

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

Proposed Resolution of the General Meeting to be held on 10 September 2014

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

Draft resolution (Resolution I)

The General Meeting approves the appointment of Mr. Jean-Luc Allavena as Independent director of the Company for a period commencing on the date of the General Meeting and ending on the date of the annual general meeting of the shareholders of the Company approving the accounts for the Company’s financial year ending 31 December 2017.