is made by a written declaration of transfer recorded in the register of shareholders, such declaration to be dated and signed by the transferor and the transferee or by their duly appointed agent. The register shall be kept at the registered office of the Company.

The currency of the Class B Shares is the euro and their nominal value is equal to €0.01 each. Each Class B Share carries the right to one vote. The Class B shareholders have the right to receive notice of and to attend and vote at all General Meetings of the Company.

In respect of any resolution put to the General Meeting which purports to alter the terms of the Class B Shares, the favourable vote of the holder of the Class B Shares, as a separate class of shareholder, in respect of such proposal is required in accordance with the applicable voting threshold requirements set out in the 1915 Law.

Dividends and distributions

As provided for in the Company's Articles, the Class B Shares carry the right to receive dividends paid by the Company only in circumstances in which a dividend is paid on the Shares. The Class B Shares share pro rata in any dividend declared by the Company. The amount of any dividend paid on the Class B Shares shall be capped at an amount equal to the lower of (i) 10% of the nominal value of the Class B Shares in respect of which the dividend is to be paid, and (ii) 5% of the aggregate amount of the dividend distributed by the Company.

Any distribution of profits made by the Company shall be allocated as follows: (i) Class B Shares shall receive an amount which shall be capped at an amount equal to the lower of (a) 10% of the nominal value of the Class B Share(s) in respect of which the dividend is to be paid, and (b) 5% of the aggregate amount of the dividend distributed by the Company; and (ii) Shares shall receive the outstanding amount of the decided distribution which is not distributed to the holder of the Class B Shares.

In the event of the liquidation, dissolution or winding-up of the Company, the assets (if any) remaining after allowing for the payment of the Liquidation Proceeds shall be allocated in the following order of preference: (i) the Shares shall be paid their nominal value; (ii) the Class B Shares shall be paid their nominal value; (iii) the Class B Shares shall receive an amount which is equal to the lower of (a) 10% of the nominal value of the Class B Shares and (b) 5% of the amount of Liquidation Proceeds to be distributed by the Company; and (iv) the Shares shall receive the remainder of the Liquidation Proceeds. The decision to liquidate, dissolve or wind-up requires the approval of at least two-thirds of the votes cast at an extraordinary General Meeting where at first call at least 50% of the issued share capital is represented, with no quorum being required at a reconvened meeting. Irrespective of whether the liquidation is subject to a vote at the first or a subsequent extraordinary General Meeting, it requires the approval of at least two-thirds of the votes cast at the extraordinary General Meeting.

Repurchase of Class B Shares

The Class B Shares are capable of repurchase in accordance with article 49-8 of the 1915 Law. The Class B Shares must mandatorily be repurchased by the Company at their nominal value if (i) the holder of the Class B Shares sells or transfers any Class B Shares to a person other than the Company or an affiliate except in case of a transfer arising as a result of a repurchase or cancellation by the Company of any Class B Shares or a transfer to Patrick Drahi or his heirs or an entity controlled by Patrick Drahi be it directly or indirectly; (ii) the holder of the Class B Shares holds less than 30% of the Shares; (iii) following the occurrence of a Durational Exercise Event, immediately following the passing of the resolution of the General Meeting approving the renewal of the Company's authorised share capital and the Board's authority to issue Class B Shares out of such authorised share capital; (iv) following the occurrence of a Low Threshold Exercise Event if no single holder of Shares (excluding Next) and no holders of Shares (excluding Next), acting in concert as defined in accordance with article 3 of the Transparency Law, continues to hold twenty 20% or more of the aggregate number of voting rights attached to the Shares; or (v) following the occurrence of a High Threshold Exercise Event, the General Meeting of the Company has voted in favour of the continuity of the Company.

Under Luxembourg law, a repurchase of the Class B Shares in accordance with article 49-8 of the 1915 Law is permitted only when (i) the repurchase is authorised by, and the terms and conditions of such repurchase is set out in, the Company's Articles, (ii) the shares which are the subject of the repurchase are fully paid up, (iii) as set out in the 1915 Law distributable amounts or the proceeds of a new issue of shares made with a view to carrying out such repurchase are available, (iv) if the proceeds of a new issue of shares is not used to effect the repurchase, a reserve equal to the nominal value of the repurchased shares is included in a reserve which is, save in certain circumstances, un-distributable, and (v) notice of the repurchase is published in accordance with the 1915 Law.

The Company's Articles contain an undertaking by the holder of the Class B Shares to take any and all actions necessary to permit a repurchase of the Class B Shares or the capital decrease followed by the cancellation of all its Class B Shares, including the use of the rights attaching to the Class B Shares into which the Warrant is exercisable to convene a General Meeting of the Company and to approve at such General Meeting the decrease of the Company's share capital and the subsequent cancellation of the Class B Shares. The holder of the Class B Shares has also undertaken to offer its Class B Shares for repurchase to the Company and to provide the Company with the financial resources necessary to undertake the repurchase of the Class B Shares in accordance with the 1915 Law in case the Company is not in a position to repurchase the Class B Shares in accordance with the 1915 Law and the holder of the Class B Shares refuses to vote in favour of the cancellation of the Class B Shares and decrease of the share capital of the Company.

Description of restrictions on free transferability

Subject to any transfer of Class B Shares arising as a result of a repurchase (and subsequent cancellation) by the Company of any Class B Shares or a transfer to Patrick Drahi or his heirs or any entity controlled by Patrick Drahi, whether directly or indirectly (such transaction being a permitted transfer), the Class B Shares or any right, title, and/or interest therein or thereto may not be transferred, sold, exchanged, given, assigned, hypothecated, pledged, encumbered, a security granted or otherwise disposed of, be it directly or indirectly, whether by operation of law or otherwise by the holder of the Class B Shares for a period of five years (such duration being consistent with Luxembourg practice) from their date of issue (the **Class B Lock-up**) unless arising as a result of a repurchase or cancellation by the Company of any Class B Shares. The Class B Lock-up provisions are set out in the Company's Articles.

On or after the fifth anniversary of the date of the subscription of Class B Shares, the holder of Class B Shares may transfer such shares freely subject to the Mandatory Repurchase provisions set out in the Company's Articles.

Warrant

On 16 January 2014, the Company issued the Warrant pursuant to which the Warrant was created over Class B Shares. Next (the **Warrant Holder**), acquired and holds the Warrant issued by the Company.

The Warrant is (i) not transferable to third parties other than to any person or entity controlling, controlled by or under common control with Next (in each case, whether directly or indirectly), (ii) exercisable into Class B Shares and (iii) exercisable in full, or partially, by the Warrant Holder upon each occurrence of an Exercise Event. The Warrant is automatically cancelled if the Warrant Holder at any time holds less than 30% of the issued ordinary shares in the capital of the Company.

The right of the Warrant Holder to exercise the Warrant is not extinguished upon exercise of the Warrant: the Warrant is a revolving instrument entitling the Warrant Holder to exercise the Warrant upon the occurrence of any Exercise Event, notwithstanding any previous exercise of the Warrant, provided that at the time of the occurrence of a subsequent Exercise Event, the Warrant Holder does not already hold shares representing the relevant proportion of the Company's share capital, the Warrant Holder would hold, should it exercise the Warrant on the basis of the relevant Exercise Event (as explained below).

Upon the occurrence of an Exercise Event, the Warrant is exercisable (in full, or partially, on several occasions) into such number of Warrant Shares as is equal to a maximum of either (i) in the event of a Low Threshold Exercise Event, 66.67% of the issued and outstanding share capital on a fully diluted basis, or (ii) in the event of a High Threshold Exercise Event, 75% of the issued and outstanding share capital on a fully diluted basis, plus one Class B Share, taking into account the shares already held by the Warrant Holder.

A Low Threshold Exercise Event occurs either (i) when the shareholding of any holder of Shares, excluding the Warrant Holder (or the shareholding of any holder of Shares, excluding the Warrant Holder, when aggregated with the shareholding(s) of any Shareholder(s) with whom such Shareholder is acting in concert in accordance with article 3 of the Transparency Law) is at least equal to 20% of the aggregate number of voting rights attaching to the Shares, or (ii) in order to comply with Luxembourg law, which requires the renewal of the authorised share capital by a decision of the General Meeting with a majority of two-thirds of the votes cast at such meeting as described below every five years, upon (a) the expiry of a period of four years and six months from the Warrant Issue Date or (b) any subsequent expiration of a period of four years and six months following any publication of the renewal of the authorised share capital set out in the Company's Articles (each such period being a Durational Exercise Event).

A High Threshold Exercise Event occurs when (i) the Company's losses for any financial year exceed half of the Company's corporate capital and (ii) the Board resolves to propose to the shareholders of the Company the continuation of the existence of the Company despite the Company's loss situation.

The Warrant Holder may exercise its Warrant at any time following the date on which an Exercise Event occurred and as long as the Exercise Event continues to exist, except in the case of an exercise following a Durational Exercise Event, in which case, the Warrant Holder may exercise its Warrant only during a period commencing on the date of occurrence of the relevant Durational Exercise Event and expiring on the date which is six months following such date.

On an exercise of the Warrant, the Warrant Holder will pay for the Class B Shares in cash at the par value of each Class B Share into which the Warrant is exercised (the **Warrant Exercise Price**). The Company will place into a bank account held in the Company's name the amount of the aggregate Warrant Exercise Price and will not use the funds except for the purpose of repurchasing or cancelling the Warrant Shares pursuant to the Company's Articles.

The General Meeting has created an authorised share capital of a maximum amount of €25,000,000 comprising 2,000,000,000 Class B Shares which may be used by the Board, for an initial period of five years from the date of publication of the resolutions approving the relevant amendment to the Company's Articles, *i.e.* 19 March 2014 (such period being renewable by a decision of the General Meeting resolving with a majority of two-thirds of the votes cast at such meeting provided that a majority of the share capital is represented at the meeting (and upon a second call of the meeting without a quorum)), to (i) increase the

current share capital in whole or in part on one or more occasions by (a) a maximum amount of €5,000,000 with or without the issue of shares (but if with the issue of shares by the issue of Shares) against payment in cash or in kind or against an incorporation of share premium, account 115, distributable reserves or retained earnings and/or (b) a maximum amount of €20,000,000 by the issue of Class B Shares (including but not limited to the issue of Class B Shares on the exercise of any warrants that may be issued by the Company from time to time) against payment in cash (such payment being equal to the aggregate nominal value of the Class B Shares to be issued); (ii) determine the place and date of the issue (or any successive issue) and the terms and conditions of the subscription for the Class B Shares and/or the Shares, as the case may be; (iii) determine the allocation of the subscription price for the Class B Shares and/or the Shares to the share capital, share premium and/or any other reserve account of the Company; (iv) limit and/or withdraw the preferential subscription rights of existing shareholders in case of an issuance of Class B Shares and/or the Shares, as the case may be; and (v) record each share capital increase by way of a notarial deed and amend the share register to reflect the amendment accordingly.

9 Information regarding Altice N.V.

9.1 General

Altice N.V. was incorporated by a notarial deed as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under Dutch law on 18 May 2015. Upon the Merger Effective Date, the Articles of Association will be amended and Altice N.V. will be converted to a public company with limited liability (*naamloze vennootschap*). The legal and commercial name will then become Altice N.V.

Altice N.V. is registered with the trade register of the Chamber of Commerce under number 63329743. Its corporate seat is in Amsterdam, the Netherlands.

Altice N.V.'s issued share capital is divided into one share with a nominal value of €0.01. The issued and outstanding share capital of Altice N.V. will be fully paid-up. The Articles of Association provide that shares are held in registered form.

Altice N.V. is a wholly-owned subsidiary of the Foundation. The Foundation has been incorporated at the initiative of the Company. The sole board member of the Foundation is Emilie Schmitz, a member of management of Altice and board member of Next. Emilie Schmitz has within the Altice Group been designated to fulfil this task due to her seniority and the fact that she is not eligible under any incentive plan of the Altice Group or may otherwise be subject to a (potential) conflict of interest in performing her duties as sole director of the Foundation. Emilie Schmitz is also a board member of Next.

The Consideration Shares are expected to be admitted to listing and trading on Euronext Amsterdam on an 'as if and when issued' basis on the first trading day following the Merger Effective Date. The Articles of Association of Altice N.V. as from the Merger Effective Date are attached hereto as **Schedule 1**. Upon the Merger, the Foundation will be dissolved and Altice N.V. will have become the new holding company of the Altice Group.

None of the Foundation and Altice N.V. have had previous operations.

9.2 Description of Altice N.V.'s share capital

9.2.1 General

The following information is a summary of the material terms of the Common Shares, and other classes of shares in the capital of Altice N.V., as specified in the Articles of Association which will come into force at the Merger Effective Date and are attached as **Schedule 1** to this Information Memorandum. Shareholders are encouraged to read the Articles of Association.

This Section also provides information on certain Applicable Rules that will as from the Merger Effective Date apply to the Common Shares (including the Consideration Shares) and the shareholders of Altice N.V. (the **Altice N.V. Shareholders**).

This summary does not purport to give a complete overview and should be read in conjunction with the Articles of Association, together with relevant provisions of the Applicable Rules, and does not constitute legal advice regarding these matters and should not be considered as such.

9.2.2 Share capital

Following the Merger Effective Date, Altice N.V.'s share capital will consist of the following classes of shares:

a) Common Shares A, with a nominal value of €0.01 per share, each of which carries one vote in respect of all matters on which all voting shares have voting rights and the Common Shares A, other than with respect to matters that require a class vote, form a single class with the other voting shares in the capital of Altice N.V. for such purposes. Each Common Share A ranks equally with all other Common Shares for any dividend, bonus issue or distribution (made on a winding-up or otherwise);

b) Common Shares B, with a nominal value of €0.25 per share, each of which carries 25 votes in respect of all matters on which all voting shares have voting rights and, other than with respect to matters that require a class vote, Common Shares B form a single class with the other voting shares in the capital of Altice N.V. for such purposes. Each Common Share B ranks equally with all other Common Shares for any dividend, bonus issue or distribution (made on a winding-up or otherwise);

c) preference shares A with a nominal value of €0.04 per share (the **A Prefs**); and

d) preference shares B with a nominal value of €0.01 per share (the **B Prefs**).

Re a) and b) – The Common Shares

The Common Shares A and the Common Shares B will be listed on Euronext Amsterdam.

The Common Shares A and the Common Shares B will be equally entitled to dividends. One Common Share B will carry 25 voting rights and one Common Share A will carry one voting right.

The Common Shares B are, at the request of the holder of Common Shares B, convertible into Common Shares A in a 1:25 ratio. Upon conversion, Altice N.V. will repurchase 24 of the Common Shares A for nil (*om niet*). The shareholder converting Common Shares B into Common Shares A will accordingly receive one Common Share A for one Common Share B. A conversion request notice will be made available on the Altice website (https://www.altice.net), which can be downloaded and submitted to Altice N.V. in accordance with the instructions on the website.

Re c) – The A Prefs

A Prefs with nominal amount of €0.04 per share (relating to the warrant arrangement replacing the Warrant, reference is made to Section 9.2.11 (*Issuance of A Prefs – The Warrant*), each of which carries four votes in respect of all matters on which all voting shares have voting rights and, other than with respect to matters that require a class vote, form a single class with the other voting shares in the capital of Altice N.V. for such purposes. Each A Pref ranks senior in accordance with Section 9.2.4 (*Dividends and distributions*), to the B Prefs and Common Shares for any dividend, bonus issue or distribution (made on a winding-up or otherwise).

Re d) – The B Prefs

B Prefs with nominal amount of €0.01 per share (relating to an employee share plan which may be adopted at the level of Altice N.V. to replace the SOP (reference is made to Section 9.6.3 (*Incentive Plans*)), each of which carries one vote in respect of all matters on which all voting shares have voting rights and, other than with respect to matters that require a class vote, form a single class with the other voting shares in the capital of Altice N.V. for such

purposes. Each B Pref ranks senior in accordance with Section 9.2.4 (*Dividends and distributions*), to the Common Shares for any dividend, bonus issue or distribution (made on a winding-up or otherwise).

The Altice N.V. Board is authorised in the Articles of Association to allot and issue Common Shares, A Prefs and B Prefs and to grant rights to subscribe for shares in Altice N.V., up to the amount of the authorised capital. This authorisation of the Altice N.V. Board will expire five years after adoption of the Articles of Association, and renewal of such authorisation is expected to be sought at least once every five years, and possibly more frequently.

The Articles of Association provide for a transitory provision of the authorised capital, pursuant to which the authorised capital will automatically be increased to equal €400,000,000 if and as soon as a resolution adopted by the Altice N.V. Board has been filed with the Dutch trade register pertaining to an issuance of such number of shares pursuant to which the entire issued share capital of Altice N.V. shall be at least €80,000,000.

9.2.3 Registered, book-entry form and listing

The Common Shares will be delivered in book-entry form through the facilities of *Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.* (**Euroclear Nederland**). Application will be made for the Common Shares to be accepted for clearance through the book-entry facilities of Euroclear Nederland. Euroclear Nederland has its offices at Herengracht 459-469, 1017 BS Amsterdam, the Netherlands.

An application for admission to listing and trading on Euronext Amsterdam of the Common Shares will be made. It is expected that admission to listing and trading on Euronext Amsterdam of the Common Shares will become effective on the first trading day following the Merger Effective Date. The symbols and ISIN Codes of the Common Shares A and the Common Shares B with which the Common Shares will trade on Euronext Amsterdam will be made publicly available in a press release on the first trading day following the Merger Effective Date at the latest.

9.2.4 Dividends and distributions

General

Altice N.V. may only make distributions to holders of shares in the capital of Altice N.V. in so far as its equity exceeds the Distributable Equity.

Following the adoption of the annual accounts of Altice N.V. by the Altice N.V. General Meeting, out of the profits accrued in a financial year, primarily and insofar as possible, first a preferred amount equal to 0.01% per annum of the paid up part of the aggregate nominal value of all issued and outstanding A Prefs is added to the retained earnings reserve exclusively for the benefit of the holders of the A Prefs (**Retained Earnings Reserve A Prefs**), and subsequently an amount equal to 0.01% per annum of the aggregate nominal value of all issued and outstanding B Prefs is added to the retained earnings reserve exclusively for the benefit of the holders of the B Prefs (**Retained Earnings Reserve B Prefs**). If, in a financial year, no profit is made or the profits are insufficient to allow the aforementioned addition to the Retained Earnings Reserve A Prefs, the deficit shall be added from profits earned in following financial years.

The Altice N.V. Board may determine which part of the profits (after making the aforementioned additions) shall be reserved.

The Altice N.V. General Meeting may resolve to distribute any part of the profits remaining after the aforementioned reservation, provided that out of such profits (i) no further additions

shall be made to the Retained Earnings Reserve A Prefs and/or Retained Earnings Reserve B Prefs and (ii) no distributions shall be made on the A Prefs and B Prefs. If the Altice N.V. General Meeting does not resolve to distribute these profits in whole or in part, such profits (or any profits remaining after distribution) shall also be reserved.

The Altice N.V. Board may resolve to distribute interim dividend on the Common Shares with due regard to the addition of the aforementioned additions to the Retained Earnings Reserve A Prefs and/or Retained Earnings Reserve B Prefs.

The Altice N.V. Board may resolve that distributions on Common Shares are made from the Distributable Equity, provided that the holders of A Prefs shall not be entitled to any reserves other than the Retained Earnings Reserves A Prefs and the holders of B Prefs shall not be entitled to any reserves other than the Retained Earnings Reserves B Prefs.

The Altice N.V. General Meeting may at the proposal of the Altice N.V. Board resolve that a distribution on Common Shares shall not be paid in whole or in part in cash but in Common Shares or in any other form.

According to the Articles of Association, distributions on Common Shares shall be made payable within thirty days after they have been declared unless the Altice N.V. Board determines another date of payment.

The Common Shares A and the Common Shares B will be equally entitled to dividends and distributions. The A Prefs will be equally entitled to dividends and distributions. The B Prefs will be equally entitled to dividends and distributions.

Claims to dividends and other distributions not made within five years from the date that such dividends or distributions became payable, will lapse and any such amounts will be considered to have been forfeited to Altice N.V.

Dividend policy

Altice N.V. will apply the same policy on dividends as currently applied by the Company. Reference is made to Section 8.7 (*Dividend policy*).

9.2.5 Voting rights

Every holder of shares in Altice N.V. entitled to vote, who (being an individual) is present in person or (being a corporation) is present by a duly authorised corporate representative at an Altice N.V. General Meeting, shall have one vote for every Common Share A or B Pref of which he, she or it is the holder, 25 votes for every Common Share B of which he, she or it is the holder, and four votes for every A Pref of which he, she or it is the holder, and every person present who has been appointed as a proxy shall have one vote for every Common Share A or B Pref in respect of which he or she is the proxy, 25 votes for every Common Share B in respect of which he or she is the proxy, and four votes for every A Pref in respect of which he or she is the proxy.

In the Altice N.V. General Meeting, no voting rights may be exercised for any Common Share, A Pref or B Pref held by Altice N.V. or a subsidiary of Altice N.V., nor for any Common Share, A Pref or B Pref for which Altice N.V. or a subsidiary of Altice N.V. holds the depositary receipts (*certificaten voor aandelen*). However, pledgees and usufructuaries of Common Shares, A Prefs or B Prefs owned by Altice N.V. or a subsidiary of Altice N.V. are not excluded from exercising the voting rights, if the right of pledge or the usufruct was created before the Common Share, A Pref or B Pref was owned by Altice N.V. or such subsidiary. Altice N.V. or a subsidiary of Altice N.V. may not exercise voting rights for a Common Share, A Pref or B Pref in respect of which it holds a right of pledge or usufruct.

Each Altice N.V. Shareholder entitled to vote and each other authorised person referred to in section 2:117 paragraph 2 DCC, shall be entitled to attend the Altice N.V. General Meeting, to address such meeting and, to the extent applicable, exercise his voting rights, provided that such person:

a) is an Altice N.V. Shareholder or such other authorised person as per a certain date, determined by the Altice N.V. Board, such date hereinafter referred to as: the "record date";

b) is as such registered in a register (or one or more parts thereof) designated thereto by the Altice N.V. Board; and

c) has given notice in writing to Altice N.V. prior to a date set in the notice to attend an Altice N.V. General Meeting,

regardless of who will be Altice N.V. Shareholder or such other authorised person at the time of the meeting.

9.2.6 General meetings and notices

An annual Altice N.V. General Meeting shall be held once every year within six months from the end of the preceding financial year. Other Altice N.V. General Meetings are held as often as the Altice N.V. Board, an Executive Member, the Chairman of the Altice N.V. Board or Next deems necessary.

An Altice N.V. General Meeting shall be convened by the Altice N.V. Board. The Altice N.V. General Meetings may be held at Amsterdam or Haarlemmermeer (including Schiphol Airport).

Each Altice N.V. Shareholder shall be entitled to attend the Altice N.V. General Meeting, to address such meeting and, to the extent applicable, to exercise his voting rights. The Altice N.V. Board must be notified in writing of an Altice N.V. Shareholder's intention to attend the meeting. Such notice must be received by the Altice N.V. Board no later than on the date specified in the notice of the meeting. The Altice N.V. Board may determine that the voting rights may be exercised by means of electronic communication.

Altice N.V. Shareholders may only attend the Altice N.V. General Meeting and participate in the voting in respect of Common Shares, A Prefs or B Prefs which are registered in their name on the record date as specified in the notice of the meeting. The record date will be on the 28th day prior to the date of the meeting.

The notice of an Altice N.V. General Meeting shall be effected no later than on the 42nd day prior to the date of the meeting and shall state the items to be dealt with, the items to be discussed and which items are to be voted on, the place and time of the meeting, the procedure for participating at the meeting by written proxy-holder, the address of the website of Altice N.V. and, if applicable, the procedure for participating at the meeting and exercising one's right to vote by electronic means of communication.

Altice N.V. Shareholders individually or jointly representing at least 3% of the issued share capital have the right to request the Altice N.V. Board to place items on the agenda of the Altice N.V. General Meeting. Such item shall be included in the notice or shall be notified in the same way as the other subjects for discussion, if Altice N.V. has received the request (including the reasons for such request) not later than sixty days before the day of the meeting.

To the extent Dutch law or the Articles of Association do not require a qualified majority, all resolutions of the Altice N.V. General Meeting shall be adopted by an absolute majority of the

votes cast, in a meeting in which at least 50% of the issued and outstanding capital is present or represented.

9.2.7 Winding-up

In the event of dissolution, the business of Altice N.V. will be liquidated in accordance with Dutch law and the Articles of Association, and the members of the Altice N.V. Board (unless otherwise determined by the Altice N.V. General Meeting) will become liquidators. During liquidation, the provisions of the Articles of Association will remain in force to the extent possible.

The balance remaining after settlement of debts shall first insofar as possible, be paid on each A Pref and B Pref:

a) as repayment: an amount equal to the paid up nominal value of an A Pref and B Pref; and

b) to each holder of A Prefs any balance of the Retained Earnings Reserve A Prefs in proportion to the paid up part of the aggregate nominal value of the Prefs A held by each and to each holder of B Prefs any balance of the Retained Earnings Reserve B Prefs in proportion to the aggregate nominal value of the B Prefs held by each.

The balance remaining after the aforementioned payments have been made shall be transferred to the holders of Common Shares in proportion to the number of Common Shares held by each.

9.2.8 Pre-emptive rights and new issue of Common Shares

In the Articles of Association, the Altice N.V. Board will be authorised for a period of five years to issue Common Shares, A Prefs and B Prefs. After such period, Common Shares, A Prefs and B Prefs shall be issued pursuant to (i) a resolution of the Altice N.V. General Meeting, or (ii) a resolution of the Altice N.V. Board, if by resolution of the Altice N.V. General Meeting the Altice N.V. Board has been authorised for a specific period not exceeding five years to issue Common Shares, A Prefs and B Prefs. Unless otherwise stipulated at its grant, the authorisation cannot be withdrawn.

The above provisions shall apply by analogy to the granting of rights to subscribe for Common Shares, A Prefs and B Prefs. They shall not apply to the issue of Common Shares, A Prefs and B Prefs to persons exercising a previously granted right to subscribe for Common Shares, A Prefs and B Prefs.

Dutch law and the Articles of Association give holders of Common Shares pre-emptive rights to subscribe on a *pro rata* basis for any issue of new Common Shares or upon a grant of rights to subscribe for Common Shares. Such pre-emptive rights do not apply, however, in respect of (i) Common Shares issued for a non-cash contribution, (ii) Common Shares issued to the employees of Altice N.V. and (iii) Common Shares issued to persons exercising a previously granted right to subscribe for Common Shares.

In the Articles of Association, the Altice N.V. Board will be authorised for a period of five years to limit or exclude pre-emptive rights. After such period, the Articles of Association stipulate that pre-emptive rights may be limited or excluded by a resolution of the Altice N.V. General Meeting. The Altice N.V. General Meeting may also designate this authority to the Altice N.V. Board, for a period not exceeding five years, and only if the Altice N.V. Board at that time is also authorised to issue Common Shares. If less than one half of the issued capital of Altice N.V. is represented at an Altice N.V. General Meeting, a majority of at least two thirds of the votes cast shall be required for a resolution of the Altice N.V. General

Meeting to limit or exclude such pre-emptive rights or to make such designation. Unless otherwise stipulated at its grant, the designation cannot be withdrawn.

In accordance with the DCC, Altice N.V. Shareholders shall not have pre-emptive rights on any issue of A Prefs and/or B Prefs.

9.2.9 Alteration of share capital / repurchase of Common Shares

Subject to the provisions of the DCC, and without prejudice to any relevant special rights attached to any class of shares, Altice N.V. may, from time to time:

a) increase its share capital by issuing new Common Shares, A Prefs and B Prefs;

b) reduce its issued and outstanding share capital by cancelling shares in the capital of Altice N.V. or by amending the Articles of Association to reduce the nominal value of the shares in the capital of Altice N.V., with €0.01 being the minimum nominal value per share;

c) consolidate and divide all or any of its share capital into shares of a larger nominal amount than the existing Common Shares, A Prefs and B Prefs, by amending the Articles of Association; and

d) subdivide any of its Common Shares, A Prefs and B Prefs into shares of a smaller nominal amount than its existing Common Shares, A Prefs and B Prefs, by amending the Articles of Association, whereby the nominal amount of a share cannot be less than €0.01.

A resolution to cancel shares in the capital of Altice N.V. may only relate to (a) Common Shares, A Prefs and B Prefs or depositary receipts for such shares held by Altice N.V. or (b) all A Prefs with repayment.

A holder of Common Shares B may at all times request the Altice N.V. Board to convert one or more of his Common Shares B into Common Shares A in the ratio of 25 Common Shares A for one Common Share B. A conversion request notice will be made available on Altice N.V.'s website (https://www.altice.net), which can be downloaded and submitted to Altice N.V. in accordance with the instructions on the website. Simultaneously with the conversion of (relevant) Common Shares B into Common Shares A referred to in the conversion request notice, Altice N.V. shall repurchase 24 of the converted Common Shares for no consideration (*om niet*).

The Altice N.V. Board may at all times convert one or more B Prefs into one or more Common Shares in accordance with the conversion ratio and other conditions as determined by the Altice N.V. Board.

Altice N.V. may not subscribe for its own Common Shares, A Prefs and B Prefs on issue. Altice N.V. may acquire its own fully paid Common Shares, A Prefs and B Prefs at any time for no consideration. Furthermore, subject to certain provisions of Dutch law and the Articles of Association, Altice N.V. may acquire fully paid Common Shares, A Prefs and B Prefs in its own capital if (i) its shareholders' equity less the payment required to make the acquisition, does not fall below the sum of the paid-in and called-up share capital plus the reserves as required to be maintained by Dutch law or by the Articles of Association (such excess, the Distributable Equity), and (ii) Altice N.V. and its subsidiaries would thereafter not hold Common Shares, A Prefs and B Prefs or hold a pledge over the Common Shares, A Prefs and B Prefs with an aggregate nominal value exceeding 50% of Altice N.V.'s issued share capital.

Other than those Common Shares, A Prefs and B Prefs acquired for no consideration, Common Shares, A Prefs and B Prefs may only be acquired if the Altice N.V. General Meeting has authorised the Altice N.V. Board thereto. This authorisation shall remain valid for a maximum of eighteen months. In the authorisation, the Altice N.V. General Meeting must specify the number of Common Shares, A Prefs and B Prefs which may be acquired, the manner in which they may be acquired and the limits within which the price must be set.

No authorisation from the Altice N.V. General Meeting is required for the acquisition of fully paid Common Shares for the purpose of transferring these Common Shares to employees of Altice N.V. or of a member of the Altice Group under a scheme applicable to such employees (*i.e.* a share option plan), provided that such Common Shares are listed on a stock exchange. Any Common Shares, A Prefs and B Prefs Altice N.V. holds may not be voted or counted for voting quorum purposes.

Altice N.V. (jointly with its subsidiaries) may no longer than three years after its conversion into a public company or after it has acquired its own Common Shares, A Prefs and B Prefs for no consideration or under universal title of succession, hold Common Shares, A Prefs and B Prefs in its capital exceeding 10% of its issued capital; Common Shares, A Prefs and B Prefs which it holds as pledgee shall be included in such calculation. Any Common Share, A Pref or B Pref held by Altice N.V. in excess of such 10% shall be transmitted to the members of the Altice N.V. Board jointly at the end of the last day of such three year period. Each Altice N.V. Board member shall be jointly and severally liable to compensate Altice N.V. for the value of the Common Shares, A Prefs and B Prefs at such time, with interest at the statutory rate thereon from such time. Common Shares, A Prefs and B Prefs as used in this paragraph shall include depositary receipts issued for such shares.

9.2.10 Transfer of Common Shares

All Common Shares shall be registered shares (*aandelen op naam*) and will be traded through the book-entry facilities of Euroclear Nederland. All Common Shares are eligible for inclusion in a collection deposit (*verzameldepot*) and/or giro deposit (*girodepot*) on the basis of the Dutch Securities Giro Act (*Wet giraal effectenverkeer*). The transfer of a Common Share in a collective depot or a girodepot or the transfer of a right *in rem* thereon shall be effected in accordance with the Securities Giro Act.

No share certificates (*aandeelbewijzen*) are issued. The Altice N.V. Board is responsible for keeping a shareholders' register.

9.2.11 Issuance of A Prefs – the Warrant

The A Prefs will be used for the purpose of an equivalent structure of the Warrant, intended to be implemented at the level of Altice N.V. As from the Merger Effective Date, Next will be an Altice N.V. Shareholder and it will no longer be a shareholder of the Company. Accordingly, the Warrant that was issued by the Company to Next as the Warrant Holder will no longer provide the protection Next requires as Altice's controlling Shareholder. Altice N.V., therefore, intends to implement a structure that is, to the extent permitted or required under Applicable Rules, identical to the Warrant that is currently in place at the Company (see Section 8.11.3 (*Information about the Class B Shares and the Warrant*), save for the following exceptions.

Under Dutch law, there is no requirement to renew the authorised capital in a shareholders' meeting every five years (reference is made to Section 8.11.3 (*Information about the Class B Shares and the Warrant*)). Accordingly, there will be no Durational Exercise Event in the warrant structure to be implemented at the level of Altice N.V. Furthermore, if it is likely that the net asset value of Altice N.V. has decreased below 50% of the issued share capital,

Dutch law prescribes that the board must convene a general meeting to discuss the measures which much be taken. This does, however, not give the Altice N.V. General Meeting the right to vote for a dissolution of Altice N.V. with a reduced majority (reference is made to Section 8.11.3 (*Information about the Class B Shares and the Warrant*)). Therefore, there is no need to implement the High Threshold Event in the warrant structure at the level of Altice N.V.

9.3 Disclosure rules

9.3.1 Disclosure of ownership interests in Common Shares

Chapter 5.3 of the Wft contains certain rules on disclosure of ownership interests in Altice N.V. which will as from the Listing become applicable to Altice N.V., holders of Common Shares and members of the Altice N.V. Board.

Pursuant to the Wft, upon Altice N.V. becoming a listed company, each shareholder who holds a substantial holding in Altice N.V. should forthwith notify the AFM of such substantial holding. Substantial holding means the holding of at least 3% of the Common Shares or the ability to vote on at least 3% of the total voting rights (as compared to a first threshold of 5% in Luxembourg). Any person who, directly or indirectly, acquires or disposes of an interest in the share capital or voting rights must without delay give notice to the AFM, if, as a result of such acquisition or disposal, the percentage of capital interest or voting rights held by such person, directly or indirectly, reaches, exceeds or falls below the following thresholds: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95%. The Articles of Association provide for an additional notification obligation. Each Altice N.V. Shareholder is required to notify Altice N.V. in writing if such Altice N.V. Shareholder holds an interest exceeding 1%, 2% or 4% of the aggregate nominal value of the issued and outstanding shares in Altice N.V. Each Altice N.V. Shareholder should furthermore notify Altice N.V. when it is required to make a notification to the AFM.

In addition, if, as a result of such change, a person's direct or indirect interest in the share capital or voting rights passively reaches, exceeds or falls below the abovementioned thresholds, the person in question must give notice to the AFM no later than the fourth trading day after the AFM has published the change in the share capital and/or voting rights in the public register (other than in Luxembourg, where a person must give notice to the Company and the CSSF).

For the purpose of calculating the percentage of capital interest or voting rights, amongst others, the following interests must be taken into account: (i) shares or depositary receipts for shares or voting rights directly held (or acquired or disposed of) by any person, (ii) shares or depositary receipts for shares or voting rights held (or acquired or disposed of) by such person's controlled undertakings or by a third party for such person's account or by a third party with whom such person has concluded an oral or written voting agreement (including a discretionary power of attorney), (iii) voting rights acquired pursuant to an agreement providing for a temporary transfer of voting rights against a payment, (iv) shares or depositary receipts for shares or voting rights which such person, or any controlled undertaking or third party referred to above, may acquire pursuant to any option or other right held by such person (including, but not limited to, on the basis of convertible bonds), and (v) shares which determine the value of certain cash settled instruments, whereby the increase in value of the financial instruments is dependent on the increase in value of the (underlying) shares or related dividends.

For the same purpose of calculating the percentage of capital interest or voting rights, the following instruments qualify as 'shares': (i) financial instruments of which the value depends

on the increase in value of the shares or dividend rights and which will be settled other than in those shares, (ii) options for acquiring shares or depositary receipts, and (iii) negotiable instrument's which provide for an economic position similar to the economic position of a holder of shares or depositary receipts.

The notification to the AFM should indicate whether the interest is held directly or indirectly, and whether the interest is an actual or a potential interest.

A person is deemed to hold the interest in the share capital or voting rights that is held by its controlled undertakings as defined in the Wft. The controlled undertaking does not have a duty to notify the AFM because the interest is attributed to the undertaking in control, which as a result has to notify the interest as an indirect interest. Any person, including an individual, may qualify as an undertaking in control for the purposes of the Wft. A person who has a 3% or larger interest in the share capital or voting rights and who ceases to be a controlled undertaking for purposes of the Wft must without delay notify the AFM. As of that moment, all notification obligations under the Wft will become applicable to the former controlled undertaking.

A holder of a pledge or right of usufruct in respect of shares or depositary receipts for shares can also be subject to the reporting obligations of the Wft, if such person has, or can acquire, the right to vote on the shares or, in the case of depositary receipts for shares, the underlying shares. If a pledgee or usufructuary acquires the voting rights on the shares or depositary receipts for shares, this may trigger a corresponding reporting obligation for the holder of the shares or depositary receipts for shares. Special rules apply with respect to the attribution of shares or depositary receipts for shares or voting rights which are part of the property of a partnership or other community of property.

The AFM keeps a public register of all notifications made pursuant to these disclosure obligations and publishes all notifications received by it. The notifications referred to in this paragraph should be made in writing by means of a standard form or electronically through the notification system of the AFM (other than in Luxembourg, where only the notifications made by the shareholders are publically available).

Non-compliance with the disclosure obligations set out in this Section is an economic offence and may lead to criminal charges. The AFM may impose administrative penalties or a cease-and-desist order under penalty for non-compliance. If criminal charges are pressed, it is no longer allowed to impose administrative penalties and vice versa. Furthermore, a civil court can impose measures against any person who fails to notify or incorrectly notifies the AFM of matters required to be correctly notified. A claim requiring that such measures be imposed may be instituted by Altice N.V. and/or one or more shareholders who alone or together with others represent(s) at least 3% of Altice N.V.'s issued and outstanding share capital. The measures that the civil court may impose include:

(a) an order requiring the person violating the disclosure obligations under the Wft to make appropriate disclosure;

(b) suspension of voting rights in respect of such person's shares for a period of up to three years as determined by the court;

(c) voiding a resolution adopted by a general meeting, if the court determines that the resolution would not have been adopted but for the exercise of the voting rights of the person who is obliged to notify, or suspension of a resolution until the court makes a decision about such voiding; and

(d) an order to the person violating the disclosure obligations under the Wft to refrain, during a period of up to five years as determined by the court, from acquiring the shares and/or voting rights in the shares.

9.4 Takeover provisions

As Altice N.V. has been established in the Netherlands and its securities are admitted to trading on a regulated market in the Netherlands (*i.e.* Euronext Amsterdam), the AFM will be the competent supervisory authority to approve the Merger memorandum for any public takeover bid in respect of Altice N.V.

The rules regulating such takeover bid process and the requirements in respect of the offer memorandum are, with a few exceptions, exclusively governed by the Wft and the rules promulgated thereunder. The AFM monitors compliance with the Wft and is empowered to impose penalties, to issue public warnings and to impose an order for penalty payments in order to sanction infringement of the Wft and the regulations promulgated thereunder. Infringement of the Dutch public Merger rules may qualify as an economic offence and may therefore be subject to criminal sanctions.

Pursuant to the Wft, a shareholder who directly or indirectly obtains control of a Dutch listed company, such as Altice N.V. after the Listing, is required to make a takeover bid for all issued and outstanding shares in that company's share capital. Such control is deemed present if a (legal) person is able to exercise, alone or acting in concert, at least 30% of the voting rights of Altice N.V. The legislation also applies to persons acting in concert who jointly acquire 30% of the voting rights. An exemption exists if such shareholder or group of shareholders reduces its holding below 30% within 30 days of the acquisition of controlling influence provided that (i) the reduction of its holding was not effected by a transfer of shares or depositary receipts to an exempted party and (ii) during this period such shareholder or group of shareholders did not exercise its voting rights.

The mandatory offer should be made at an 'equitable' price, which will in principle be equal to the highest price paid by such offeror for the shares of Altice N.V. in the one-year period preceding the mandatory offer. Next will be exempt from launching a mandatory offer in respect of Altice N.V., as it will have obtained at least 30% of the voting rights in Altice N.V.'s General Meeting at the time that shares in the capital of Altice N.V. will at the first time be admitted to trading on a regulated market.

9.5 Corporate governance

Following the Merger Effective Date, the corporate governance structure of Altice N.V. will, to the largest extent possible under Applicable Rules, be similar to the corporate governance structure of the Company. Where the corporate governance structure is similar, reference will be made to the relevant paragraphs of Section 8 (*Information regarding Altice S.A.*). Where the corporate governance structure of Altice N.V. deviates from the corporate governance structure of the Company, this will be set out below. This Section 9.5 (*Corporate governance*) does therefore not purport to give a full overview and should be read in conjunction with, and is qualified in its entirety by reference to, the Articles of Association, the Board Regulations as they will read following the Merger Effective Date, and the relevant paragraphs of Section 8 (*Information regarding Altice S.A.*).

9.5.1 Board

Following the Merger Effective Date, Altice N.V. will have a one-tier board structure, with the Altice N.V. Board which is expected to comprise (at least) the following members:

Name	Position	(Non)-Independent	Age
Patrick Drahi	President	Non-Independent	51
An entity to be incorporated	Vice-president	Non-Independent	n/a
Dexter Goei	Chief Executive Officer	Non-Independent	43
Dennis Okhuijsen	Chief Financial Officer	Non-Independent	45
Scott Matlock	Non-Executive Director	Independent	49
Jean-Luc Allavena	Non-Executive Director	Independent	52

A Board Member will be appointed for a maximum period of four years and may be reappointed for a term of not more than four years at a time, in accordance with the Dutch Corporate Governance Code (the **Code**). In accordance with the Code, a Non-Executive Member may be appointed for a maximum of three four year terms.

Reference is made to Section 8.9.1 (*The Board*) and Section 8.9.2 (*Resumes of the members of the Board*) for a description of the members of the Altice N.V. Board. It is intended that a legal entity will be incorporated prior to the Merger Effective Date which will be nominated in the Altice N.V. Board as vice-president. Jérémie Bonnin, former member of the Board, will represent this entity in the Altice N.V. Board. It is furthermore intended that a fifth Executive Member will be appointed and the Company is seeking a new candidate as Non-Executive Member, who meets the criteria of a financial expert within the meaning of the Code.

9.5.2 Senior management

At the level of Altice N.V., no senior managers will be appointed. Reference is made to Section 8.9.4 (*Resume of senior management)* for the resumes of the senior managers of the Altice Group.

9.5.3 Appointment and dismissal of Altice N.V. Board members – Binding Nomination Right

The Executive Members and Non-Executive Members shall be appointed as such by the Altice N.V. General Meeting. The Executive Members are appointed by the Altice N.V. General Meeting at the binding nomination of Next. The Altice N.V. General Meeting may at all times overrule the binding nomination by a resolution adopted by a majority of at least two thirds of the votes cast representing more than half of the issued capital. If the Altice N.V. General Meeting overrules the binding nomination Next shall make a new nomination. The nomination shall be included in the notice of the Altice N.V. General Meeting at which the appointment shall be considered. The Altice N.V. Board shall request Next to make its nomination at least ten days before publication of the notice of the Altice N.V. General Meeting at which the appointment shall be considered. If a nomination has not been made by Next or has not been made by Next within seven days following the request of the Altice N.V. Board, this shall be stated in the notice and the Altice N.V. General Meeting shall be free to appoint a member of the Altice N.V. Board at its discretion.

The Altice N.V. General Meeting may at any time dismiss or suspend any member of the Altice N.V. Board. An Executive Member may also be suspended by the Altice N.V. Board. If Next proposes the dismissal of an Altice N.V. Board member to the Altice N.V. General Meeting, the Altice N.V. General Meeting can resolve upon such dismissal by resolution adopted by an absolute majority of the votes cast. If Next has not made a proposal for the dismissal of an Altice N.V. Board member, the Altice N.V. General Meeting can only resolve

upon the dismissal of such Altice N.V. Board member by resolution adopted by a majority of at least two thirds of the votes cast representing more than half of the issued capital.

The aforementioned rights of Next cannot be amended without the consent of Next. Next will only be entitled to these rights as long as it holds 30% or more of the Common Shares.

Reference is made to Section 8.9.14 (*Appointment and dismissal of Directors – Binding Nomination Right*).

9.5.4 Maximum number of positions of members of the Board

Since 1 January 2013, restrictions apply with respect to the overall number of supervisory board positions that a member of the management board or supervisory board (including a one-tier board) of a Dutch public company, a Dutch private limited liability company or qualifying Dutch foundations may hold. A foundation qualifies for this purpose if it is required by law to publish financial information equal or similar to annual accounts referred to in book 2 title 9 DCC and meets the other criteria. The restrictions only apply with regard to executive and supervisory positions in Dutch public companies, Dutch private limited liability companies and qualifying Dutch foundations that, on two successive balance sheet dates without subsequent interruption on two successive balance sheet dates, meet at least two of the three criteria referred to Section 2:397 paragraphs 1 and 2 DCC, which criteria are: (1) the value of the company's assets according to its balance sheet with explanatory notes, on the basis of the purchase price or manufacturing costs exceeds €17.5 million; (2) the net turnover exceeds €35.0 million; and (3) the average number of employees is 250 or more (such a company or foundation, a **Large Company**). Based on Altice N.V.'s assets and net turnover, this rule will also apply to Altice N.V., assuming two of the three criteria listed above are still met on two successive balance sheets dates.

Pursuant to the DCC, a person may not be appointed as a member of the management board if (A) he or she holds more than two supervisory positions with other Large Companies, or (B) if he or she acts as chairman of the supervisory board or, in the case of a one-tier board, serves as chairman of the board of a Large Company. The term "supervisory position" refers to the position of supervisory board member, non-executive board member in case of a one-tier board, or member of a supervisory body established by the articles of association. A person may not be appointed as member of the supervisory board if he or she holds more than four supervisory positions with Large Companies. Acting as a chairman of a supervisory board or a supervisory body established by the articles of association or, in case of a one-tier board, chairman of the management board, of a Large Company counts twice.

A position as supervisory or non-executive board member of other companies within the group of the company does not count for this purpose.

An appointment in violation of the aforementioned restrictions will result in the last appointment being void. Earlier appointments at other entities are not affected. The fact that an appointment is thus void does not affect the validity of decision-making.

All members of the Altice N.V. Board comply with these rules because, among other things, they do not exceed the maximum number of positions held at other Large Companies.

9.5.5 Diversity

Dutch law requires Dutch public limited liability companies and Dutch private limited liability companies that qualify as a Large Company (as Altice N.V. will, assuming two of the three criteria are still met on two successive balance sheets dates), to pursue a policy of having at least 30% of the seats on the board held by men and at least 30% of the seats on the board held by women, each to the extent these seats are held by natural persons. Altice N.V. is

required to take this policy into account in connection with the (nomination for the) appointment of members of the board.

Pursuant to Dutch law, if a Large Company does not comply with the gender diversity rules, it will be required to explain in its annual report (i) why the seats are not allocated in a well-balanced manner; (ii) how it has attempted to achieve a well-balanced allocation; and (iii) how it aims to achieve a well-balanced allocation in the future. Although these rules are temporary and will cease to have effect on 1 January 2016, the legislature will evaluate the impact of these rules. This may result in new legislation on this topic.

The Altice N.V. Board is expected to comprise seven persons, of which two private individuals are yet to be appointed. Currently all of the individual members of the Altice N.V. Board are male. A legal entity to be incorporated will be the 8th member of the Altice N.V. Board. The annual report of Altice N.V. will contain an explanation of the reason for deviation of this rule. Furthermore, Altice N.V. will evaluate regularly whether it is desirable to change the composition of the Altice N.V. Board.

9.5.6 Conflicts of interests

General conflicts

Dutch law provides that a member of the board of a Dutch public limited liability company, such as Altice N.V., may not participate in the adoption of resolutions (including any deliberations) if he or she has a direct or indirect personal interest conflicting with the interests of Altice N.V. and the enterprise connected therewith. If there is such conflict of interest of all Altice N.V. Board Members the decision shall nevertheless be taken by the Altice N.V. Board.

If a member of the Altice N.V. Board does not comply with the provisions on conflicts of interest, the resolution concerned is subject to nullification (*vernietigbaar*) and this member may be held liable towards Altice N.V.

Conflicts and related party transactions

The general conflicts procedures under Dutch law apply to situations where a member of the board of a Dutch public limited liability company has a direct or indirect personal conflict of interest. In addition to Dutch law, the Code also provides rules for dealing with conflict of interest situations and related party transactions.

Transactions between the company and its board members or its majority shareholders (10% or more) shall be agreed on terms that are customary in the branch concerned. The Code provides that decisions to enter into transactions in which there are conflicts of interest with such persons that are of material significance to the company and/or to such persons require the approval of the non-executive board members and shall be published in the annual report with a declaration that the provisions in the Code have been complied with.

The conflicted board member should immediately notify the chairman of the board of a (potential) conflict of interest and must provide the chairman with all relevant information in relation to the conflict of interest. In case the chairman of the board has a (potential) conflict of interest he shall immediately notify the vice-chairman of such potential conflict of interest and provide the vice-chairman with all relevant information relevant to the conflict of interest.

Altice N.V. will implement conflict of interest procedures which comply with Dutch law and the Code. Accordingly, Altice N.V. shall not apply the distinction between a conflict of interest pursuant to the Warrant or otherwise, as described in Section 8.9.7 (*Conflicts of interests*)

and Section 8.9.8 (*Corporate Opportunities*), as such distinction is not allowed under Dutch law.

9.5.7 Agreements among Shareholders

It is intended that Next and (*inter alia*) the other ASA Shareholders will enter into shareholders' agreements similar to the ASA Agreements, to the extent permitted under the Applicable Rules. Reference is made to Section 8.9.9 (*Agreements among Shareholders*).

9.5.8 Service contracts

Each member of the Altice N.V. Board will enter into a service agreement with Altice N.V. on similar terms as the letters of appointment, currently in place between the members of the Board and the Company, other than as set out hereafter. Reference is made to Section 8.9.13 (*Letters of Appointment Directors*).

A fixed remuneration shall be paid by Altice N.V. to each of the Executive Members. These amounts are deducted from the amounts currently paid by Altice to the Executive Directors (other than Patrick Drahi who does currently not receive any remuneration from Altice).

9.5.9 Board committees

The Altice N.V. Board will establish two committees: an audit committee and a remuneration committee. These will have the same duties and responsibilities as the Company's Audit Committee and Remuneration Committee. Reference is made to Section 8.9.5 (*Board Committees*).

9.5.10 The Dutch Corporate Governance Code

On 9 December 2003, the Dutch Corporate Governance Committee, also known as the Tabaksblat Committee, released the Code. With effect from 1 January 2009, the Code has been amended by the Frijns Committee. The Code contains principles and best practice provisions for the management board, the supervisory board, shareholders and general meetings of shareholders and audit and financial reporting.

All companies whose registered offices are in the Netherlands and whose shares or depositary receipts for shares have been admitted to listing on a stock exchange, or more specifically to trading on a regulated market or a comparable system, and to all large companies whose registered offices are in the Netherlands (balance sheet value > €500 million) and whose shares or depositary receipts for shares have been admitted to trading on a multilateral trading facility or a comparable system, are required under Dutch law to disclose in their annual reports whether or not they apply the provisions of the Code and, if they do not apply, to explain the reasons why. The Code provides that if a company's general meeting explicitly approves the corporate governance structure and policy and endorses the explanation for any deviation from the best practice provisions, such company will be deemed to have applied the Code.

Altice N.V. acknowledges the importance of good corporate governance and agrees with the principles of the Code and has taken and will take further steps it considers appropriate to implement the Code.

The practices where Altice N.V. will following the Merger Effective Date not be in compliance with the Code are set out in the following schedule:

Principle / Best practice provision	Deviation and reason for deviation

II.2.4 If options are granted, they shall, in any event, not be exercised in the first three years after the date of granting. The number of options to be granted shall be dependent on the achievement of challenging targets specified beforehand.	Under the SOP which was adopted at the time of the IPO, options will vest and become exercisable in tranches. The first tranche of 50% of options will vest and become exercisable after two years from the date of grant, the second and third tranche of 25% each of the options will vest and become exercisable after three respectively four years from the date of grant.
II.2.6 The option exercise price may not be fixed at a level lower than a verifiable price or a verifiable price average in accordance with the trading in a regulated market on one or more predetermined days during a period of not more than five trading days prior to and including the day on which the option is granted.	Under the SOP which was adopted at the time of the IPO, the exercise price will be the weighted average price at which the Shares are traded on Euronext Amsterdam during a period of six months preceding the date of grant. The Board may, however, decide to adjust the exercise price based on a market value in accordance with a written reasoned opinion of the remuneration committee.
II.2.7 Neither the exercise price of options granted nor may the other conditions be modified during the term of the options, except in so far as prompted by structural changes relating to the shares or the company in accordance with established market practice.	Under the SOP which was adopted at the time of the IPO, the Board, based on a written and reasoned opinion of the remuneration committee, may, in its absolute discretion, determine at any time prior to the exercise of an option to cancel options and/or impose further conditions on the options in case of: (i) a material misstatement of the Company, any group company or business unit; or (ii) any act or omission by the option holder which has contributed to serious reputational damage or serious misconduct, fraud or negligence or, undermining the Company's effective risk management.
III.3.1 The supervisory board shall prepare a profile of its size and composition, taking account of the nature of the business, its activities and the desired expertise and background of the supervisory board members. The profile shall deal with the aspects of diversity in the composition of the supervisory board that are relevant to the company and shall state what specific objective is pursued by the board in relation to diversity. In so far as the existing situation differs from the intended situation, the supervisory board shall account for this in the report of the supervisory board and shall indicate how and within what period it expects to achieve this aim. The profile shall be made generally available and shall be posted on	This best practice provision, in concurrence with section 2:166 DCC, requires Dutch public limited liability companies, to pursue a policy of having at least 30% of the seats on the management board and supervisory board held by men and at least 30% of the seats on the management board and supervisory board held by women, each to the extent these seats are held by natural persons. Altice N.V. is required to take this policy into account in connection with the (nomination for the) appointment of members of its Board. Altice N.V. will evaluate regularly whether it is desirable to change the composition of its Board.

the company's website.	
III.3.2 At least one member of the supervisory board shall be a financial expert with relevant knowledge and experience of financial administration and accounting for listed companies or other large legal entities.	Upon the Merger Effective Date the Board is expected to be composed of two independent Non-Executive Members and five Executive Members. The Company is seeking a new candidate as Non-Executive Member, who meets the criteria of a financial expert.
III.8.4 The majority of the members of the management board shall be non-executive directors and are independent within the meaning of best practice provision III.2.2.	Upon the Merger Effective Date the Board is expected to be composed of two independent Non-Executive Members and five Executive Members. Altice N.V. will maintain a board of which the majority are Executive Members. Pursuant to the Articles of Association, Patrick Drahi (as president of the Altice N.V. Board) is entitled to cast a number of votes that equals the number of other Altice N.V. Board members entitled to vote who are present or represented at that meeting. (If Patrick Drahi is no longer in function, the vice-president is entitled to cast a number of votes that equals the number of other Altice N.V. Board members entitled to vote who are present or represented at that meeting.) The legal entity that is intended to be appointed as vice-president of the Altice N.V. Board is controlled by the children of Patrick Drahi. The purpose of these provisions is to safeguard the continuity of Altice N.V. and its group companies and the stability of its management.
IV.1.1 The general meeting of shareholders of a company not having statutory two tier status (*structuurregime*) may pass a resolution to cancel the binding nature of a nomination for the appointment of a member of the management board or of the supervisory board and/or a resolution to dismiss a member of the management board or of the supervisory board by an absolute majority of the votes cast. It may be provided that this majority should represent a given proportion of the issued capital, which proportion may not exceed one third. If this proportion of the capital is not represented at the meeting, but an absolute majority of the votes cast is in favour of a resolution to cancel the binding nature of a nomination, or to dismiss a board member, a new meeting may be	In deviation from the Code, the Articles of Association will provide for a cancellation of the binding nature of a nomination for the appointment of Executive members by an absolute majority, representing two-third of the issued share capital as long as Patrick Drahi owns (indirectly) at least 30% of the aggregate nominal value of the issued and outstanding Common Shares (nominating shareholder). According to the Articles of Association, if the nominating shareholder has not made a proposal for the dismissal of an Board member, the Altice N.V. General Meeting can only resolve upon the dismissal of such Board member by resolution adopted by a majority of at least 2/3 of the votes cast representing more than half of the

convened at which the resolution may be passed by an absolute majority of the votes cast, regardless of the proportion of the capital represented at the meeting.	issued capital. The purpose of these provisions is to safeguard the continuity of the Altice N.V. and its group companies.

9.5.11 Articles of Association

The below overview contains a comparison between Company's Articles and the articles of association of Altice N.V.

Subject	Luxembourg	The Netherlands
Authorised capital	Increase of authorised capital is only possible pursuant to a shareholders resolution	Authorised capital can be increased by a board resolution which is deposited with the Dutch trade register. In addition, if shares are being converted the authorised capital will be changed accordingly.
Issue of shares and limitation or exclusion of pre-emptive rights	The Board is authorised to issue shares and limit or exclude pre-emptive rights for a period of five years as per the moment the shareholders resolution thereto was published in the Memorial C. This authorisation is revocable. The authorisation of the Board can be extended several times for a period not exceeding five years by the shareholders meeting. If the authorisation of the Board is not extended, the General Meeting can resolve to issue shares and limit or exclude pre-emptive rights. Both shareholders resolutions can be adopted with a 2/3 majority in a meeting in which at least 1/2 of the issued capital is present or represented.	The Altice N.V. General Meeting is in principle authorised to resolve upon the issuance of shares and to limit or exclude pre-emptive rights. This authority is irrevocably granted to the Altice N.V. Board for a period of five years as per the date of the Articles of Association. The authorisation of the Altice N.V. Board can be extended for a period not exceeding five years by the shareholders meeting. If the authorisation of the Altice N.V. Board is not extended the shareholders meeting can resolve to issue shares and limit or exclude pre-emptive rights. The shareholders resolution (to extend the delegation to the Altice N.V. Board) to issue shares can be adopted with a simple majority. The shareholders resolution (to extend the delegation to the Altice N.V. Board) to limit or exclude pre-emptive rights can be adopted with an absolute majority of the votes cast, in a meeting in which at least 50% of the issued and outstanding capital is present or represented If a resolution of the Altice N.V.

		General Meeting (to extend the delegation to the Altice N.V. Board) to limit or exclude pre-emptive rights is adopted in a second meeting (see under Shares and voting rights below), at which less than 50% of the issued and outstanding capital of the Company is present or represented, a 2/3 majority of the votes cast shall be required.
Shares in its own capital	A mandatory repurchase mechanism of shares is provided for in the Company's Articles.	A mandatory repurchase of shares is not allowed under Dutch law.
Appointment of Board members	The Executive Directors are appointed from a list drawn up by Next as nominating shareholder, without the possibility of the General Meeting to appoint another person. The list of candidates must always exceed the number of available mandates of board members. Board members are appointed for a maximum term of six years. Board members may be reappointed without limitation.	The shareholders of Altice N.V. may at all times overrule the Binding Nomination with a 2/3 majority representing more than 1/2 of the issued capital. In such case a new nomination has to be made. Altice N.V. Board members are appointed for a maximum period of four years. Each Altice N.V. Board member may be reappointed, provided that Non-Executive Members may be in office for a period of not more than twelve years.
Dismissal of Board members	An Executive Director will be removed upon the proposal of Next.	The Altice N.V. Board members may at any time be dismissed or suspended by the Altice N.V. General Meeting. Executive Members may also be suspended by the Altice N.V. Board. If Next proposes the dismissal of an Executive Member the Altice N.V. General Meeting may adopt a resolution in this respect with an absolute majority. If such dismissal is not proposed by Next, such shareholders resolution requires a 2/3 majority representing more than 1/2 of the issued capital.
Chairman of the Board	Patrick Drahi, an Executive Director is the chairman of the Board	The chairman of the Altice N.V. Board must be a Non-Executive Member. Patrick Drahi is the president of the

		Altice N.V. Board.
Meetings of the Board	Each two board members jointly or the (vice-)chairman can convene a Board meeting.	The president of the Altice N.V. Board, or when no president is in function, the vice-president of the Altice N.V. Board, any two members of the Altice N.V. Board jointly or, on his or their instructions, the secretary can convene an Altice N.V. Board meeting.
Voting rights in the Board	The Chairman (or Non-Executive Vice-Chairman in circumstances in which the Chairman is conflicted) has a casting vote in the event of a tie in votes.	The president (or if no president is in function, the vice-president) of the Altice N.V. Board is entitled to cast a number of votes that equals the number of votes of the other Altice N.V. Board members entitled to vote who are present or represented at that meeting.
Representation	The Chairman may represent and bind the Company acting solely. The Company is also validly represented and bound by special representatives to whom the Board has delegated authority *vis-à-vis* third parties.	The Altice N.V. Board as a whole has the authority to represent Altice N.V. without limitation. The President acting solely shall also be authorised to represent Altice N.V.
Remuneration of the Board	The Remuneration Committee recommends the level of remuneration for Directors, subject to approval by the Board and, subsequently, by the General Meeting.	The remuneration of the Altice N.V. Board members shall be determined by the Altice N.V. General Meeting with due observance of the remuneration policy adopted by the Altice N.V. General Meeting.
Profits and distributions	Until it has legal a reserve of at least 10% if its corporate capital, the Company has to reserve 5% of its annual net profits.	The Altice N.V. Board may determine which part of the profits will be reserved and the Altice N.V. General Meeting may resolve to distribute any part of the profits remaining thereafter provided that no distribution may exceed the sum of Altice N.V.'s issued capital and the reserves which must be maintained by law or the Articles of Association.
General meetings	No specific date applies for the General Meeting (other than the annual general meeting which is to be held at the first Monday of June of	The annual Altice N.V. General Meeting must be held within six months after the end of the financial year.

	each year). The convocation period is 30 days and the record date is the 14th day prior to the date of the meeting. Shareholders representing 5% of the issued capital are entitled to put matters on the agenda and/or draft resolutions.	The convocation period is 42 days and the record date is the 28th day prior to the date of the meeting. Shareholders representing 3% of the issued capital are entitled to put matters on the agenda.
Shares and voting rights	There are two types of shares, ordinary Shares and Class B Shares. Each share entitles its holder to one vote. To the extent the law or the articles of association do not require a qualified majority, all resolutions of the General Meeting shall be adopted by a simple majority of the votes cast.	There are four types of shares: • Common Shares A entitling its holder to 1 vote; • Common Shares B entitling its holder to 25 votes; • A Prefs entitling its holder to 4 votes; and • B Prefs entitling its holder to 1 vote. To the extent the law or the Articles of Association do not require a qualified majority, all resolutions of the Altice N.V. General Meeting shall be adopted by an absolute majority of the votes cast, provided that at least 50% of the issued capital is present or represented (quorum). If the quorum is not present or represented, a second meeting may be convened at which the quorum does not have to be present or represented and the resolutions shall be adopted by an absolute majority of the votes cast. However, a majority of at least 2/3 of the votes cast shall be required for a resolution of the Altice N.V. General Meeting (to extend the delegation to the Altice N.V. Board) to limit or exclude pre-emptive rights, if the quorum is not present or represented.
Amendment articles of association	The General Meeting may resolve to amend the articles of association with a 2/3 majority in a meeting in which at least 1/2 of the issued capital is present or represented.	The Altice N.V. General Meeting may resolve to amend the Articles of Association with an absolute majority of the votes cast, provided that at least 50% of the issued capital is present or represented.

Dissolution	The General Meeting may dissolve the Company with a 2/3 majority in a meeting in which at least 1/2 of the issued capital is present or represented.	The Altice N.V. General Meeting may resolve to dissolve Altice N.V. with an absolute majority of the votes cast, provided that at least 50% of the issued capital is present or represented.

9.6 Remuneration

9.6.1 Remuneration policy

The adopted remuneration policy at the level of the Company, will be similarly adopted at the level of Altice N.V. This remuneration policy will enable Altice N.V. to attract, motivate and retain candidates with the knowledge, expertise and experience required for each specific role. The level and structure of the compensation of the members of the Altice N.V. Board, comprising Executive Members and Non-Executive Members, reflects the requirements and responsibilities of the relevant member's position.

Reference is made to Section 8.9.6 (*Board and senior management compensation policy*).

9.6.2 Remuneration

The cash components of the remuneration of the members of the Altice N.V. Board and of the senior managers (reference is made to Section 8.9.6 (*Board and senior management compensation policy*)) of the Altice Group will not be amended pursuant to the Merger, on the understanding that Patrick Drahi (who is currently not entitled to any remuneration from Altice, other than options) will be entitled to a base compensation from Altice N.V. of €200,000 per annum.

9.6.3 Incentive plans

Altice is currently contemplating a replacement of the SOP by a new incentive plan that may be implemented in all jurisdictions in which the Altice Group operates. It may be possible that under such new incentive plan, instruments will be awarded to employees and directors and that are equity settled or cash settled. Such new incentive plan will be prepared and reviewed also taking into account the Code. To the extent that any such new incentive plan will lead to any deviations from the Code, this will be explained in Altice N.V.'s annual report.

9.6.4 Adjustments to variable remuneration

Pursuant to Dutch law and the Code the variable remuneration of Executive Members (in any capacity whatsoever within the Altice Group) may be adjusted or reduced or such Executive Members may be obliged to repay (part of) their remuneration to the company if certain circumstances apply.

Pursuant to Dutch law and the Code, the Non-Executive Members may adjust the variable remuneration of Executive Members (in any capacity whatsoever within the Altice Group) (to the extent the payment of such variable remuneration is subject to reaching certain targets and the occurring of certain events) to an appropriate level if payment of the variable remuneration were to be unacceptable according to the criteria of reasonableness and fairness.

In addition, the Non-Executive Members will have the authority under the Code and Dutch law to recover from Executive Members any variable remuneration paid (in any capacity

whatsoever within the Altice Group) on the basis of incorrect financial or other data (claw back).

Furthermore, Dutch law prescribes that, in case the value of the Common Shares (including rights to subscribe for Common Shares) granted to the respective Executive Members (in any capacity whatsoever within the Altice Group) as part of their remuneration increases during a period in which a public offer is made on the Common Shares in the share capital of Altice N.V., the remuneration of that respective member of the Altice N.V. Board will be reduced by the amount by which the value of the Common Shares granted to such member has increased. Similar provisions apply in the situation of an intended legal merger or demerger, or if Altice N.V. intends to enter into certain transactions that are of such significance to Altice N.V. that the Altice N.V. Board requires the approval of the Altice N.V. General Meeting pursuant to Dutch law (transactions that fall within the scope of section 2:107a DCC).

The above Dutch rules do not apply to Altice S.A. Consequently, these rules do not apply to any instruments granted to Executive Directors (in any capacity whatsoever within the Altice Group) under the SOP prior to the Merger Effective Date and will also not apply to any instruments granted to such Executive Directors if the SOP will be replaced by a new incentive plan and such instruments effectively replace the stock options awarded under the SOP to such Executive Directors prior to the Merger Effective Date, regardless of whether such instruments are securities (to be) issued by Altice N.V. and the Executive Directors will in the meantime (also) have become Executive Members of Altice N.V.

9.7 Shareholdings and stock options

Upon the Merger Effective Date, Next, the Shareholding Board Members and the senior manager will hold Consideration Shares as set out in the ownership table below, based on the commitment that the Shareholding Board Members will not elect the Ordinary Consideration:

Name	Position	Number of Common Shares A	Number Common Shares B	Total	Capital interest	Voting interest
Patrick Drahi (1)	Executive Chairman	435,467,070	145,155,690	580,622,760	58.54	58.54
Dexter Goei	Chief Executive Officer	10,121,949	3,373,983	14,295,932	1.36	1.36
Dennis Okhuijsen	Chief Financial Officer	4,523,391	1,507,797	6,031,188	0.61	0.61
Patrice Giami	Chief Operations Officer	2,816,700	938.900	3,755,600	0.38	0.38

(1) Including the 99,985 Shares that will be transferred from Patrice Giami to Patrick Drahi prior to the Merger Effective Date. Reference is made to Section 8.8.3 (*Chairman has agreed to acquire additional Shares*).

(2) Jérémie Bonnin, who will represent the legal entity which will be nominated in the Altice N.V. Board as vice president, will hold 2,951,469 Common Shares A and 983,823 Common Shares B representing 0.40% of the capital and voting interest.

If all Other Shareholders elect the Ordinary Consideration instead of the Merger Consideration, then the Swap will result in the following number Ordinary B Shares allotted to Next (reference is made to Section 7.5.4 (*Execution of Ordinary Consideration*)):

Name	Position	Number of Common Shares A	Number Common Shares B	Total	Capital interest	Voting interest
Patrick Drahi (1)	Executive Chairman	338,538,177	242,084,583	580,622,760	58.54	92.04

(1) Including the 99,985 Shares that will be transferred from Patrice Giami to Patrick Drahi prior to the Merger Effective Date. Reference is made to Section 8.8.3 (*Chairman has agreed to acquire additional Shares*).

9.8 Share buy back programme

It is intended that Altice N.V. will continue the share buy back programme which was announced by Altice S.A. 1 June 2015, to the extent permitted under the Applicable Rules. Reference is made to Section 8.7.1 *(Share buy back programme*). Further details of the programme will be published in a press release on the first trading day following the Merger Effective Date at the latest.

10 Material tax aspects of the Merger

10.1 Material Dutch tax consequences

10.1.1 General

This summary solely addresses the principal Dutch tax consequences of (i) the exchange of Shares pursuant to the Merger, (ii) the acquisition, ownership and disposal of Consideration Shares and (iii) the Swap and a Conversion. It does not purport to describe every aspect of taxation that may be relevant to a particular holder of Shares or a holder of Consideration Shares. Any potential investor should consult his tax adviser for more information about the tax consequences of acquiring, owning and disposing of Shares or Consideration Shares in his particular circumstances.

Where in this summary English terms and expressions are used to refer to Dutch concepts, the meaning to be attributed to such terms and expressions shall be the meaning to be attributed to the equivalent Dutch concepts under Dutch tax law. Where in this summary the terms "the Netherlands" and "Dutch" are used, these refer solely to the European part of the Kingdom of the Netherlands. This summary assumes that Altice N.V. is organised, and that its business will be conducted, in the manner outlined in this Information Memorandum. A change to such organisational structure or to the manner in which Altice N.V. conducts its business may invalidate the contents of this summary, which will not be updated to reflect any such change.

This summary is based on the tax law of the Netherlands (unpublished case law not included) as it stands at the date of this Information Memorandum. The tax law upon which this summary is based, is subject to changes, perhaps with retroactive effect. Any such change may invalidate the contents of this summary, which will not be updated to reflect such change.

Where in this Section 10.1 (*Material Dutch tax consequences*) reference is made to a Holder of Shares, or a Holder of Consideration Shares respectively, that concept includes, without limitation:

1. an owner of one or more Shares, or Consideration Shares respectively, who in addition to the title to such Shares, or Consideration Shares, has an economic interest in such Shares or Consideration Shares ;
2. a person who or an entity that holds the entire economic interest in one or more Shares, or Consideration Shares respectively;
3. a person who or an entity that holds an interest in an entity, such as a partnership or a mutual fund, that is transparent for Dutch tax purposes, the assets of which comprise one or more Shares, or Consideration Shares respectively, within the meaning of 1. or 2. above; or
4. a person who is deemed to hold an interest in Shares, or Consideration Shares respectively, as referred to under 1. to 3., pursuant to the attribution rules of article 2.14a, of the Dutch Income Tax Act 2001, with respect to property that has been segregated, for instance in a trust or a foundation.

10.1.2 Taxes on income and capital gains in connection with the Merger

The description set out in this Section 10.1.2 (*Taxes on income and capital gains in connection with the Merger*) applies only to a Holder of Shares who is a "Dutch Individual Holder", a "Dutch Corporate Holder" or a "Non-Resident Holder".

For the purposes of this Section 10.1 (*Material Dutch tax consequences*) a Holder of Shares or a Holder of Consideration Shares, is a "Dutch Individual Holder" if he satisfies the following tests:

a. he is an individual;

b. he is resident, or deemed to be resident, in the Netherlands for Dutch income tax purposes;

c. his Shares, or Consideration Shares, and any benefits derived or deemed to be derived therefrom have no connection with his past, present or future employment, if any; and

d. his Shares, or Consideration Shares, do not form part of a substantial interest or a deemed substantial interest in Altice S.A., or Altice N.V., within the meaning of Chapter 4 of the Dutch Income Tax Act 2001.

Generally, if a person holds an interest in Altice S.A. or Altice N.V., such interest forms part of a substantial interest, or a deemed substantial interest, in Altice S.A. or Altice N.V. if any one or more of the following circumstances is present:

1. Such person – either alone or, in the case of an individual, together with his partner, if any – owns or is deemed to own, directly or indirectly, either a number of shares representing 5% or more of Altice S.A.'s or Altice N.V.'s total issued and outstanding capital (or the issued and outstanding capital of any class of shares), or rights to acquire, directly or indirectly, shares, whether or not already issued, representing 5% or more of Altice S.A.'s or Altice N.V.'s total issued and outstanding capital (or the issued and outstanding capital of any class of shares), or profit participating certificates relating to 5% or more of Altice S.A.'s or Altice N.V.'s annual profit or to 5% or more of Altice S.A.'s or Altice N.V.'s liquidation proceeds.

2. Such person's shares, profit participating certificates or rights to acquire shares in Altice S.A. or Altice N.V. are held by him or deemed to be held by him following the application of a non-recognition provision.

3. Such person's partner or any of his relatives by blood or by marriage in the direct line (including foster-children) or of those of his partner has a substantial interest (as described under 1. above) in Altice S.A. or Altice N.V.

A person who is entitled to the benefits from shares or profit participating certificates (for instance a holder of a right of usufruct) is deemed to be a holder of shares or profit participating certificates, as the case may be, and such person's entitlement to such benefits is considered a share or a profit participating certificate, as the case may be.

If a Dutch Individual Holder of Shares satisfies test (b), but does not satisfy test (c) and/or test (d) above, his Dutch income tax position is not discussed in this Information Memorandum. If a Holder of Shares is an individual who only does not satisfy test (b), please refer to Section 10.1.2 (*Taxes on income and capital gains in connection with the Merger - Non-Resident Holders of Shares*).

For the purposes of this Section 10.1 (*Material Dutch tax consequences*) a Holder of Shares or a Holder of Consideration Shares is a "Dutch Corporate Holder" if it satisfies the following tests:

(i) it is a corporate entity, including an association that is taxable as a corporate entity, that is subject to Dutch corporation tax in respect of benefits derived from its Shares or Consideration Shares;

(ii) it is resident, or deemed to be resident, in the Netherlands for Dutch corporation tax purposes;

(iii) it is not an entity that, although in principle subject to Dutch corporation tax, is, in whole or in part, specifically exempt from that tax; and

(iv) it is not an investment institution as defined in article 28 of the Dutch Corporation Tax Act 1969.

If a Holder of Shares or a Holder of Consideration Shares is not an individual and if it does not satisfy any one or more of these tests, with the exception of test (ii), its Dutch corporation tax position is not discussed in this Information Memorandum. If a Holder of Shares or a Holder of Consideration Shares is not an individual and if it only does not satisfy test (ii), please refer to Section 10.1.2 (*Taxes on income and capital gains in connection with the Merger- Non-Resident Holders of Shares*).

For the purposes of this Section 10.1 (*Material Dutch tax consequences)*, a Holder of Shares or a Holder or Consideration Shares is a "Non-Resident Holder" if it satisfies the following tests:

a. it is neither resident, nor deemed to be resident, in the Netherlands for purposes of Dutch income tax or corporation tax, as the case may be;

b. its Shares or Consideration Shares and any benefits derived or deemed to be derived from such Shares or Consideration Shares have no connection with its past, present or future employment, management activities and functions or membership of a management board or a supervisory board;

c. its Shares or Consideration Shares do not form part of a substantial interest or a deemed substantial interest in Altice S.A. or Altice N.V. within the meaning of Chapter 4 of the Dutch Income Tax Act 2001; and

d. if it is not an individual, no part of the benefits derived from its Shares or Consideration Shares is exempt from Dutch corporation tax under the participation exemption as laid down in the Dutch Corporation Tax Act 1969.

See above for a description of the circumstances under which Shares or Consideration Shares form part of a substantial interest or a deemed substantial interest in Altice S.A. or Altice N.V.

If a Holder of Shares or a Holder of Consideration Shares satisfies test (a), but does not satisfy any one or more of the tests (b), (c), and (d), such person's Dutch income tax position or corporation tax position, as the case may be, is not discussed in this Information Memorandum.

Dutch Individual Holders of Shares deriving profits from an enterprise

For a Dutch Individual Holder whose Shares are attributable to an enterprise from which such holder derives profits (or is deemed to derive profits), whether as an entrepreneur or pursuant to a co-entitlement to the net value of an enterprise (other than as an entrepreneur

or a shareholder), the exchange of Shares for Consideration Shares is considered to be a disposal of such holder's Shares and will result in recognition of a capital gain or a capital loss. Such benefits are generally subject to Dutch income tax at progressive rates. A Dutch Individual Holder can opt for application of a roll-over facility for the capital gain if Altice S.A. and Altice N.V. are resident in a Member State of the European Union and certain requirements are met. If the roll-over facility is applied, the Consideration Shares must be reported in the balance sheet for Dutch tax purposes at the same tax book value as the divested Shares.

Dutch Individual Holders of Shares deriving benefits from miscellaneous activities

If a Dutch Individual Holder derives or is deemed to derive any benefits from Shares, that constitute benefits from miscellaneous activities, the exchange of such holder's Shares for Consideration Shares is considered to be a disposal of such holder's Shares and will result in recognition of a capital gain or a capital loss. Such benefits are generally subject to Dutch income tax at progressive rates. A Dutch Individual Holder can opt for application of a roll-over facility for the capital gain if Altice S.A. and Altice N.V. are resident in a Member State of the European Union and certain requirements are met. If the roll-over facility is applied, the Consideration Shares must be reported in the balance sheet for Dutch tax purposes at the same tax book value as the divested Shares.

A Dutch Individual Holder may – *inter alia* – derive, or be deemed to derive, benefits from Shares that are taxable as benefits from miscellaneous activities in the following circumstances:

a. if his investment activities go beyond the activities of an active portfolio investor, for instance in the case of use of insider knowledge or comparable forms of special knowledge; or

b. if any benefits to be derived from his Shares, whether held directly or indirectly, are intended, in whole or in part, as remuneration for activities performed by him or by a person who is a connected person to him as meant by article 3.92b, paragraph 5, of the Dutch Income Tax Act 2001.

Other Dutch Individual Holders of Shares

If a Dutch Individual Holder is a Holder of Shares whose situation has not been discussed before in this Section 10.1.2 (*Taxes on income and capital gains in connection with the Merger - Non-Resident Holders of Shares)*, benefits from his Shares are taxed annually as a benefit from savings and investments. Such benefit is deemed to be 4% per annum of his "yield basis", generally to be determined at the beginning of the year, to the extent that such yield basis exceeds the "exempt net asset amount" for the relevant year. The benefit is taxed at the rate of 30%. The fair market value of his Shares forms part of his yield basis. Any actual capital gain or loss realised upon the exchange of Shares for Consideration Shares is not as such subject to Dutch income tax.

Attribution rule

Benefits derived or deemed to be derived from certain miscellaneous activities by, and yield basis for benefits from savings and investments of, a child or a foster child who is under eighteen years of age are attributed to the parent who exercises, or to the parents who exercise, authority over the child, irrespective of the country of residence of the child.

Dutch Corporate Holders of Shares

For a Dutch Corporate Holder of Shares, the disposal of its Shares in exchange for Consideration Shares will result in recognition of a capital gain or a capital loss, except to the extent that the benefits are exempt under the participation exemption as laid down in the Dutch Corporation Tax Act 1969. If the participation exemption does not apply in respect of such holder's Shares, such holder can opt for application of a roll-over facility for the capital gain if Altice S.A. and Altice N.V. are resident in a Member State of the European Union and certain requirements are met. If the roll-over facility is applied, the Consideration Shares must be reported in the balance sheet for Dutch tax purposes at the same tax book value as the divested Shares.

Non-Resident Holders of Shares

A Non-Resident Holder of Shares will not be subject to any Dutch taxes on income or capital gains in respect of the exchange of Shares for Consideration Shares unless:

1. it derives profits (or is deemed to derive) from an enterprise directly, or pursuant to a co-entitlement to the net value of such enterprise, other than as a holder of securities, which enterprise either is managed in the Netherlands, or is carried on, in whole or in part, through a permanent establishment or a permanent representative which is taxable in the Netherlands, and its Shares are attributable to such enterprise; or

2. he is an individual and he derives (or is deemed to derive) benefits from Shares that are taxable as benefits from miscellaneous activities in the Netherlands.

If a Non-Resident Holder of Shares falls under exception (1) or (2), the disposal of such holder's Shares in exchange for Consideration Shares will result in recognition of a capital gain or a capital loss. In these two cases and provided that the Consideration Shares are attributable to such enterprise or such miscellaneous activities in the Netherlands, such holder can opt for application of a roll-over facility for the capital gain if Altice S.A. and Altice N.V. are resident in a Member State of the European Union and certain requirements are met. If the roll-over facility is applied, the Consideration Shares must be reported in the balance sheet for Dutch tax purposes at the same tax book value as the divested Shares.

See Section 10.1.2 (*Taxes on income and capital gains in connection with the Merger – Dutch Individual Holders of Shares deriving benefits from miscellaneous activities)* for a description of the circumstances under which the benefits derived from Shares may be taxable as benefits from miscellaneous activities, on the understanding that such benefits will be taxable in the Netherlands only if such activities are performed or deemed to be performed in the Netherlands.

Attribution rule

Benefits derived or deemed to be derived from certain miscellaneous activities by a child or a foster child who is under eighteen years of age are attributed to the parent who exercises, or the parents who exercise, authority over the child, irrespective of the country of residence of the child.

10.1.3 Dividend withholding tax in connection with the Merger

The exchange of Shares for Consideration Shares pursuant to the Merger will not be subject to Dutch dividend withholding tax.

10.1.4 Registration taxes and duties in connection with the Merger

No Dutch registration tax, transfer tax, stamp duty or any other similar documentary tax or duty, other than court fees, is payable in the Netherlands in connection with the exchange of Shares for Consideration Shares.

10.1.5 Taxes on income and capital gains after the Merger

The summary set out in this Section 10.1.5 (*Taxes on income and capital gains after the Merger*) applies only to a Holder of Consideration Shares who is a "Dutch Individual Holder", a "Dutch Corporate Holder" or a “Non-Resident Holder” as defined in Section 10.1.2 (*Taxes on income and capital gains in connection with the Merger*).

Dutch Individual Holders of Consideration Shares deriving profits from an enterprise

Any benefits derived or deemed to be derived by a Dutch Individual Holder from Consideration Shares, including any capital gain realised on the disposal of such Consideration Shares, that are attributable to an enterprise from which such Dutch Individual Holder derives profits (or is deemed to derive), whether as an entrepreneur or pursuant to a co-entitlement to the net value of an enterprise, other than as a shareholder, are generally subject to Dutch income tax at progressive rates.

Dutch Individual Holders of Consideration Shares deriving benefits from miscellaneous activities

Any benefits derived or deemed to be derived by a Dutch Individual Holder from Consideration Shares, including any gain realised on the disposal of such Consideration Shares, that constitute benefits from miscellaneous activities, as described in Section 10.1.2 (*Taxes on income and capital gains in connection to the Merger - Dutch Individual Holders of Shares deriving benefits from miscellaneous activities)*, are generally subject to Dutch income tax at progressive rates.

Other Dutch Individual Holders

If a Dutch Individual Holder is a Holder of Consideration Shares whose situation has not been discussed before in this Section 10.1.5 (*Taxes on income and capital gains after the Merger*) benefits from his Consideration Shares are taxed annually as a benefit from savings and investments. Such benefit is deemed to be 4% per annum of his "yield basis", generally to be determined at the beginning of the year, to the extent that such yield basis exceeds the "exempt net asset amount" for the relevant year. The benefit is taxed at the rate of 30% (2015). The fair market value of his Consideration Shares forms part of his yield basis. Actual benefits derived from his Consideration Shares, including any gain realised on the disposal of such Consideration Shares, are not as such subject to Dutch income tax.

Attribution rule

Benefits derived or deemed to be derived from certain miscellaneous activities by, and yield basis for benefits from savings and investments of, a child or a foster child who is under eighteen years of age are attributed to the parent who exercises, or to the parents who exercise, authority over the child, irrespective of the country of residence of the child.

Dutch Corporate Holders of Consideration Shares

Any benefits derived by a Dutch Corporate Holder from Consideration Shares, including any gain realised on the disposal thereof, are generally subject to Dutch corporation tax, except to the extent that the benefits are exempt under the participation exemption as laid down in the Dutch Corporation Tax Act 1969.

Non-Resident Holders of Consideration Shares

A Non-resident Holder of Consideration Shares will not be subject to any Dutch taxes on income or capital gains (other than the dividend withholding tax described below) in respect

of any benefits derived or deemed to be derived from its Consideration Shares, including any capital gain realised on the disposal thereof, unless:

1. it derives profits (or is deemed to derive) from an enterprise directly, or pursuant to a co-entitlement to the net value of such enterprise, other than as a holder of securities, which enterprise either is managed in the Netherlands or carried on, in whole or in part, through a permanent establishment or a permanent representative which is taxable in the Netherlands, and its Consideration Shares are attributable to such enterprise; or

2. he is an individual and he derives (or is deemed to derive) benefits from Consideration Shares that are taxable as benefits from miscellaneous activities in the Netherlands.

See Section 10.1.2 (*Taxes on income and capital gains in connection to the Merger - Dutch Individual Holders of Shares deriving benefits from miscellaneous activities)* for a description of the circumstances under which the benefits derived from Consideration Shares may be taxable as benefits from miscellaneous activities, on the understanding that such benefits will be taxable in the Netherlands only if such activities are performed or deemed to be performed in the Netherlands.

Attribution rule

Benefits derived or deemed to be derived from certain miscellaneous activities by a child or a foster child who is under eighteen years of age are attributed to the parent who exercises, or the parents who exercise, authority over the child, irrespective of the country of residence of the child.

10.1.6 Dividend withholding tax consequences after the Merger

General

Altice N.V. is generally required to withhold Dutch dividend withholding tax at a rate of 15% from dividends distributed by Altice N.V.

The concept "dividends distributed by Altice N.V." as used in Section 10.1 (*Material Dutch tax consequences*) includes, but is not limited to, the following:

- distributions in cash or in kind, deemed and constructive distributions and repayments of capital not recognised as paid-in for Dutch dividend withholding tax purposes;
- liquidation proceeds and proceeds of repurchase or redemption of Consideration Shares in excess of the average capital recognised as paid-in for Dutch dividend withholding tax purposes;
- the par value of Consideration Shares issued by Altice N.V. to a Holder of Consideration Shares or an increase of the par value of Consideration Shares, as the case may be, to the extent that it does not appear that a contribution, recognised for Dutch dividend withholding tax purposes, has been made or will be made; and
- partial repayment of capital, recognised as paid-in for Dutch dividend withholding tax purposes, if and to the extent that there are net profits, unless (a) the Altice N.V. General Meeting has resolved in advance to make such repayment and (b) the par value of the Consideration Shares concerned has been reduced by an equal amount by way of an amendment to Altice N.V.'s Articles of Association.

Dutch Individual Holders and Dutch Corporate Holders

A Dutch Individual Holder or a Dutch Corporate Holder, can generally credit Dutch dividend withholding tax against his Dutch income tax or its Dutch corporation tax liability, as applicable, and is generally entitled to a refund in the form of a negative assessment of

Dutch income tax or Dutch corporation tax, as applicable, insofar as such dividend withholding tax, together with any other creditable domestic and/or foreign taxes, exceeds his aggregate Dutch income tax or its aggregate Dutch corporation tax liability, as applicable.

Pursuant to domestic rules to avoid dividend stripping, Dutch dividend withholding tax will only be creditable by or refundable to the beneficial owner of dividends distributed by Altice N.V. A Holder of Consideration Shares who receives proceeds therefrom shall not be recognised as the beneficial owner of such proceeds if, in connection with the receipt of the proceeds, it has given a consideration, in the framework of a composite transaction including, without limitation, the mere acquisition of one or more dividend coupons or the creation of short-term rights of enjoyment of shares, whereas it may be presumed that (i) such proceeds in whole or in part, directly or indirectly, inure to a person who would not have been entitled to an exemption from, reduction or refund of, or credit for, dividend withholding tax, or who would have been entitled to a smaller reduction or refund of, or credit for, dividend withholding tax than the actual recipient of the proceeds; and (ii) such person acquires or retains, directly or indirectly, an interest in Consideration Shares or similar instruments, comparable to its interest in Consideration Shares prior to the time the composite transaction was first initiated.

See Section 10.1.6 *(Dividend withholding tax consequences after the Merger– General)* for a description of the concept "dividends distributed by Altice N.V.".

See Section 10.1.2 (*Taxes on income and capital gains in connection with the Merger*) for a description of the terms Dutch Individual Holder and Dutch Corporate Holder.

Non-Resident Holders of Consideration Shares

Relief

If a Non-Resident Holder of Consideration Shares is resident in the non-European part of the Kingdom of the Netherlands or in a country that has concluded a double taxation treaty with the Netherlands, such holder may be eligible for a full or partial relief from the dividend withholding tax, provided such relief is timely and duly claimed. Pursuant to domestic rules to avoid dividend stripping, dividend withholding tax relief will only be available to the beneficial owner of dividends distributed by Altice N.V.

In addition, a Non-Resident Holder of Consideration Shares that is not an individual is entitled to an exemption from dividend withholding tax, provided that the following tests are satisfied:

1. it is, according to the tax law of a Member State of the European Union or a state designated by ministerial decree, that is a party to the Agreement regarding the European Economic Area, resident there and it is not transparent for tax purposes according to the tax law of such state;
2. any one or more of the following threshold conditions are satisfied:
    a. at the time the dividend is distributed by Altice N.V., it holds shares representing at least 5% of Altice N.V.'s nominal paid up capital; or
    b. it has held shares representing at least 5% of Altice N.V.'s nominal paid up capital for a continuous period of more than one year at any time during the four years preceding the time the dividend is distributed by Altice N.V.; or
    c. it is connected with Altice N.V. within the meaning of article 10a, paragraph 4, of the Dutch Corporation Tax Act 1969; or
    d. an entity connected with it within the meaning of article 10a, paragraph 4, of the Dutch Corporation Tax Act 1969 holds at the time the dividend is distributed by

Altice N.V., Consideration Shares representing at least 5% of Altice N.V.'s nominal paid up capital;

3. it is not considered to be resident outside the Member States of the European Union or the states designated by ministerial decree, that are a party to the Agreement regarding the European Economic Area, under the terms of a double taxation treaty concluded with a third State; and
4. it does not perform a similar function as an investment institution as meant by article 6a or article 28 of the Dutch Corporation Tax Act 1969.

The exemption from dividend withholding tax is not available if pursuant to a provision for the prevention of fraud or abuse included in a double taxation treaty between the Netherlands and the country of residence of the Non-Resident Holder of Consideration Shares, such holder would not be entitled to the reduction of tax on dividends provided for by such treaty. Furthermore, the exemption from dividend withholding tax will only be available to the beneficial owner of dividends distributed by Altice N.V. If a Non-Resident Holder of Consideration Shares is resident in a Member State of the European Union with which the Netherlands has concluded a double taxation treaty that provides for a reduction of tax on dividends based on the ownership of the number of voting rights, the test under 2.a. above is also satisfied if such holder owns 5% of the voting rights in Altice N.V.

Credit

If a Non-Resident Holder of Consideration Shares is subject to Dutch income tax or Dutch corporation tax in respect of any benefits derived or deemed to be derived from its Consideration Shares, including any capital gain realised on the disposal thereof, it can generally credit Dutch dividend withholding tax against his Dutch income tax or its Dutch corporation tax liability, as applicable, and is generally entitled to a refund pursuant to a negative tax assessment if and to the extent the dividend withholding tax, together with any other creditable domestic and/or foreign taxes, exceeds his aggregate Dutch income tax or its aggregate Dutch corporation tax liability, respectively.

See Section 10.1.6 (*Dividend withholding tax consequences after the Merger– Dutch Individual Holders and Dutch Corporate Holders*) for a description of the term beneficial owner.

See Section 10.1.6 (*Dividend withholding tax consequences after the Merger – General*) for a description of the concept "dividends distributed by Altice N.V.".

See Section 10.1.5 (*Taxes on income and capital gains after the Merger - Non-Resident Holders of Consideration Shares*) for a description of the circumstances under which a Non-Resident Holder of Consideration Shares is subject to Dutch income tax or Dutch corporation tax.

10.1.7 Gift and inheritance taxes after the Merger

If a Holder of Consideration Shares disposes of Consideration Shares by way of gift, in form or in substance, or if a Holder of Consideration Shares who is an individual dies, no Dutch gift tax or Dutch inheritance tax, as applicable, will be due, unless:

(i) the donor is, or the deceased was, resident or deemed to be resident in the Netherlands for purposes of Dutch gift tax or Dutch inheritance tax, as applicable; or
(ii) the donor made a gift of Consideration Shares, then became a resident or deemed resident of the Netherlands, and died as a resident or deemed resident of the Netherlands within 180 days of the date of the gift.

For purposes of the above, a gift of Consideration Shares made under a condition precedent is deemed to be made at the time the condition precedent is satisfied.

10.1.8 Registration taxes and duties after the Merger

No Dutch registration tax, transfer tax, stamp duty or any other similar documentary tax or duty, other than court fees, is payable in the Netherlands by the Holder of Consideration Shares in respect of or in connection with (i) the subscription, issue, placement, allotment of Consideration Shares, (ii) the enforcement by way of legal proceedings (including the enforcement of any foreign judgment in the courts of the Netherlands) of the documents relating to the issue of Consideration Shares or the performance by Altice N.V. of its obligations under such documents, or (iii) the transfer of Consideration Shares.

10.1.9 Taxes on income and capital gains of the Swap and a Conversion

In general, the Dutch corporate income tax and individual income tax consequences of the exchange of the Common Shares B for Common Shares A by means of the Swap or a Conversion are the same as for the exchange of Shares for Consideration Shares pursuant to the Merger (reference is made to Section 10.1.2 (*Taxes on income and capital gains in connection with the Merger*)).

10.1.10 Dividend withholding tax consequences of the Swap and a Conversion

In general, no Dutch dividend withholding tax will be due as a result of the Swap or a Conversion.

10.1.11 Registration taxes and duties of the Swap and a Conversion

No Dutch registration tax, transfer tax, stamp duty or any other similar documentary tax or duty, other than court fees, is payable in the Netherlands by the Other Shareholders in respect of the Swap or a Conversion.

10.2 Luxembourg

10.2.1 General

This summary solely addresses the principal Luxembourg tax consequences of the acquisition, ownership and disposal of Consideration Shares. It does not purport to describe every aspect of taxation that may be relevant to a particular holder of Consideration Shares. Any potential investor should consult his tax adviser for more information about the tax consequences of acquiring, owning and disposing of Shares in his particular circumstances.

This summary assumes that Altice N.V. is organised, and that its business will be conducted, in the manner outlined in this Information Memorandum. A change to such organisational structure or to the manner in which Altice N.V. conducts its business may invalidate the contents of this summary, which will not be updated to reflect any such change.

This summary is based on the tax law of Luxembourg as it stands at the date of this Information Memorandum. The tax law upon which this summary is based, is subject to changes, perhaps with retroactive effect. Any such change may invalidate the contents of this summary, which will not be updated to reflect such change.

Where in this Section 10.2 (*Luxembourg*) reference is made to a “Shareholder", that concept includes, without limitation:

1. an owner of one or more Consideration Shares who in addition to the title to such Shares, has an economic interest in such Shares;

2. a person who or an entity that holds the entire economic interest in one or more Consideration Shares;

3. a person who or an entity that holds an interest in an entity, such as a partnership or a mutual fund, that is transparent for Luxembourg tax purposes, the assets of which comprise one or more Consideration Shares, within the meaning of 1. or 2. above.

10.2.2 Luxembourg taxes on income and capital gains

An individual Shareholder who is, or is deemed to be, a resident in Luxembourg for Luxembourg tax purposes, and who owns, or is deemed to own, an important shareholding (*i.e.* at least 10% of the share capital at any moment during a period of five years prior the sale) in Altice N.V. for more than six months will be liable to the Luxembourg progressive income tax reduced by half (*i.e.* up to 21.80%) with respect to any gain realised upon the disposal of the Consideration Shares. A tax deduction of €50,000 will be granted for a ten years period and will be applied to the sum of the gains resulting from the sale of immovable properties, important shareholdings and liquidation proceeds deriving from important shareholdings.

An individual Shareholder who is, or is deemed to be, a resident in Luxembourg for Luxembourg tax purposes, and who owns, or is deemed to own a participation that does not qualify as an important shareholding (*i.e.* at least 10%) in Altice N.V., for more than six months, will not be liable to tax in Luxembourg with respect to gains realised upon the disposal of the Shares.

An individual Shareholder who is, or is deemed to be, a resident in Luxembourg for Luxembourg tax purposes, and who owns any interest in Altice N.V. for less than six months will be liable to Luxembourg progressive income tax with respect to any gain realised upon the disposal of the Consideration Shares.

Dividend distributions under the Consideration Shares to an individual Shareholder who is, or is deemed to be, a resident in Luxembourg for Luxembourg tax purposes should be taxable at the level of the individual Shareholder at the Luxembourg progressive personal income tax rate. Withholding tax retained by the Dutch tax authorities on these dividends should be deducted from the amount of Luxembourg tax due.

An individual Shareholder who is not, and is not deemed to be, a resident in Luxembourg for Luxembourg tax purposes, and who owns Consideration Shares will not be liable to Luxembourg tax with respect to any gain realised upon the disposal of the Consideration Shares or any dividend received under the Consideration Shares.

A corporate Shareholder who is, or is deemed to be, a resident in Luxembourg for Luxembourg tax purposes, and who holds at the date of the Consideration Shares disposal an important shareholding (*i.e.* at least 10%) in Altice N.V. or an interest acquired for a minimum price of €6 million for capital gains and €1.2 million for dividends, during an uninterrupted period of twelve consecutive months, will be exempt from Luxembourg corporate income tax and municipal business tax with respect to any gain realised upon the disposal of the Consideration Shares or dividend received under the Consideration Shares. Otherwise, the Luxembourg corporate Shareholder will be liable to Luxembourg corporate income tax and municipal business tax at an aggregate rate of 29.22% in respect of any gain realised upon the disposal of Consideration Shares or dividend received under the Consideration Shares.

The exempt gains will however be subject to the so-called “recapture rule” and will not be exempt from corporate income tax and municipal business tax for an amount equal to the

sum of any expenses and any potential write-down recorded on the participation to the extent that they have reduced the taxable base of the Shareholder in the year of disposal or in previous accounting years.

In addition, in case a dividend is exempt, expenses in direct economic connection with and booked during the year of this dividend income (e.g. interest expenses that are in relation with the financing of the shareholding) will not be deductible up to the amount of dividends received.

A corporate Shareholder who is not, or is not deemed to be, a resident in Luxembourg for Luxembourg tax purposes, and who holds an interest in Altice N.V. will not be subject to tax in Luxembourg in respect of any gain realised upon the disposal of Consideration Shares or dividend received under the Consideration Shares.

10.3 United States

10.3.1 General

This summary solely addresses certain U.S. federal income tax considerations to U.S. Holders (the **US Holder**) (as defined below) of the exchange of Shares for Consideration Shares pursuant to the Merger (either as Merger Consideration or as Ordinary Consideration) and the acquisition, ownership and disposal of Consideration Shares. This summary applies solely to U.S. Holders that hold Shares and that will ultimately acquire, pursuant to the Merger, Consideration Shares as capital assets for U.S. federal income tax purposes. It does not purport to be a comprehensive description of all tax considerations that may be relevant to a decision to exchange Shares for Consideration Shares pursuant to the Merger by any particular investor and does not purport to describe every aspect of U.S. federal income taxation that may be relevant to a particular U.S. Holder.

This summary does not address tax considerations applicable to a U.S. Holder that may be subject to special tax rules, including, without limitation, a dealer in securities or currencies, a trader in securities that elects to use a mark-to-market method of accounting for securities holdings, banks, thrifts, or other financial institutions, insurance companies, real estate investment trusts, regulated investment companies, grantor trusts, tax-exempt organisations, persons that holds the Shares or Consideration Shares through partnerships or other pass-through entities or as part of a hedge, straddle or conversion transaction for tax purposes, persons whose functional currency for U.S. federal tax purposes is not the U.S. dollar, certain former citizens and long-term residents of the United States or a person that owns or is deemed to own 5% or more, by vote or value, of the Company or Altice N.V. Moreover, this summary does not address the U.S. federal estate, gift, or alternative minimum tax consequences, or any state, local or non-U.S. tax consequences, of the exchange of Shares for Consideration Shares pursuant to the Merger or the acquisition, ownership and disposal of Consideration Shares. Additionally, this summary does not address tax consequences to an entity treated as a partnership for U.S. federal income tax purposes that holds the Shares or Consideration Shares, or a partner in such partnership. The U.S. federal income tax treatment of each partner of such partnership generally will depend upon the status of the partner and the activities of the partnership. Prospective purchasers that are partners in a partnership holding the ordinary shares are urged to consult their own tax advisers.

This summary assumes that Altice N.V. is organised, and that its business will be conducted, in the manner outlined in this Information Memorandum. A change to such organisational structure or to the manner in which Altice N.V. conducts its business may invalidate the contents of this summary, which will not be updated to reflect any such change.

This summary is based on the IRC, U.S. Treasury Regulations promulgated thereunder, the Convention Between the United States of America and the Kingdom of The Netherlands for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income, signed at Washington on 18 December 1992, and any protocols thereto (the **Treaty**), and judicial and administrative interpretations of the foregoing, each as available and in effect or, in the case of Treasury Regulations, proposed, on or before the date hereof. All of the foregoing authorities are subject to change or differing interpretations, possibly with retroactive effect, which could affect the U.S. federal income tax consequences described below. Furthermore, neither Altice N.V. nor the Company has obtained or will obtain a ruling from the IRS regarding the U.S. federal income tax treatment described herein. Consequently there is no guarantee that the IRS will treat the exchange of Shares for Consideration Shares pursuant to the Merger in the manner described herein.

For the purposes of this summary, a U.S. Holder is a beneficial owner of Shares that will ultimately acquire, pursuant to the Merger, Consideration Shares that is, for U.S. federal income tax purposes is: a citizen or individual resident of the United States; a corporation, or any other entity treated as a corporation, created or organised under the laws of the United States, any State therein or the District of Columbia; an estate the income of which is subject to U.S. federal income taxation regardless of its source; or a trust that (i) is subject to the primary supervision of a court within the United States and subject to the control of one or more U.S. persons for all substantial decisions or (ii) has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a U.S. person.

Prospective purchases should consult their tax advisors about the application of the U.S. federal income tax rules to their particular circumstances as well as the state, local, non-U.S. and other tax consequences to them regarding the tax consequences of an exchange of Shares for Consideration Shares pursuant to the Merger and the acquisition, ownership and disposal of Consideration Shares in light of their particular circumstances.

10.3.2 Exchange of Shares for Consideration Shares pursuant to the Merger

Subject to the limited exception discussed in Section 10.3.4 (*Passive Foreign Investment Company Considerations*) below, U.S. Holders generally will not recognise gain or loss for U.S. federal income tax purposes on the exchange of Shares for Considerations Shares pursuant to the Merger. A U.S. Holder's tax basis in Consideration Shares received in the Merger will equal such U.S. Holder's tax basis in Shares exchanged therefor. A U.S. Holder's holding period for Consideration Shares received in the Merger will include the U.S. Holder's holding period in respect of Shares exchanged for Consideration Shares.

10.3.3 The acquisition, ownership and disposal of Consideration Shares

Taxation of distributions

Subject to the discussion in Section 10.3.4 (*Passive Foreign Investment Company Considerations*) below, any distributions on the Consideration Shares paid by Altice N.V. out of current or accumulated earnings and profits (as determined for U.S. federal income tax purposes), will generally be taxable to a U.S. Holder as foreign-source dividend income, and will not be eligible for the dividends received deduction allowed to corporations.

Distributions in excess of current or accumulated earnings and profits will be treated as a non-taxable return of capital to the extent of the U.S. Holder's basis in the Consideration Shares and thereafter as capital gain. However, Altice N.V. does not maintain calculations of its earnings and profits in accordance with U.S. federal income tax accounting principles. U.S. Holders should therefore assume that any distribution by Altice N.V. with respect to the Consideration Shares will constitute ordinary dividend income. U.S. Holders should consult

their own tax advisors with respect to the appropriate U.S. federal income tax treatment of any distribution received from Altice N.V.

The amount of any distribution paid in euros will be includible in the gross income of a U.S. Holder of Consideration Shares in an amount equal to the U.S. dollar value of the euros calculated by reference to the spot rate in effect on the date of receipt, regardless of whether the euros are converted into U.S. dollars. If the euros are converted into U.S. dollars on the date of receipt, a U.S. Holder of Consideration Shares generally will not be required to recognise foreign currency gain or loss in respect of the distribution.

As discussed in Section 10.1.3 (*Taxation – the Netherlands*), Altice N.V. is generally required to withhold Dutch dividend withholding tax at a rate of 15% on distributions to U.S. Holders, except to the extent an applicable income tax treaty, such as the Treaty, provides otherwise. For U.S. federal income tax purposes, U.S. Holders will be treated as having received the amount of Dutch taxes withheld by Altice N.V., and as then having paid over the withheld taxes to the Dutch taxing authorities. As a result of this rule, the amount of dividend income included in gross income for U.S. federal income tax purposes by a U.S. Holder with respect to a distribution may be greater than the amount of cash actually received (or receivable) by the U.S. Holder from Altice N.V. with respect to the distribution.

A U.S. Holder will generally be entitled, at the election of the U.S. Holder, to deduct, or claim a foreign tax credit for, Dutch taxes withheld from a distribution, subject to applicable limitations in the IRC. This election is made on a year-by-year basis and applies to all foreign taxes paid (whether directly or through withholding) by a U.S. Holder during its taxable year. For purposes of the foreign tax credit limitation, distributions paid by Altice N.V. generally will constitute foreign source income in the "passive category income" basket. However, if 50% or more of Altice N.V.'s ordinary shares are treated as held by U.S. persons, Altice N.V. will be treated as a "U.S.-owned foreign corporation." In that case, dividends paid by Altice N.V. may be treated for U.S. foreign tax credit purposes as foreign source income to the extent paid out of Altice N.V.'s non-U.S. source earnings and profits, and as U.S. source income to the extent paid out of Altice N.V.'s U.S. source earnings and profits. There can be no assurance that Altice N.V. will not be treated as a U.S.-owned foreign corporation. The rules relating to U.S. foreign tax credits are complex and U.S. Holders should consult their own tax advisors regarding the availability of the foreign tax credit under their particular circumstances.

Taxation of Capital Gains

Subject to the discussion in Section 10.3.4 (*Passive Foreign Investment Company Considerations*) below, a U.S. Holder generally will recognize taxable gain or loss on any sale, exchange or other taxable disposition of a Consideration Share equal to the difference between the dollar value of the amount realized on the disposition and the U.S. Holder's adjusted tax basis, determined in dollars, in the Consideration Shares. Such gain or loss generally will be U.S. source and will generally be treated as long-term capital gain or loss if the U.S. Holder's holding period in the Consideration Shares exceeds one year at the time of disposition. Long-term capital gains may be taxed at lower rates than ordinary income for certain non-corporate taxpayers. Prospective investors should consult their tax advisors regarding the treatment of capital gains and capital losses (the deductibility of which is subject to limitations).

10.3.4 Passive foreign investment company considerations

The rules governing passive foreign investment companies (**PFICs**) can have adverse tax effects on U.S. Holders. Altice N.V. does not expect to become a PFIC in the current taxable

year or for the foreseeable future. The determination whether Altice N.V. is a PFIC, however, depends on the particular facts and circumstances, such as the valuation of Altice N.V.'s assets, including goodwill and other intangible assets and also may be affected by the application of the PFIC rules, which are subject to differing interpretations. The fair market value of Altice N.V.'s assets is expected to depend upon, in part, the market price of Altice N.V.'s ordinary shares, which is likely to fluctuate, and the composition of Altice N.V.'s income and assets will be affected by how, and how quickly, Altice N.V. spends any cash that is raised in any financing transaction. Thus, no assurance can be provided that Altice N.V. will not be classified as a PFIC for the current taxable year or for any future taxable year. Prospective purchasers should consult their own tax advisors regarding Altice N.V.'s PFIC status. Altice N.V. does not intend to monitor whether it is a PFIC in any future year.

Altice N.V. generally will be classified as a PFIC for U.S. federal income tax purposes if, for any taxable year, either: 75% or more of its gross income consists of certain types of passive income, or the average value (determined on a quarterly basis), of its passive assets is 50% or more of the value of all of its assets.

Passive income generally includes dividends, interest, rents and royalties (other than certain rents and royalties derived in the active conduct of a trade or business), annuities and gains from assets that produce passive income. If Altice N.V. owns at least 25% by value of the stock of another corporation, Altice N.V. is treated for purposes of the PFIC tests as receiving directly its proportionate share of the other corporation's income and as owning its proportionate share of the assets of the other corporation.

Additionally, if Altice N.V. is classified as a PFIC in any taxable year with respect to which a U.S. Holder is a shareholder, it generally will continue to be treated as a PFIC with respect to such U.S. Holder in all succeeding taxable years, regardless of whether it continues to meet the tests described above, unless the U.S. Holder makes a "deemed sale election" pursuant to which the U.S. Holder will be treated for U.S. federal income tax purposes as having sold such U.S. Holder's Consideration Shares on the last day of the taxable year of Altice N.V. during which it was a PFIC and will thereafter cease to be treated as owning stock in a PFIC by reason of owning shares in Altice N.V.

PFIC considerations for exchanging Shares for Consideration Shares pursuant to the Merger

If the Company was a PFIC, a U.S. Holder may be required to recognise gain (but not loss) as a result of the exchange of Shares for Consideration Shares pursuant to the Merger, notwithstanding such the qualification of such transaction as a tax-free exchange under U.S. federal income tax principle. In particular, IRC Section 1291(f) requires that, to the extent provided in regulations, a U.S. person that disposes of stock of a PFIC recognises gain notwithstanding any other provision of the IRC. No final U.S. Treasury Regulations have been promulgated under IRC Section 1291(f). Proposed Treasury Regulations were promulgated in 1992 with a retroactive effective date. If finalised in their current form, these U.S. Treasury Regulations would generally require gain (but not loss) recognition by U.S. persons exchanging shares in a corporation that is a PFIC at any time during such U.S. person's holding period of such shares. There is an exception to this rule in certain instances where the exchanging shareholder receives shares of another corporation that is a PFIC. Neither the Company nor Altice N.V. expect that they are or have been a PFIC. However, as discussed above, the determination whether a foreign corporation is a PFIC is primarily factual and, because there is little administrative or judicial authority on which to rely to make a determination, the IRS might not agree that any of these corporations is not a PFIC. U.S. Holders should consult their tax advisors regarding the PFIC rules, and the potential tax

consequences to them if the PFIC rules applied to determine the tax consequences to the exchange of Shares for Consideration Shares pursuant to the Merger.

PFIC considerations for the ownership and disposal of Consideration Shares

If Altice N.V. is classified as a PFIC for any taxable year during which a U.S. Holder owns Consideration Shares, the U.S. Holder, absent certain elections (including the qualified electing fund election and mark-to-market election described below), will generally be subject to adverse rules (regardless of whether Altice N.V. continues to be classified as a PFIC) with respect to (i) any "excess distributions" (generally, any distributions received by the U.S. Holder on the Consideration Shares in a taxable year that are greater than 125% of the average annual distributions received by the U.S. Holder in the three preceding taxable years or, if shorter, the U.S. Holder's holding period for the Consideration Shares) and (ii) any gain realized on the sale or other disposition of the Consideration Shares.

Under these rules (i) the excess distribution or gain will be allocated rateably over the U.S. Holder's holding period, (ii) the amount allocated to the current taxable year and any taxable year prior to the first taxable year in which Altice N.V. is classified as a PFIC will be taxed as ordinary income, and (iii) the amount allocated to each of the other taxable years during which Altice N.V. was classified as a PFIC will be subject to tax at the highest rate of tax in effect for the applicable category of taxpayer for that year and an interest charge will be imposed with respect to the resulting tax attributable to each such other taxable year.

If Altice N.V. is classified as a PFIC, certain elections may be available to mitigate the interest charge and other adverse rules described above, such as the qualified electing fund election and the mark-to-market election. Altice N.V. does not expect to provide the information regarding its income that would be necessary for a U.S. Holder to make a qualified electing fund election with respect to the Consideration Shares. A mark-to-market election can generally be made with respect to the Consideration Shares if Altice N.V.'s ordinary shares are regularly traded on a qualified exchange or other market within the meaning of applicable U.S. Treasury Regulations. The rules with respect to the mark-to-market election are complex. U.S. Holders should consult their own tax advisors regarding the availability and the advisability of making a mark-to-market election with respect to the Consideration Shares.

If Altice N.V. is classified as a PFIC, a U.S. Holder of Consideration Shares will generally be treated as owning stock owned by Altice N.V. in any direct or indirect subsidiaries that are also PFICs and will be subject to similar adverse rules with respect to distributions to Altice N.V. by, and dispositions by Altice N.V. of, the stock of such subsidiaries. A mark-to-market election is generally not available for the shares of any subsidiary of Altice N.V. that is also classified as a PFIC.

If Altice N.V. is considered a PFIC, a U.S. Holder will also be subject to information reporting requirements, possibly on an annual basis.

No assurance can be given that the Company or Altice N.V. will not be treated as a PFIC for the current taxable year or that the Company or Altice N.V. will not become a PFIC in the future. U.S. Holders should consult their own tax advisors with respect to how the PFIC rules and related reporting requirements could affect their tax situation, including the advisability of making any election that may be available.

10.3.5 Medicare tax on net investment income

A Medicare contribution tax of 3.8% is imposed on a portion or all of the net investment income of certain individuals with a modified adjusted gross income of over $200,000 (or

$250,000 in the case of joint filers or $125,000 in the case of married individuals filing separately) and on the undistributed net investment income of certain estates and trusts. For these purposes, "net investment income" generally includes income from any dividends paid with respect to the Consideration Shares and net gain from the sale, exchange or other taxable disposition of Consideration Shares, reduced by any deductions properly allocable to such income or net gain. U.S. Holders are urged to consult their tax advisors regarding the applicability of this tax to their income and gains in respect of an exchange of Shares for Consideration Shares pursuant to the Merger and an investment in the Consideration Shares.

10.3.6 Backup withholding and information reporting

Backup withholding and information reporting requirements may apply to distributions on, and to proceeds from the sale or disposition of Consideration Shares that are held by U.S. Holders. The payor will be required to withhold backup withholding tax on payments made within the United States, or by a U.S. payor or U.S. middleman (and certain subsidiaries thereof), on a Share to a U.S. Holder, other than an exempt recipient, if the U.S. Holder fails to furnish its correct taxpayer identification number or otherwise fails to comply with, or establish an exemption from, the backup withholding requirements.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against a U.S. Holder's U.S. federal income tax liability. A U.S. Holder may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for a refund with the IRS and furnishing any required information in a timely manner.

Certain U.S. Holders are required to report information relating to an interest in the Consideration Shares, subject to certain exceptions, on their tax returns. Penalties and potential other adverse tax consequences may be imposed if a U.S. Holder is required to submit such information to the IRS and fails to do so. U.S. Holders are urged to consult their own tax advisors regarding the effect, if any, of this requirement on their ownership and disposition of the Consideration Shares.

The summary above is not intended to constitute a complete analysis of all tax consequences relating to the exchange of Shares for Consideration Shares pursuant to the Merger and the acquisition, ownership and disposal of Consideration Shares. Prospective purchases should consult their tax advisors concerning the tax consequences related their particular circumstances.

11 Selected financial information of the Company

11.1 General

The following financial information is made available in this Section 11 (*Selected Financial Information of the Company*):

(i) Audited consolidated financial statements for the Financial Year 2014, including explanatory notes, which are incorporated herein by reference to the Altice S.A. website: http://altice.net/wp-content/uploads/2015/05/AI-2014-Financial-Statements.pdf;

(ii) Audited consolidated financial statements for the Financial Year 2013, including explanatory notes, which are incorporated herein by reference to the Altice S.A. website: http://altice.net/wp-content/uploads/2015/04/altice-fy-13-annual-accounts.pdf; and

(iii) Unaudited condensed consolidated financial statements of the Company for the First Quarter 2015, including the review report, which are incorporated herein by reference to the Altice S.A. website: http://altice.net/wp-content/uploads/2015/05/Altice-SA-Q1-2015-Financial-Statements.pdf.

11.2 Comparative overview of summaries of the consolidated statement of financial position, consolidated income statement and consolidated statement of cash flows for the Financial Year 2014, the Financial Year 2013 and the Financial Year 2012 and the First Quarter of 2015 and 2014.

11.2.1 Summary consolidated statements of financial position

	Historical Consolidated Financial Information			
	As of 31 December			As of 31 March
	2012	2013	2014[3]	2015 unaudited
	(€ in millions)			
Total current assets	334.7	1,562.2	5,200.9	10,634.9
Total non-current assets	2,602.9	3,614.4	30,836.9	32,721.0
Total assets[1]	**2,937.6**	**5,176.6**	**36,115.1**	43,539.6
Total current liabilities	583.3	737.0	8,314.8	9,520.1
Total non-current liabilities	2,076.1	4,344.2	22,581.6	31,648.0
Total liabilities[2]	**2,659.4**	**5,081.2**	**30,918.9**	**41,280.9**
Total equity	**278.1**	**95.3**	**5,196.3**	**2,258.6**

(1) For the year ended 31 December 2014, Total assets includes total non-current assets classifies as held for sale of €77.3 million in the French Overseas Territories. For the three month period ended 31 March 2015, Total assets includes total non-current assets classified as held for sale of €112.8 million in the French Overseas Territories.

(2) For the year ended 31 December 2014, Total liabilities includes total liabilities of assets classifies as held for sale of €22.5 million in the French Overseas Territories. For the three month period ended 31 March 2015, Total liabilities includes total liabilities of assets classified as held for sale of €183.7 million in the French Overseas Territories.

(3) As stated in Section 11.1 (*General*) the selected financial information as of and for the year ended 31 December 2014 have been derived from the consolidated financial statements of the Company as of and for the year ended 31 December 2014 as approved by the Board of Directors on 31 March 2015. During 2015, the Company has continued the process of allocating the purchase price of the businesses acquired during 2014 to identifiable assets and liabilities. As a consequence, certain revisions have been made to the selected financial information as at and

for the year ended 31 December 2014. These revisions are described in the notes to the condensed consolidated financial information and are incorporated in the comparatives included in the condensed consolidated financial information of the Company as of and for the three month period ended 31 March 2015 as approved by the Board of Directors on 12 May 2015.

11.2.2 Summary consolidated statements of income

	Historical Consolidated Financial Information				
	For the year ended 31 December			For the three months ended 31 March unaudited	
Statement of Income Items	2012	2013	2014[4]	2014[4]	2015
			(€ in millions)		
Revenue	**1,092.4**	**1,286.8**	**3,934.5**	**578.4**	**3,263.1**
Purchasing and subcontracting services	(302.1)	(367.8)	(1,118.2)	(137.5)	(979.5)
Gross profit	**790.3**	**918.9**	**2,816.3**	**440.9**	**2,283.6**
Other operating expenses[1]	(307.9)	(320.9)	(831.4)	(129.9)	(807.1)
Staff costs and employee benefit expenses	—	—	—	—	—
General and administrative expenses	(33.3)	(36.2)	(101.7)	(22.8)	(63.7)
Other sales and marketing expenses	(45.9)	(43.9)	(407.3)	(29.3)	(296.3)
Operating income before depreciation and amortisation[2]	**403.1**	**518.0**	**1,475.9**	**259.1**	**1,116.5**
Depreciation and amortisation	(266.4)	(399.6)	(1,098.5)	(176.9)	(738.0)
Goodwill impairment	(121.9)	—	—	—	—
Management fees	(6.2)	(0.6)	—	—	—
Other expenses, net[3]	(29.8)	(15.1)	—	—	—
Restructuring and other non-recurring costs[3]	(20.8)	(61.2)	(219.3)	(28.4)	(16.6)
Operating profit/(loss)	**(42.0)**	**41.5**	**158.0**	**53.8**	**361.9**
Gain on step acquisition	—	—	256.3	256.3	—
Gain arising on settlement of financial instruments	—	255.7	—	—	—
Finance income	40.7	120.9	162.0	0.3	303.2
Finance costs	(225.4)	(376.6)	(1,298.2)	(153.0)	(389.6)
Share of profit of associates	20.4	15.5	4.8	1.3	1.0
Profit/(loss) before taxes on revenue	**(206.2)**	**57.0**	**(717.1)**	**158.6**	**919.9**
Income tax benefits/(expenses)	26.0	(7.4)	164.7	10.2	(85.6)
Profit/(loss) for the year/period	**(180.2)**	**49.6**	**(552.4)**	**168.9**	**834.3**

(1) Also includes "staff costs and employee benefits expenses" of €186.2 million for the year ended 31 December 2013 which is presented as a separate line item on the Altice Group's consolidated statement of income.

(2) Further referred to as EBITDA.

(3) With effect from 1 January 2014, "Other expenses, net" have been included in the "Restructuring and other non-recurring costs" line item.

(4) As stated above the selected financial information as of and for the year ended 31 December 2014 have been derived from the consolidated financial statements of the Company as of and for the year ended 31 December 2014 as approved by the Board of Directors on 31 March 2015. During 2015, the Company has continued the process of allocating the purchase price of the businesses acquired during 2014 to identifiable assets and liabilities. As a consequence, certain revisions have been made to the selected financial information as at and for the year ended 31 December 2014. These revisions are described in the notes to the condensed consolidated financial information and are incorporated in the comparatives included in the condensed consolidated financial information of the Company as of and for the three month period ended 31 March 2015 as approved by the Board of Directors on 12 May 2015.

11.2.3 Summary consolidated statements of cash flows

	Historical Consolidated Financial Information				
	For the year ended 31 December			For the three months ended 31 March unaudited	
	2012	2013	2014	2014	2015
	€ in millions				
Cash and cash equivalents at beginning of period	24.2	129.7	61.6	61.6	1,563.6
Net cash provided by operating activities	464.5	439.1	1,835.8	230.6	1,352.9
Net cash used in investing activities	(574.2)	(922.6)	(14,621.8)	(381.5)	(542.0)
Net cash provided by (used in) financing activities	215.1	414.9	14,282.0	433.9	(1,042.0)
Effects of exchange rate changes on the balance of cash held in foreign currencies	0.2	0.1	5.9	(0.0)	9.3
Cash and cash equivalents at end of year/period	**129.7**	**61.6**	**1,563.6**	**344.4**	**1,341.8**

11.3 Independent auditor's reports in respect of comparative consolidated statement of financial position, consolidated income statement and consolidated statement of cash flows for the Financial Year 2014, the Financial Year 2013 and the Financial Year 2012

Deloitte.

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To the Shareholders of
Altice S.A.
3, Boulevard Royal
L-2449 Luxembourg

REPORT OF THE REVISEUR D'ENTREPRISES AGREE ON THE SUMMARY CONSOLIDATED FINANCIAL INFORMATION

Introduction

The accompanying summary consolidated financial information of Altice S.A. (the "Company"), which comprise the summary consolidated statements of financial position of the Company as at December 31, 2014, December 31, 2013 and December 31, 2012, and the summary consolidated statements of income and cash flows of the Company for each of the years then ended (the "Summary Consolidated Financial Information"), have been derived; under the responsibility of the Board of Directors of the Company; from the audited consolidated financial statements of Altice S.A. as of and for each of the years ended December 31, 2014, December 31, 2013 and December 31, 2012 (collectively the "Historical Consolidated Financial Statements"). We expressed unmodified audit opinions on those consolidated financial statements in our reports respectively dated March 31, 2015, March 18, 2014 and January 9, 2014. Those Historical Consolidated Financial Statements, and the Summary Consolidated Financial Information, do not reflect the effects of any events that occurred subsequent to the date of our reports on the respective consolidated financial statements.

The Summary Consolidated Financial Information does not contain all the disclosures required by the International Financial Reporting Standards as adopted in the European Union. Reading the Summary Consolidated Financial Information, therefore, is not a substitute for reading the Historical Consolidated Financial Statements.

Responsibility of the Board of Directors for the Consolidated Summary Financial Information

The Board of Directors is responsible for the preparation of the Summary Consolidated Financial Information in accordance with the criteria described in section 11 of the information memorandum regarding the proposed merger between Altice N.V. and Altice S.A. dated on or around June 26, 2015 (the "Information Memorandum").

Société à responsabilité limitée au capital de 35.000 EUR
RCS Luxembourg B 67.895
N° d'autorisation d'établissement 10022179

Deloitte.

Auditor's Responsibility

Our responsibility is to express an opinion on the Summary Consolidated Financial Information based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810, "Engagements to Report on Summary Financial Statements".

Opinion

In our opinion, the Summary Consolidated Financial Information, derived under the responsibility of the Board of Directors, from the Historical Consolidated Financial Information of Altice S.A. as of and for each of the years ended December 31, 2014, December 31, 2013 and December 31, 2012 is consistent in all material respects, with those historical consolidated financial statements, in accordance with the criteria described in section 11 of the Information Memorandum.

Restriction on use

The Summary Consolidated Financial Information and this report thereon are intended solely for inclusion in section 11.2 and 11.3 of the Information Memorandum and are not suitable for any other purpose.

For Deloitte Audit, *Cabinet de révision agréé*

John Psaila, *Réviseur d'entreprises agréé*
Partner

June 26, 2015

12 No financial information of Altice N.V.

Altice N.V. was incorporated by the Foundation on 18 May 2015 for the purpose of the Merger. The Foundation is also a special purpose vehicle which was incorporated on 13 May 2015 for the purpose of the Merger only. None of the Foundation and Altice N.V. have had previous operations. Accordingly, there is no financial information of Altice N.V.

Schedule 1

ARTICLES OF ASSOCIATION ALTICE N.V.

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 definitions in Article 1.1 of this document are listed in the English alphabetical order which may differ from the Dutch alphabetical order. In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. 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.

ARTICLES OF ASSOCIATION:

1 Definitions

1.1 In these Articles of Association the following words shall have the following meanings:

Accountant: an accountant as referred to in Section 2:393 of the Dutch Civil Code, or an organisation in which such accountants work together;

AFM: the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*);

AFM Notification: a notification that must be made to the AFM pursuant to Chapter 5.3 WFT;

Articles of Association: these articles of association;

Board: the board of directors of the Company;

CEO: the chief executive officer of the Board;

Chairman: the chairman of the Board;

Common Share: each Common Share A and each Common Share B;

Common Share A: a common share A in the capital of the Company;

Common Share B: a common share B in the capital of the Company;

Company: Altice N.V.;

Company Body: the Board or the General Meeting;

Control: over a Shareholder that is a legal entity means:

(a) the ownership of legal and/or beneficial title to voting securities that represent more than fifty percent (50%) of the votes in the general meeting of such legal entity; and/or

(b) being empowered to appoint, suspend or dismiss or cause the appointment, suspension or dismissal of at least a majority of the members of the management board, supervisory board or any similar governing body of such legal entity, whether through the exercise of voting rights, by contract or otherwise; and/or

(c) the power to direct or cause the direction of the management and policies of such entity, whether through the exercise of voting rights, by contract or otherwise;

Controller: (i) Patrick Drahi, born in Casablanca, Morocco, on the twentieth day of August nineteen hundred sixty-three, individually or (if applicable) together with any of his children who indirectly hold Common Shares or (ii) Patrick Drahi's heirs jointly;

Depositary Receipts: depositary receipts issued in respect of Shares;

Distributable Equity: the part of the Company's equity which exceeds the aggregate of the paid in and called up part of the capital and the reserves which must be maintained pursuant to the law;

DRH rights: the rights conferred by law upon holders of depositary receipts issued with the Company's cooperation for shares in its capital;

General Meeting: a meeting of Shareholders and other persons entitled to attend meetings of Shareholders or the corporate body of the Company consisting of Shareholders entitled to

vote, together with pledgees and usufructuaries to whom voting rights attributable to Shares accrue, as the case may be;

in writing: by letter, by telecopier, by e-mail, or by a legible and reproducible message otherwise electronically sent, provided that the identity of the sender can be sufficiently established;

Nominating Shareholder: (i) Next Alt S.à r.l., a limited liability company (*société à responsabilité limitée*) governed by Luxembourg law, having its official seat in Luxembourg, Grand Duchy of Luxembourg, and 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 194.978, provided that Next Alt S.à r.l. (a) holds a direct interest of at least thirty percent (30%) of the aggregate nominal value of the issued and outstanding Common Shares and (b) is Controlled by the Controller, or (ii) when Next Alt S.à r.l. does not hold a direct interest of at least thirty percent (30%) of the aggregate nominal value of the issued and outstanding Common Shares and/or is no longer Controlled by the Controller, any other legal entity which (x) holds a direct interest of at least thirty percent (30%) of the aggregate nominal value of the issued and outstanding Common Shares and (y) is Controlled by the Controller;

Preference Share: each Preference Share A and each Preference Share B;

Preference Share A: a preference share A in the capital of the Company;

Preference Share B: a preference share B in the capital of the Company;

President: the president of the Board;

Secretary: the secretary of the Company;

Share: a share in the capital of the Company; unless the contrary is apparent, this shall include each Common Share and Preference Share;

Shareholder: a holder of one or more Shares;

Subsidiary: a subsidiary of the Company as referred to in Section 2:24a of the Dutch Civil Code;

Vice-President: the vice-president of the Board;

WFT: the Financial Supervision Act (*Wet op het financieel toezicht*).

1.2 References to Articles shall be deemed to refer to articles of these Articles of Association, unless the contrary is apparent.

2 Name and Official Seat

2.1 The Company's name is:

Altice N.V.

2.2 The official seat of the Company is in Amsterdam, the Netherlands.

3 Objects

The objects of the Company are:

(a) to incorporate, to participate in any way whatsoever in, to manage, to supervise, to develop and to sell businesses and companies;

(b) to finance businesses and companies;

(c) to borrow, to lend and to raise funds, including the issue of (convertible) bonds, promissory notes, warrants or other securities or evidence of indebtedness as well as to enter into agreements in connection with aforementioned activities;

(d) to render advice and services to businesses and companies with which the Company forms a group and to third parties;

(e) to grant guarantees, to bind the Company and to pledge its assets for obligations of the Company, its group companies and/or third parties;

(f) to acquire, alienate, manage and exploit registered property and items of property in general;

(g) to trade in currencies, securities and items of property in general;

(h) to develop and trade in patents, trade marks, licenses, know-how and other intellectual and industrial property rights; and

(i) to perform any and all activities of an industrial, financial or commercial nature,

and to do all that is connected therewith or may be conducive thereto, all to be interpreted in the broadest sense.

4 Authorised Capital

4.1 The authorised capital of the Company equals three hundred forty-five million nine hundred sixty-two thousand six hundred thirty-nine euro and fifty eurocent (EUR 345,962,639.50).

4.2 The authorised capital of the Company is divided into eight billion one hundred forty-six million two hundred sixty-three thousand nine hundred fifty (8,146,263,950) Common Shares A, with a nominal value of one eurocent (EUR 0.01) each, three hundred million (300,000,000) Common Shares B, with a nominal value of twenty-five eurocent (EUR 0.25) each, four billion seven hundred (4,700,000,000) Preference Shares A, with a nominal value of four eurocent (EUR 0.04) each, and one hundred fifty million (150,000,000) Preference Shares B, with a nominal value of one eurocent (EUR 0.01) each.

4.3 As per the moment of conversion of Common Shares B and/or Preference Shares B into Common Shares A as referred to in Article 14, the authorised capital of the Company shall decrease with the number of Common Shares B and/or Preference Shares B included in such conversion, as applicable, and the authorised capital of the Company shall increase with the number of Common Shares A resulting from such conversion.

4.4 All Shares are to be registered. No share certificates (*aandeelbewijzen*) shall be issued.

5 Register of Shareholders

5.1 In due observance of the applicable statutory provisions in respect of registered Shares, a register of Shareholders shall be kept by or on behalf of the Company, which register shall be regularly updated and, at the discretion of the Board, may, in whole or in part, be kept in more than one copy and at more than one address. Part of the register may be kept abroad in order to comply with applicable foreign statutory provisions or applicable listing rules.

5.2 The name, address and such further information as required by law or considered appropriate by the Board, of each Shareholder, each pledgee of Shares and each usufructuary of Shares, shall be recorded in the register of Shareholders.

5.3 On application by a holder of Shares or a pledgee or usufructuary of Shares, the Board shall furnish an extract from the register of Shareholders, free of charge, insofar as it relates to the applicant's right in respect of a Share. If a right of pledge or a usufruct is created in a Share, the extract shall state to whom the voting rights accrue and to whom the DRH rights accrue.

5.4 Without prejudice to Article 5.1 the Board shall make the register of Shareholders available at the Company's office for inspection by the Shareholders and the persons to whom the DRH rights accrue.

6 Notification obligations

6.1 Each Shareholder shall be required to notify the Company in writing if such Shareholder:

(a) holds an interest exceeding one percent (1%) of the aggregate nominal value of the issued and outstanding Shares;

(b) holds an interest exceeding two percent (2%) of the aggregate nominal value of the issued and outstanding Shares;

(c) holds an interest exceeding four percent (4%) of the aggregate nominal value of the issued and outstanding Shares; or

(d) must make an AFM Notification.

6.2 Notifications pursuant to the Articles 6.1 (a) and 6.1 (b) must be made forthwith (*onverwijld*) and notifications pursuant to Article 6.1 (d) must be made at the same time as the corresponding AFM Notification must be made pursuant to Chapter 5.3 WFT.

6.3 If the Company becomes aware that a Shareholder has failed to comply with any obligation

imposed by the Articles 6.1 and/or 6.2, the Company may demand, by means of a written notice, that the Shareholder complies with such obligation within a reasonable period of at most fourteen (14) days after the date of said notice as stipulated by the Company in such notice. For as long as the Shareholder has not complied with this obligation following said notice, such Shareholder shall not be entitled to exercise the voting rights attached to his Shares.

6.4 Without prejudice to Article 1.1, for the purpose of Article 6.3 the reference to "written" also includes the posting of a notice on the Company's website to the relevant Shareholder, also if the address of the relevant Shareholder is known to the Company.

7 Issue of Shares

7.1 Shares shall be issued pursuant to a resolution of the General Meeting, or pursuant to a resolution of the Board if the Board has been authorised for a specific period not exceeding five (5) years to issue Shares by resolution of the General Meeting. The resolution granting the aforesaid authorisation must determine the number of Shares that may be issued. The authorisation may from time to time be extended for a period not exceeding five (5) years. Unless otherwise stipulated at its grant, the authorisation cannot be withdrawn. The General Meeting shall, for as long as any such designation of the Board for this purpose is in force, remain authorised to resolve upon the issuance of Shares. For a period of five (5) years from [*effective date of the Articles of Association*] the Board shall be irrevocably authorised to issue Shares up to a maximum aggregate amount of the Shares as provided for in the Company's authorised capital as set out in Article 4, as amended from time to time.

7.2 Article 7.1 shall apply correspondingly to the granting of rights to subscribe for Shares, but shall not be applicable to the issue of Shares to persons exercising a previously granted right to subscribe for Shares.

8 Pre-emptive Rights

8.1 Each holder of Common Shares shall have a pre-emptive right on any issue of Common Shares pro rata to the aggregate amount of its Common Shares. No Shareholder shall, however, have a pre-emptive right on Common Shares issued for a non-cash contribution. Shareholders shall also not have a pre-emptive right on Common Shares issued to employees of the Company or a group company of the Company.

8.2 Pre-emptive rights may be limited or excluded by a resolution of the General Meeting. The General Meeting may designate this authority to the Board for a period not exceeding five (5) years, provided that the General Meeting has also authorised the Board to issue Shares in accordance with Article 7.1. Unless otherwise stipulated at its grant, the authorisation cannot be withdrawn. If less than one half of the issued capital of the Company is represented at a General Meeting, a majority of at least two-thirds of the votes cast shall be required for a resolution of the General Meeting to limit or exclude such pre-emptive rights or to make such designation.

8.3 For a period of five (5) years from [*effective date of the Articles of Association*] the Board shall be irrevocably authorised to limit or exclude pre-emptive rights on any issue of Shares as set out in this Article 8.

8.4 In accordance with Section 2:96a of the Dutch Civil Code, no Shareholders shall have pre-emptive rights on any issue of Preference Shares.

9 Payment on Shares

9.1 The price and other terms of issue shall be determined at the time of the resolution to issue Shares. The issue price shall not be less than par.

9.2 If the amount of Shares to be issued is announced and only a lesser amount can be placed, this latter amount shall only be placed if expressly allowed by the conditions of issue.

9.3 Common Shares and Preference Shares B may only be issued against payment in full of the amount at which such Common Shares or Preference Shares B are issued and with due

observance of the provisions of the Sections 2:80a and 2:80b of the Dutch Civil Code.

9.4 Preference Shares A may be issued against payment in cash of at least one quarter of their nominal value.

9.5 The Company Body authorised to issue Shares, grant rights to subscribe for Shares and restrict or exclude pre-emptive rights, in accordance with the provisions of the Articles 7 and 8, shall be authorised to resolve that in respect of any issuance of Shares and/or granting of rights to Shares, the nominal value of these Shares shall be paid up on account of the Distributable Equity with observance of Article 30.3.

9.6 Legal acts relating to a non-cash contribution on Shares and other legal acts as referred to in Section 2:94 of the Dutch Civil Code, may be performed by the Board without prior approval of the General Meeting.

10 Shares in the Company's Own Capital

10.1 The Company may not subscribe for its own Shares on issue.

10.2 Subject to authorisation by the General Meeting and subject to the applicable statutory provisions, the Board may cause the Company to acquire fully paid-up Shares and Depositary Receipts, for a consideration.

10.3 No authorisation as referred to in Article 10.2 shall be required for the acquisition of Shares or Depositary Receipts for the purpose of transferring the same to employees of the Company or of any of its group companies under a scheme applicable to such employees, provided that such Shares or Depositary Receipts are listed on a stock exchange.

10.4 Shares in the Company's own capital or Depositary Receipts may be disposed of pursuant to a resolution of the Board.

11 Financial Assistance

The Company may grant loans for the purpose of a subscription for or an acquisition of Shares or Depositary Receipts subject to any applicable statutory provisions.

12 Reduction Issued Capital

12.1 With due observance of the statutory requirements the General Meeting may resolve to reduce the issued capital by (i) reducing the nominal value of Shares by amending the Articles of Association or (ii) cancelling Shares.

12.2 A resolution to cancel Shares may only relate to:

(a) Shares or Depositary Receipts held by the Company; or

(b) all Preference Shares A with repayment.

13 Right of Pledge and Usufruct on Shares

13.1 Upon the establishment of a right of pledge on a Share or the creation of a right of usufruct on a Share, the right to vote may be vested in the pledgee or the usufructuary, with due observance of the relevant provisions of the law.

13.2 Both the Shareholder without voting rights and the pledgee or usufructuary with voting rights shall have the DRH rights. The DRH rights may also be granted to the pledgee or usufructuary without voting rights, but only if the Board has approved the same and with due observance of the relevant provisions of the law.

14 Conversion of Shares

14.1 A holder of Common Shares B may at all times provide the Board with a written notice in the form as determined by the Board (**Conversion Notice**) requesting to convert one or more of his Common Shares B into Common Shares A in the ratio of twenty-five (25) Common Shares A for one (1) Common Share B.

14.2 The Conversion Notice shall at least include an irrevocable and unconditional power of attorney to the Company, with full power of substitution, to transfer twenty-four (24) of the converted Common Shares A unencumbered and without any attachments for no consideration (*om niet*) to the Company, which transfer shall be effected by the Company simultaneously with the conversion of (relevant) Common Share(s) B into Common Shares A

referred to in the Conversion Notice.

14.3 The Board may at all times convert one or more Preference Shares B into one or more Common Shares A in accordance with the conversion ratio and other conditions as determined by the Board.

15 Depositary Receipts

The Company shall not cooperate with the issuance of registered Depositary Receipts.

16 Management

16.1 The management of the Company shall be conducted by the Board, consisting of Executive Board members and Non-Executive Board members.

16.2 The Board shall consist of at least three (3) Board members and no more than ten (10) Board members. Only individuals can be Non-Executive Board members.

16.3 The Executive Board members and Non-Executive Board members shall be appointed as such by the General Meeting. The Executive Board members are appointed by the General Meeting at the binding nomination of the Nominating Shareholder. The General Meeting may at all times overrule the binding nomination by a resolution adopted by a majority of at least two thirds of the votes cast representing more than half of the issued capital. If the General Meeting overruled the binding nomination the Nominating Shareholder shall make a new binding nomination. The nomination shall be included in the notice of the General Meeting at which the appointment shall be considered. The Board shall request the Nominating Shareholder to make its nomination at least ten (10) days before publication of the notice of the General Meeting at which the appointment shall be considered. If a nomination has not been made by the Nominating Shareholder or has not been made by the Nominating Shareholder within seven (7) days following the request of the Board, this shall be stated in the notice and the General Meeting shall be free to appoint a member of the Board at its discretion. The provisions in this Article 16.3 relating to the binding nomination right only apply if one of the Shareholders qualifies as Nominating Shareholder.

16.4 The Company must establish a policy in respect of the remuneration of the Board. The policy is adopted by the General Meeting upon the proposal of the Board.

The remuneration of the Board members shall be determined by the General Meeting with due observance of the remuneration policy adopted by the General Meeting.

A proposal with respect to a remuneration scheme in the form of Shares or rights to Shares is submitted by the Board to the General Meeting for its approval.

This proposal must set out at least the maximum number of Shares or rights to Shares to be granted to members of the Board and the criteria for granting or amendment.

17 Term of Office. Resignation, Suspension and Dismissal

17.1 Each Board member shall be appointed for a term to be determined by the General Meeting. A Board member is appointed for a maximum period of four years, provided that, unless a Board member resigns earlier, his appointment period shall end immediately after the annual General Meeting that will be held in the fourth (4^{th}) calendar year after the date of his appointment. A Board member may be reappointed for a term of not more than four (4) years at a time, with due observance of the provision in the previous sentence.

17.2 A Non-Executive Board member may be in office for a period not longer than twelve years, which period may or may not be interrupted, unless the General Meeting resolves otherwise.

17.3 The General Meeting may at any time dismiss or suspend any member of the Board. If the Nominating Shareholder proposes the dismissal of a Board member to the General Meeting, the General Meeting can resolve upon such dismissal by resolution adopted by an absolute majority of the votes cast. If the Nominating Shareholder has not made a proposal for the dismissal of a Board member, the General Meeting can only resolve upon the dismissal of such Board member by resolution adopted by a majority of at least two thirds of the votes cast representing more than half of the issued capital. The two preceding sentences only apply if

one of the Shareholders qualifies as Nominating Shareholder.

17.4 An Executive Board member may also be suspended by the Board.

17.5 If either the Board or the General Meeting has resolved upon a suspension of a Board member, the General Meeting shall within three (3) months after the suspension has taken effect, resolve either to dismiss such Board member with due observance of the provisions in Article 17.3, or to terminate or continue the suspension, failing which the suspension shall lapse. A resolution to continue the suspension may be adopted only once and in such event the suspension may be continued for a maximum period of three (3) months commencing on the day that the General Meeting has adopted the resolution to continue the suspension. If the General Meeting has not decided to terminate or to continue the suspension within the required period, the suspension shall lapse.

18 Chairman, President and CEO of the Board

18.1 The Board shall appoint a Non-Executive Board member to be Chairman of the Board for such period as the Board may decide, with due observance of the terms referred to in the Articles 17.1 and 17.2.

18.2 The Board may grant to Executive Board members the titles of President, CEO and Vice-President.

18.3 The Board may also grant other titles to Board members.

18.4 The Board may appoint one or more of the Non-Executive Board members as vice-chairman of the Board for such period as the Board may decide, with due observance of the terms referred to in the Articles 17.1 and 17.2. If the Chairman is absent or unwilling to fulfil his duties, a vice-chairman shall be entrusted with such duties.

18.5 If no Chairman has been appointed or if the Chairman is absent or unwilling to take the chair, a meeting of the Board shall be presided over by a vice-chairman of the Board or in the event of his absence or unwillingness to take the chair, by a member of the Board or another person present designated for such purpose by the meeting.

19 Secretary

19.1 The Board shall appoint a Secretary. The Secretary does not have to be a Board member.

19.2 The Secretary shall have such powers as are assigned to him by the Articles of Association and, subject to the Articles of Association, by the Board on or after his appointment.

19.3 The Secretary may be removed from office at any time by the Board.

20 Regulations

20.1 With due observance of the Articles of Association the Board shall adopt one or more sets of regulations dealing with such matters as its internal organization, the manner in which decisions are taken, the composition, the duties and organization of committees and any other matters concerning the Board, the Executive Board members, the Non-Executive Board members and the committees established by the Board.

20.2 Regulations dealing with matters concerning the General Meeting and/or General Meetings will be placed on the Company's website.

21 Meetings

21.1 Meetings of the Board may be called at any time, either by (i) the President, or when no President is in function, the Vice-President, (ii) any two members of the Board jointly, or (iii) on his or their instructions, by the Secretary.

21.2 The Secretary may attend the meetings of the Board.
The President may decide to permit others to attend a meeting as well. If no President is in function, the Vice-President shall be entitled to decide to permit others to attend a meeting.

21.3 A Board member shall not participate in deliberations and the decision-making process in the event of a direct or indirect personal conflict of interest between that Board member and the Company and the enterprise connected with it. If there is such personal conflict of interest in respect of all Board members, the decision shall nevertheless be taken by the Board.

21.4 The minutes of meetings of the Board shall be kept by the Secretary. The minutes shall be adopted by the Board at the same meeting or at a subsequent meeting.
If the Board has adopted resolutions without holding a meeting, the Secretary shall keep a record of each resolution adopted without holding a meeting. Such record shall be signed by the Chairman and the Secretary.

21.5 Each Board member, other than the President, and if no President is in function, other than the Vice-President, shall be entitled to one vote. The President is entitled to cast a number of votes that equals the number of Board members entitled to vote, excluding the President, that is present or represented at that meeting. If no President is in function, the Vice-President shall be entitled to cast a number of votes that equals the number of Board members entitled to vote, excluding the Vice-President, that is present or represented at that meeting

21.6 To the extent the law, the regulations referred to under Article 20 or these Articles of Association do not require a qualified majority, all resolutions of the Board shall be adopted by an absolute majority of the votes cast in a meeting in which at least the President is present or represented or, when no President is in function, the Vice-President is present or represented. If the quorum is not present or represented, a second meeting of the Board may be convened, at which second meeting such quorum does not have to be present or represented.

22 Powers, Division of Duties, Restrictions

22.1 Subject to the division of duties referred to in Article 22.2, the Board shall be entrusted with the management of the Company and shall for such purpose have all the powers within the limits of the law that are not granted by the Articles of Association to others.

22.2 The Board may divide its duties among the Board members by regulations referred to in Article 20.1, provided that the day to day management of the Company shall be entrusted to the Executive Board members and provided further that the task to supervise the performance by the Board members of their duties cannot be taken away from the Non-Executive Board members.

22.3 The Board may establish such committees as it may deem necessary which committees may consist of one or more members of the Board or other persons. The Board appoints the members of each committee, provided that (i) an Executive Board member shall not be a member of the audit committee, the remuneration committee or the nomination committee and (ii) a Non-Executive Board member shall not be a member of an executive committee.
The Board determines the tasks of each committee. The Board may at any time change the duties and the composition of each committee.

22.4 The Executive Board members shall timely provide the Non-Executive Board members with all information required for the exercise of their duties.

22.5 Without prejudice to any other applicable provisions of the Articles of Association, the Board shall require the approval of the General Meeting for resolutions of the Board regarding a significant change in the identity or nature of the Company or the enterprise, including in any event:

(a) the transfer of the enterprise or practically the entire enterprise to a third party;

(b) the conclusion or cancellation of any long-lasting cooperation by the Company or a Subsidiary with any other legal person or company or as a fully liable general partner of a limited partnership or a general partnership, provided that such cooperation or the cancellation thereof is of essential importance to the Company; and

(c) the acquisition or disposal of a participating interest in the capital of a company with a value of at least one third of the sum of the assets according to the consolidated balance sheet with explanatory notes thereto according to the last adopted annual accounts of the Company, by the Company or a Subsidiary.

23 Vacancy or inability of the Board members

23.1 If the seat of an Executive Board member is vacant (*ontstentenis*) or upon the inability of an

Executive Board member, the remaining Executive Board members or member shall temporarily be entrusted with the executive management of the Company. If the seats of all Executive Board members are vacant or upon the inability of all Executive Board members or the sole Executive Board member, as the case may be, the executive management of the Company shall temporarily be entrusted to the Non-Executive Board members, with the authority to temporarily entrust the executive management of the Company to one or more Non-Executive Board members and/or one or more other persons.

23.2 If the seat of a Non-Executive Board member is vacant (*ontstentenis*) or upon inability of a Non-Executive Board member, the remaining Non-Executive Board members or member shall temporarily be entrusted with the performance of the duties and the exercise of the authorities of that Non-Executive Board member. If the seats of all Non-Executive Board members are vacant or upon inability of all Non-Executive Board members or the sole Non-Executive Board member, as the case may be, the General Meeting shall be authorised to temporarily entrust the performance of the duties and the exercise of the authorities of Non-Executive Board members to one or more other individuals.

24 Representation

24.1 The Board shall be authorised to represent the Company. The President shall also be authorised to represent the Company acting solely.

24.2 The Board shall have the power, without prejudice to its responsibility, to cause the Company to be represented by one or more Board members or others as attorneys. These attorneys shall have such powers as shall be assigned to them on or after their appointment and in conformity with the Articles of Association, by the Board.

25 Indemnification

25.1 The Company shall indemnify each member of the Board as well as each former member of the Board against all expenses (including reasonably incurred and substantiated attorneys' fees), financial effects of judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, provided he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company or out of his mandate, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

25.2 Notwithstanding Article 25.1, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or wilful misconduct in the performance of his duty to the Company.

25.3 Any indemnification by the Company referred to in Article 25.1 shall be made only (unless ordered by a court) upon a determination that indemnification of the (former) member of the Board is proper under the circumstances because he had met the applicable standard of conduct set forth in Article 25.1.

25.4 Expenses that he has incurred in defending a civil or criminal action, suit or proceeding may be paid by the Company in advance of the final disposition of such action, suit or proceeding, upon a resolution of the Board with respect to the specific case upon receipt by the Company of an undertaking from the indemnified (former) Board member to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Company as authorised in Article 25.1.

25.5 A (former) member of the Board shall not be entitled to any indemnification as mentioned in this Article 25, if and to the extent:

(a) a Dutch court, a judicial tribunal or, in case of an arbitration, an arbitrator has established by final judgement that is not open to challenge or appeal, that the acts or omissions of the (former) member of the Board can be considered intentional, wilfully reckless or seriously culpable, unless this would in the given circumstances be unacceptable according to the standards of reasonableness and fairness;

(b) the costs or the decrease in assets of the (former) member of the Board are/is covered by an insurance and the insurer started payment of the costs or the decrease in assets; or

(c) the Company and/or a Subsidiary brought the procedure in question up before court.

26 Financial Year and Annual Accounts

26.1 The Company's financial year shall be the calendar year.

26.2 Annually, within the term set by law, the Board shall prepare annual accounts, and shall deposit the same for inspection at the Company's office.

26.3 The annual accounts shall be accompanied by the accountant's statement referred to in Article 27, if the assignment referred to in that Article has been given, by the annual report, unless Section 2:391 of the Dutch Civil Code does not apply to the Company, as well as the other particulars to be added to those documents by virtue of applicable statutory provisions.

26.4 The annual accounts shall be signed by the members of the Board; if one or more of their signatures is lacking, this shall be stated, giving the reasons therefor.

27 Accountant

27.1 The Company shall instruct an accountant to audit the annual accounts.

27.2 The General Meeting shall be authorised to furnish such instruction. If the General Meeting fails to do so, the Board shall be competent thereto. With due observance of Section 2:393 subsection 2 of the Dutch Civil Code, instructions to the accountant may be withdrawn at any time.

27.3 The accountant shall render an account of his audit to the Board.

27.4 The accountant shall reflect the results of his audit in a statement attesting to the fidelity of the annual accounts.

28 Deposition at the Office of the Company

The annual accounts as prepared, the annual report, the non-executive report and the information to be added pursuant to Section 2:392 subsection 1 of the Dutch Civil Code must be available at the Company's office as of the date of the notice convening the annual General Meeting. Shareholders and persons with DRH rights may inspect the documents at that place and obtain a copy thereof free of charge.

29 Adoption

29.1 The annual accounts shall be adopted by the General Meeting.

29.2 The annual accounts may not be adopted if the General Meeting has been unable to inspect the accountant's statement referred to in Article 27.4, unless the information to be added by virtue of the law includes a legal ground for the lacking of the statement.

30 Profits and Distributions

30.1 Out of the profits accrued in a financial year, primarily and insofar as possible, first a preferred amount equal to zero point zero one percent (0.01%) per annum of the paid up part of the aggregate nominal value of all issued and outstanding Preference Shares A is added to the retained earnings reserve exclusively for the benefit of the holders of Preference Shares A (**Retained Earnings Reserve Preference Shares A**), and subsequently an amount equal to zero point zero one percent (0.01%) per annum of the aggregate nominal value of all issued and outstanding Preference Shares B is added to the retained earnings reserve exclusively for the benefit of the holders of Preference Shares B (**Retained Earnings Reserve Preference Shares B**). If, in a financial year, no profit is made or the profits are insufficient to allow the addition to the Retained Earnings Reserve Preference Shares A provided for in this Article 30.1, the deficit shall be added from profits earned in following financial years.

30.2 Each year the Board may determine which part of the profits after application of Article 30.1 shall be reserved.

30.3 The General Meeting may resolve to distribute any part of the profits remaining after reservation in accordance with Article 30.2, provided that out of such profits (i) no further

additions shall be made to the Retained Earnings Reserve Preference Shares A and/or Retained Earnings Reserve Preference Shares B and (ii) no distributions shall be made on the Preference Shares. If the General Meeting does not resolve to distribute these profits in whole or in part, such profits (or any profits remaining after distribution) shall also be reserved.

30.4 Distributions may be made only up to an amount which does not exceed the amount of the Distributable Equity.

30.5 Distribution of profits shall be made after adoption of the annual accounts if permissible under the law given the contents of the annual accounts.

30.6 The Board may resolve to distribute interim dividend on the Shares with due regard to the Articles 30.1 and 30.3.

30.7 The Board may resolve that distributions on Shares are made from the Distributable Equity, provided that the holders of Preference Shares A shall not be entitled to any reserves other than the Retained Earnings Reserves Preference Shares A and the holders of Preference Shares B shall not be entitled to any reserves other than the Retained Earnings Reserves Preference Shares B.

30.8 The General Meeting may at the proposal of the Board resolve that a distribution on Shares shall not be paid in whole or in part in cash but in Shares or in any other form.

30.9 In calculating the amount of any distribution on Shares, Shares held by the Company, or Shares for which the Company holds the Depositary Receipts shall be disregarded, unless such Shares or Depositary Receipts are encumbered with a right of usufruct or pledge.

30.10 Any and all distributions on the Common Shares shall be made in such a way that on each Common Share an equal amount or value will be distributed.

30.11 The Sections 2:104 and 2:105 of the Dutch Civil Code shall apply to distributions.

31 Date for Payment

31.1 The date on which dividends and other distributions shall be made payable shall be announced in accordance with the provisions of Article 40.

31.2 Unless the Company Body authorised to make distributions determines another date of payment, distributions on Shares shall be made payable within thirty (30) days after they have been declared.

31.3 A claim of a Shareholder for payment of a distribution shall be time barred by an elapse of five (5) years.

32 Annual General Meeting

32.1 The annual General Meeting shall be held each year, within six (6) months after the end of the financial year.

32.2 The agenda for such meeting shall announce, inter alia, the following matters:

(a) discussion of the annual report, including corporate governance;

(b) discussion and adoption of the annual accounts;

(c) discharge of the Board members;

(d) appointments for any vacancies;

(e) reservation- and dividend policy, including the policy regarding the allocation of profits;

(f) proposal to cancel Common Shares B and/or other Shares the Company holds in its own capital;

(g) any other proposals presented by the Board and announced with due observance of Article 40 as well as proposals made by Shareholders in accordance with provisions of the law and the provisions of the Articles of Association.

32.3 Matters will only be put to vote if and to the extent the General Meeting is authorised by law or the Articles of Association to resolve on the subject matter. All other matters are put on the agenda for discussion purposes only.

33 Other Meetings

Other General Meetings shall be held as often as the Board, the President, the Chairman, the Nominating Shareholder, or when no President is in function, the Vice-President, deems necessary, without prejudice to the provisions of Sections 2:110, 2:111 and 2:112 of the Dutch Civil Code.

34 Convening a Meeting. Agenda

34.1 General Meetings shall be convened by the Board.

34.2 The notice of the meeting shall be given in due observance of the statutory notice period.

34.3 The notice of the meeting shall state the items to be dealt with, the items to be discussed and which items to be voted on, the place and time of the meeting, the procedure for participating at the meeting by written proxy-holder, the address of the website of the Company and, if applicable, the procedure for participating at the meeting and exercising one's right to vote by electronic means of communication as referred to in Article 38.2, without prejudice to the relevant provisions of these Articles of Association, and in addition with due observance of the relevant provisions of Dutch law.

34.4 The notice of the meeting shall also state the requirement for admission to the meeting as described in Article 38.2.

34.5 Matters not stated in the notice of the meeting may be further announced in the manner stated in Article 40, with due observance of the notice period in Article 34.2.

34.6 Shareholders authorised to do so pursuant to Dutch law, have the right to request the Board to place items on the agenda of the General Meeting.

34.7 A subject for discussion requested in writing by one or more Shareholders authorised to do so pursuant to Dutch law, shall be included in the notice or shall be notified in the same way as the other subjects for discussion, if the Company has received the request (including the reasons for such request) not later than sixty (60) days before the day of the meeting.

34.8 The Shareholder that has put a subject on the agenda, shall clarify it at the meeting and shall answer any questions relating thereto.

34.9 Written requests as referred to in Article 34.7 may not be submitted electronically. Written requests as referred to in Article 34.7 shall comply with conditions stipulated by the Board, which conditions shall be posted on the Company's website.

34.10 For purposes of this Article 34, the terms Shareholder and Shareholders shall include persons to whom DRH rights accrue.

35 Place of Meetings

The General Meetings shall be held at Amsterdam or Haarlemmermeer (including Schiphol Airport).

36 Chairperson

36.1 The General Meetings shall be presided over by the Chairman or, in his absence, by the vice-chairman of the Board; in the event that the latter is also absent, the Board members present shall appoint a chairperson from their midst. The Board may appoint another person to act as chairperson of a General Meeting.

36.2 If the chairperson has not been appointed in accordance with Article 36.1, the meeting itself shall appoint a chairperson. Until that moment, the eldest person present at the General Meeting shall act as chairperson.

37 Minutes

37.1 Minutes shall be kept of the proceedings at every General Meeting by a secretary to be designated by the chairperson. The minutes shall be adopted by the chairperson and the secretary of the meeting and shall be signed by them as evidence thereof.

37.2 The Board or the chairperson may determine that a notarial report must be drawn up of the proceedings of a meeting. The notarial report shall be co-signed by the chairperson.

38 Rights at Meetings. Admittance

38.1 Each Shareholder entitled to vote and each person with DRH rights shall be entitled to attend the General Meeting, to address such meeting and, to the extent applicable, exercise his voting rights, provided that such person:

(a) is a Shareholder or a person with DRH rights as per a certain date, determined by the Board, such date hereinafter referred to as: the “record date”;

(b) is as such registered in a register (or one or more parts thereof) designated thereto by the Board, hereinafter referred to as: the “register”; and

(c) has given notice in writing to the Company prior to a date set in the notice to attend a General Meeting,

regardless of who will be Shareholder or a person with DRH rights at the time of the meeting. The notice will contain the name and the number of Shares the person will represent in the meeting. The provision above under (c) concerning the notice to the Company also applies to the proxy holder of a person authorised to attend a General Meeting.

38.2 The Board may determine that the powers set out in the first sentence of Article 38.1 may be exercised by means of electronic communication. If a person entitled to attend meetings participates by means of electronic communication, it shall be required that the electronic communication allows for identification of such person, for such person to directly take notice of the proceedings in the meeting and for the casting of votes. Furthermore, it shall be required that the electronic communication allows for the person entitled to attend meetings to participate in discussions in the meeting. The Board may subject the use of the electronic communication and the manner in which the requirements mentioned in Article 38.1 should be satisfied to further conditions, provided that these conditions are reasonable and necessary to establish the identity of the Shareholder and the reliability and security of the communication and are included in the notice of the meeting.

38.3 Each Common Share A and each Preference Share B confers the right to cast one (1) vote. Each Preference Share A confers the right to cast four (4) votes. Each Common Share B confers the right to cast twenty-five (25) votes.

38.4 The Board may determine in the convocation that any vote cast prior to the meeting by means of electronic communication or by means of a letter, shall be deemed to be a vote cast in the meeting. Such a vote may not be cast prior to the record date mentioned in Article 38.1. A Shareholder who has cast his vote prior to the meeting by means of electronic communication, remains entitled to, whether or not represented by a holder of a written proxy, participate in the meeting and to address the meeting. Once cast, a vote cannot be revoked.

38.5 Each person entitled to vote or his proxy shall, whether or not by means of electronic communication, sign the attendance list.

38.6 The Board members shall, as such, have the right to render advice in the General Meeting.

38.7 The chairperson shall decide whether persons, other than those entitled to be admitted pursuant to this Article 38, shall be admitted to the meeting.

39 Voting

39.1 To the extent the law or these Articles of Association do not require a qualified majority, all resolutions of the General Meeting shall be adopted by an absolute majority of the votes cast, in a meeting in which a quorum of at least fifty percent (50%) of the issued and outstanding capital is present or represented.

39.2 Notwithstanding any other provisions of these Articles of Association, resolutions of the General Meeting in relation to the application for bankruptcy, suspension of payments, legal merger or legal demerger, can only be adopted at the proposal of the Board.

39.3 To the extent these Articles of Association do not provide otherwise, with respect to resolutions of the General Meeting which can only be adopted if part of the issued capital is represented, a second General Meeting may be convened, at which second General Meeting such part of the issued capital does not have to be represented.

39.4 All votes shall be cast in writing or electronically. The chairperson may, however, determine that voting by raising hands shall be permitted. Voting by acclamation shall be permitted if none of the Shareholders present or represented in the meeting objects.

39.5 Abstentions and invalid votes shall not be counted as votes.

39.6 The ruling pronounced by the chairperson of the meeting in respect of the outcome of a vote shall be decisive. The same shall apply to the contents of a resolution passed, in as far as voting related to a proposal not made in writing.

39.7 In the General Meeting, no voting rights may be exercised for any Share held by the Company or a Subsidiary, nor for any Share for which the Company or a Subsidiary holds the Depositary Receipts. However, pledgees and usufructuaries of Shares owned by the Company or a Subsidiary are not excluded from exercising the voting rights, if the right of pledge or the usufruct was created before the Share was owned by the Company or such Subsidiary. The Company or a Subsidiary may not exercise voting rights for a Share in respect of which it holds a right of pledge or usufruct.

39.8 When determining how many votes are cast by Shareholders, how many Shareholders are present or represented, or which part of the Company's issued capital is represented, no account shall be taken of Shares for which, pursuant to the law or these Articles of Association, no vote can be cast.

40 Notices and Announcements

Notices of General Meetings shall be effected in accordance with the provisions prescribed by law. Announcements concerning dividend and other distributions and other announcements to Shareholders and persons with DRH rights shall be effected on the Company's website.

41 Amendment of the Articles of Association

41.1 At the proposal of the Board the General Meeting may resolve to amend these Articles of Association.

41.2 When a proposal to amend these Articles of Association is to be made at a General Meeting, the notice of such meeting must state so and a copy of the proposal, including the verbatim text thereof, shall be deposited and kept available at the Company's office for inspection by, and must be made available free of charge to, Shareholders and persons with DRH rights, until the conclusion of the meeting. An amendment of these Articles of Association shall be laid down in a notarial deed.

41.3 The rights of the Nominating Shareholder in these Articles of Association may not be amended without the prior written consent of the Nominating Shareholder.

42 Dissolution and Liquidation

42.1 At the proposal of the Board the General Meeting may resolve to dissolve the Company.

42.2 If the Company is dissolved pursuant to a resolution of the General Meeting, the Board members shall become liquidators of the dissolved Company's property. The General Meeting may decide to appoint other persons as liquidators.

42.3 During liquidation, the provisions of these Articles of Association shall remain in force to the extent possible.

42.4 The balance remaining after payment of the debts of the dissolved Company shall first insofar as possible, be paid:

(a) on each Preference Share as repayment: an amount equal to the paid up nominal value of a Preference Share; and

(b) to each holder of Preference Shares A any balance of the Retained Earnings Reserve Preference Shares A in proportion to the paid up part of the aggregate nominal value of the Preference Shares A held by each and to each holder of Preference Shares B any balance of the Retained Earnings Reserve Preference Shares B in proportion to the aggregate nominal value of the Preference Shares B held by each.

42.5 The balance remaining after application of Article 42.4 shall be transferred to the holders of Common Shares in proportion to the number of Common Shares held by each.

43 Transitory provision authorised capital

If and as soon as a resolution adopted by the authorised Company Body has been filed with the

Dutch trade register pertaining to an issuance of such number of Shares pursuant to which the entire issued Share capital of the Company shall be at least eighty million euro (EUR 80,000,000) under the condition precedent that such resolution has been filed with the Dutch trade register, the provisions of the Articles 4.1 and 4.2 shall read as follows:

"4.1 The authorised capital of the Company equals four hundred million (EUR 400,000,000).

4.2 The authorised capital of the Company is divided into eight billion four hundred ninety-five million (8,495,000,000) Common Shares A, with a nominal value of one eurocent (EUR 0.01) each, three hundred sixty million (360,000,000) Common Shares B, with a nominal value of twenty-five eurocent (EUR 0.25) each, five billion five hundred eighty-eight million seven hundred fifty thousand (5,588,750,000) Preference Shares A, with a nominal value of four eurocent (EUR 0.04) each, and one hundred fifty million (150,000,000) Preference Shares B, with a nominal value of one eurocent (EUR 0.01) each.".