

ALTICE N.V.
with corporate seat in Amsterdam
Prins Bernhardplein 200
1097 JB Amsterdam
The Netherlands
Trade Register Number 63329743
(the “**Company**”)

ANNUAL GENERAL MEETING

**to be held on 28 June 2017 at 11.00 hours Amsterdam time at the Conservatorium Hotel,
Van Baerlestraat 27, 1071 AN Amsterdam, The Netherlands**

EXPLANATORY NOTES TO THE AGENDA

2. Management report for the financial year 2016

a. Discussion of the Management Report, including corporate governance

In accordance with best practice provision I.2 of the Dutch Corporate Governance Code 2008 (the “**Code**”), material changes in the corporate governance structure of the Company and the compliance of the Company with the Code will be discussed as a separate agenda item.

In 2016, the Board completed a valuable reorganization of its management and governance structure. Mr. Dexter Goei was appointed as President of the Board, Mr. Michel Combes was appointed as Chief Executive Officer and Mr. Patrick Drahi stepped down from his position as President of the Board and now leads the Altice’s Group Advisory Council.

A comply-or-explain list with respect to the Code is available on the Company's website (www.altice.net). In addition, any deviations of the Code are set out in paragraph 3.6.2 of the Management Report 2016.

b. Explanation of reservation and dividend policy, allocation of result

In September 2016, the Board made some minor amendment to the Company's dividend policy. The dividend policy now reads as follows: “*The Company has not paid any dividends since its incorporation. In future years, the Company intends to assess the relevance of paying dividends in light of its strategy to prioritise value-enhancing acquisitions or investments in its infrastructure or portfolio of rights. Within this framework, the Company will at times consider returning capital to the shareholders through ordinary and exceptional dividend as well as share buy-backs if deemed adequate on the basis of its review of the opportunity set for acquisitions or development projects*”.

In accordance with best practice provision IV.1.4 of the Code, the policy on additions to reserves and on dividends is dealt with and explained as a separate agenda item. In line with the Company's current dividend policy, the Board has assessed the relevance of paying dividends in light of its strategy to prioritise value-enhancing acquisitions or investments in its infrastructure or portfolio of rights and has taken into account the fact that the Company had a negative result in 2016. The Board concluded to not distribute any dividends.

c. Explanation of implementation of the remuneration policy of the Board

In accordance with Dutch legislation aimed at improving the transparency regarding the implementation of the remuneration policy, shareholders are invited to consider the implementation of the Company's current remuneration policy. The remuneration policy for the Board and its implementation during the financial year 2016 are set out respectively in paragraphs 5.3.2 and 5.3.3 of the Management Report 2016.

3. Proposal to adopt the annual accounts for the financial year 2016 (voting item)

This agenda item includes the proposal to adopt the 2016 standalone annual accounts and the 2016 consolidated annual accounts.

4. Proposal for discharge of liability of the executive directors of the Board (voting item)

It is proposed to the General Meeting to discharge the executive directors of the Board in office in 2016 from all liability in relation to the exercise of their duties in the financial year 2016, to the extent that such exercise is apparent from the 2016 annual accounts or other public disclosures prior to the adoption of the 2016 annual accounts.

5. Proposal for discharge of liability of the non-executive directors of the Board (voting item)

It is proposed to the General Meeting to discharge the non-executive directors of the Board in office in 2016 from all liability in relation to the exercise of their duties in the financial year 2016, to the extent that such exercise is apparent from the 2016 annual accounts or other public disclosures prior to the adoption of the 2016 annual accounts.

6. Proposal to re-appoint Mr. Scott Matlock as non-executive director of the Board (voting item)

In accordance with article 17.1 of the articles of association of the Company, it is proposed to re-appoint Mr. Scott Matlock as non-executive director of the Board. The proposed appointment is for a term ending on the day of the Annual General Meeting to be held in 2021, which is the fourth calendar year after the date of appointment.

Mr. Matlock (51) is a US and UK national. Mr. Matlock was first appointed as non-executive director by the General Meeting on 7 August 2015 and with effect from the merger of the Company with Altice S.A. Mr. Matlock is a graduate of the University of California, Berkeley.

Mr. Matlock is a partner at PJT Partners, the independent investment bank, where he is a mergers and acquisitions advisor to companies and individuals worldwide. Previously, Mr. Matlock worked at Morgan Stanley, 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 to 2010, and the Chairman of International M&A from 2010 to 2014. Mr. Matlock 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 Communications Coverage for the firm. Mr. Matlock 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.

Mr. Matlock is also a member of the Audit Committee and the Remuneration Committee of the Company.

In 2016, Mr. Matlock attended nine out of ten Board meetings and all meetings of the Audit Committee and the Remuneration Committee.

The Board recommends to appoint Mr. Matlock for a new term as non-executive director of the Board in view of his knowledge of the Company, his financial experience and his experience in mergers and acquisitions.

Mr. Matlock does not hold any shares in the Company.

7. Proposal to re-appoint Mr. Jean-Luc Allavena as non-executive director of the Board (*voting item*)

In accordance with article 17.1 of the articles of association of the Company, it is proposed to re-appoint Mr. Jean-Luc Allavena as non-executive director of the Board. The proposed appointment is for a term ending on the day of the Annual General Meeting in 2021, which is the fourth calendar year after the date of appointment.

Mr. Allavena (53) is a Monegasque national. Mr. Allavena was first appointed as non-executive director by the General Meeting on 7 August 2015 and with effect from the merger of the Company with Altice S.A. Mr. Allavena is a graduate of HEC Paris, the French leading business school. Mr. Allavena serves as Chairman of Atlantys Investors, an investment fund (in partnership with Apollo Management).

Mr. Allavena was appointed Analyst at Banque Paribas in 1986 before joining Lyonnaise des Eaux (now called Engie) in 1989 as a Financial Controller. In 1992, he became Chief Financial Officer of Techpack International (Pechiney) and was appointed Chief Executive Officer in 1996 and then Chairman of the Pechiney World Luxury Cosmetics Division in 1999. In 2000, he joined Lagardère Media as the group's Chief Operating Officer. He also became a board member of its four main divisions: Lagardère Active (radio and TV), Hachette Livre (book publishing), Hachette Filipacchi Media (magazine publishing) and Hachette Distribution Services (press distribution).

A native and citizen of Monaco, Mr. Allavena served as the Chief of Staff of His Serene Highness Prince Albert II of Monaco at the beginning of His Reign (2005-2006). In 2007, Mr. Allavena joined Apollo Management in London, one of the largest investment platforms in the world with almost \$200 billion under management. He has done several important deals in various industries such as Monier (formerly Lafarge Roofing), Constellium (formerly Pechiney Aluminium), Latecoere (aerospace) and Verallia (formerly Saint Gobain Glass Packaging). He has served on the Board of Verallia since

2015. He has also been involved, for more than two decades, in various non-governmental organizations and served as the Chairman of the Alumni Association of HEC from 2001 to 2003 (subsequently as Honorary Chairman), Chairman of the HEC Foundation from 2003 to 2005 (subsequently as Honorary Chairman) and Chairman of the board of the French-American Foundation - France from 2010 to 2015 (subsequently as Honorary Chairman). He has been awarded Chevalier of the French Légion d'Honneur.

In addition, Mr. Allavena holds or has held the following positions as member of a management board: board member of Constellium N.V. (2011-2013), board member of Latécoère S.A. (2015-2016), board member of Mecaplast Group S.A. (2013-2016), board member of Monaco Resources Group (2014-2016), board member of Cosfibel S.A. (since 2007) and board member of Banque Pâris Bertrand Sturdza SA (since 2016).

He currently serves on the Audit Committee and Remuneration Committee of the Company.

In 2016, Mr. Allavena attended all Board meetings, all meetings of the Audit Committee and five out of six meetings of the Remuneration Committee.

The Board recommends to appoint Mr. Allavena for a new term as non-executive director of the Board in view of his knowledge of the Company, his strategic experience, his experience as board members of various companies in different sectors and his experience in mergers and acquisitions.

Mr. Allavena does not hold any shares in the Company.

8. Remuneration

Pursuant to article 16.4 of the Company's articles of association, the remuneration of the Board members, whether paid by the Company or by another Altice group company, must be determined by the General Meeting.

Following article 2:132(3) Dutch Civil Code, the legal relationship between the Board members and the Company does not qualify as employment agreement. The executive directors do have an employment agreement or a management agreement with one or more companies within the Altice group.

a. Proposal to determine the annual cash bonus for executive directors for the financial year 2016 (*voting item*)

It is proposed to the General Meeting to determine the annual cash bonuses for the executive directors for the financial year 2016 as follows:

- Mr. Goei: €2,847,043;
- Mr. Combes: €2,847,043; and
- Mr. Okhuijsen: €1,000,000.

b. Proposal to amend the remuneration policy of the Board (*voting item*)

It is proposed to the General Meeting to amend the Board's Remuneration Policy. The proposed amendments include the following:

- addition of a long-term cash incentive for executive directors;
- removal of the cash compensation plan;
- clarification of the annual performance related cash bonus for executive directors, which is calculated by taking a percentage of the aggregate base salary an executive director receives for his services within the Altice group, whether in his capacity of employee or service-provider to an Altice group company or as executive director of the Company;
- addition of a discretionary annual cash bonus, indemnity and severance payment;
- amendment of the remuneration of the non-executive directors;
- compliance with the new Dutch Corporate Governance Code;
- improvement of the transparency and readability of the Remuneration Policy.

A full version of the draft amended Remuneration Policy (the "**Proposed Remuneration Policy**") is available at the offices of the Company in Amsterdam and on the Company's website (www.altice.net).

c. Proposal to adopt the Performance Stock Option Plan (voting item)

It is proposed to the General Meeting to adopt a new Performance Stock Option Plan. This plan will mainly be used to grant stock options to selected employees of the Altice group, including executive directors of the Board.

Under this plan, the vesting of options is subject to the achievement of a financial performance target. The target is set at the date of grant and will be achieved if the Adjusted EBITDA – CAPEX of the third full financial year following the date of grant is equal to or superior to the target. The participant still needs to be employed or needs to provide services to the Company or to any Altice group company at the moment that it is determined that the Altice group has achieved the target. Participants who leave the Altice group before the vesting date will forfeit their options.

A full version of the draft Performance Stock Option Plan is available at the offices of the Company in Amsterdam and on the Company's website (www.altice.net).

d. Proposal to amend the remuneration of Mr. Michel Combes (voting item)

This agenda item shall only be put to a voting if agenda items 8.b and 8.c are adopted.

It is proposed to the General Meeting to amend the remuneration of Mr. Michel Combes as follows:

- granting of 1,032,833 stock options under the Performance Stock Option Plan with an exercise price of €19.3642 and 31 January 2017 as grant date (the "**Combes Stock Options**"); and
- granting of other benefits following from the Proposed Remuneration Policy.

It is proposed to the General Meeting to delegate to the Remuneration Committee the following authorities under the Performance Stock Option Plan in relation to the Combes Stock Options:

- determine the target Adjusted EBITDA minus CAPEX (the "**Target**"), and if necessary adjust the Target to reflect recapitalization events, acquisitions, divestitures, or any other corporate events or actions, which require an adjustment to the Target, with the proviso that

the Target must be higher than the Adjusted EBITDA minus CAPEX on the basis of the consolidated financial statements of the Altice group for the financial year 2016; and

- assess, on the basis of the consolidated financial statements of the Altice group as of and for the third full financial year following the date of grant, whether the Target has been met.

If the General Meeting approves this proposal, the grant of stock options under the Performance Stock Option Plan to Mr. Michel Combes will be effected by acceptance of the grant letter that the Company will propose to Mr. Michel Combes in due course.

e. Proposal to amend the remuneration of Mr. Dexter Goei (voting item)

This agenda item shall only be put to a voting if agenda items 8.b and 8.c are adopted.

It is proposed to the General Meeting to amend the remuneration of Mr. Dexter Goei as follows:

- granting of a fixed annual compensation of USD 500,000 (other than his fixed annual compensation as President of the Company);
- granting of an annual cash bonus of USD 1,500,000;
- granting of 516,416 stock options under the Long-Term Incentive Plan as adopted by the General Meeting on 28 June 2016 and amended by the Board with effect on 6 September 2016 (the "LTIP"), with an exercise price of €19.3642 and a start of the vesting period on 31 January 2017;
- granting of limited partnership units for an amount of USD 10,600,000 under the US Carried Interest Plan as implemented by the Altice group to target a reward for its US senior management with respect to their combined performance relating to the US operations of the Altice group, with a three-year vesting period starting on 31 January 2017. A description of the US Carried Interest Plan is available at the offices of the Company in Amsterdam and on the Company's website (www.altice.net); and
- granting of a severance payment of 52 weeks (one year) fixed annual compensation as employee or service-provider to an Altice group company, and other benefits following from the Proposed Remuneration Policy.

If the General Meeting approves this proposal, the grant of stock options under the LTIP to Mr. Dexter Goei will be effected by acceptance of the grant letter that the Company will propose to Mr. Dexter Goei in due course.

f. Proposal to amend the remuneration of Mr. Dennis Okhuijsen (voting item)

This agenda item shall only be put to a voting if agenda items 8.b and 8.c are adopted.

It is proposed to the General Meeting to amend the remuneration of Mr. Dennis Okhuijsen as follows:

- granting of 129,104 stock options under the LTIP, with an exercise price of €19.3642 and a start of the vesting period on 31 January 2017;

- granting of a cash performance bonus of €2,500,000, which has the following characteristics:
 - Vesting period: 3 years
 - Start of the vesting period: 31 January 2017
 - Performance criteria, to be assessed each year during the vesting period: EBITDA – CAPEX + change in current WC, as indicated in the budget for a given year
 - Amount due:

Percentage of achievement of the performance criteria	Cash performance bonus
Less than 90%	0% of the granted amount
90%	50% of the granted amount
100%	100% of the granted amount
120%	200% of the granted amount

- granting of 516,416 stock options under the Performance Stock Option Plan, with an exercise price of €19.3642 and 31 January 2017 as grant date ("**Okhuijsen Stock Options**"); and
- granting of other benefits following from the Proposed Remuneration Policy.

It is proposed to the General Meeting to delegate to the Remuneration Committee the following authorities under the Performance Stock Option Plan in relation to the Okhuijsen Stock Options:

- determine the target Adjusted EBITDA minus CAPEX (the "**Target**"), and if necessary adjust the Target to reflect recapitalization events, acquisitions, divestitures, or any other corporate events or actions, which require an adjustment to the Target, with the proviso that the Target must be higher than the Adjusted EBITDA minus CAPEX on the basis of the consolidated financial statements of the Altice group for the financial year 2016; and
- assess, on the basis of the consolidated financial statements of the Altice group as of and for the third full financial year following the date of grant, whether the Target has been met.

If the General Meeting approves this proposal, the grant of stock options under the LTIP and the Performance Stock Option Plan to Mr. Dennis Okhuijsen will be effected by acceptance of the grant letters that the Company will propose to Mr. Dennis Okhuijsen in due course.

g. Proposal to determine the remuneration of non-executive directors (voting item)

This agenda item shall only be put to a voting if agenda item 8.b is adopted.

The Proposed Remuneration Policy as available at the offices of the Company in Amsterdam and on the Company's website (www.altice.net) includes a fixed annual fee for the non-executive directors and their involvement in the Audit Committee and Remuneration Committee.

It is proposed to determine the fixed remuneration of all current and future non-executive directors in accordance with the Proposed Remuneration Policy.

9. Authorisation of the Board to acquire own shares (*voting item*)

It is proposed that the General Meeting authorises the Board for the statutory maximum period of 18 months, commencing on 28 June 2017, to acquire shares in its own capital, subject to the following conditions and with due observance of the law and the Company's articles of association:

- (i) the maximum number of shares which may be acquired is 10% of the issued share capital of the Company and at any time during the period of authorisation;
- (ii) transactions must be executed at a price between the nominal value of the shares and 110% of the opening price at Euronext Amsterdam N.V. at the date of the acquisition;
- (iii) transactions may be executed on the stock exchange or otherwise.

When this authorisation shall be approved, the current authorisation that was granted by the General Meeting on 28 June 2016 shall no longer be utilised.

10. Proposal to cancel shares the Company holds in its own capital (*voting item*)

Pursuant to the current article 32.2 of the Company's articles of association, it is proposed to the General Meeting to cancel any common shares A and common shares B in the share capital of the Company held by Company. The cancellation may be executed in one or more tranches. The number of shares that will be cancelled (whether or not in a tranche) shall be determined by the Board. Pursuant to the relevant statutory provisions, cancellation may not be effected earlier than two months after a resolution to cancel shares is adopted and publicly announced; this will apply for each tranche.