



Altice announces agreement by Executives to buy shares in Altice S.A. from Carlyle

February 2, 2015 – Altice S.A. (Euronext: ATC) today announced that certain executives and senior managers of Altice S.A. and their affiliates (“The Altice Managers”) have reached an agreement (“The Sale”) with Carlyle Cable Investments SC (“Carlyle”) whereby Carlyle will sell some of its ordinary shares in Altice S.A. (“Altice”) to The Altice Managers.

Carlyle has agreed to sell 4.4 million ordinary shares in Altice equivalent to approximately 1.8% of Altice’s ordinary share capital. Entities controlled by Patrick Drahi, Dexter Goei and Patrice Giami are acquiring respectively 4.16 million shares, 200,000 shares and 40,000 shares.

Exclusively for the purpose of this transaction, J.P. Morgan Securities plc and Goldman Sachs International have agreed to a partial waiver of the lock up agreement entered into by Carlyle in connection with its sale of ordinary shares in Altice on November 17, 2014 and due to expire on February 15, 2015. Any ordinary shares in Altice owned by Carlyle and not part of The Sale will remain subject to the terms of the aforementioned lock up agreement. For the avoidance of doubt, the scope and terms of said lock up agreement remain strictly unchanged unless explicitly mentioned otherwise in this press release.

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About Altice

Founded by telecom entrepreneur, Patrick Drahi, Altice is a multinational cable and telecommunications company. Altice conducts its activities (i) in France through the Numericable Group, which completed its acquisition of SFR from Vivendi S.A. in November 2014 resulting in the combination of the sole major cable operator in France with France’s leading integrated fixed and mobile network operator (“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 Altice International S.à r.l. (“Altice International”). Altice 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.

Altice shares (ATC) are listed on NYSE Euronext Amsterdam, ISIN LU1014539529.

Disclaimer

The Notes are being offered in a private placement only to qualified institutional buyers pursuant to Rule 144A and non-U.S. persons pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act"), subject to prevailing market and other conditions. There is no assurance that the offerings will be completed or, if completed, as to the terms on which they are completed. The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or unless pursuant to an applicable exemption from the registration requirements of the Securities Act and any other applicable securities laws. This press release is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which, or to any person to whom, such offer, solicitation or sale would be unlawful.

This announcement does not constitute and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer within the meaning of the Directive 2010/73/EU of the Parliament and Council of November 4, 2003 as implemented by the Member States of the European Economic Area (the "Prospectus Directive"). The offers and sales of the Notes will be made pursuant to an exemption under the Prospectus Directive, as implemented in Member States of the European Economic Area, from the requirement to produce a prospectus for offers of securities.

In connection with the issuance of each of the Notes, one of the initial purchasers will serve as stabilizing manager and may over-allot the applicable Notes or effect transactions with a view to supporting the market price of the applicable Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the stabilizing manager (or persons acting on behalf of the stabilizing manager) will undertake any such stabilization actions. Any stabilization action may begin on or after the date on which adequate public disclosure of the terms of the offer of the applicable Notes is made and, if begun, may be ended at any time. Any stabilization action or over-allotment must be conducted in accordance with all applicable laws and rules.

This press release contains statements about future events, projections, forecasts and expectations that are forward-looking statements. Any statement in this press release that is not a statement of historical fact is a forward-looking statement that involves known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. In addition, past performance of Altice S.A. and its affiliates cannot be relied on as a guide to future performance. Altice S.A. and its affiliates make no representation on the accuracy and completeness of any of the forward-looking statements, and, except as may be required by applicable law, assume no obligations to supplement, amend, update or revise any such statements or any opinion expressed to reflect actual results, changes in assumptions or in Altice S.A.'s or its affiliates' expectations, or changes in factors affecting these statements. Accordingly, any reliance you place on such forward-looking statements will be at your sole risk.