# ALTICE S.A. Société Anonyme 3, boulevard Royal L-2449 Luxembourg, R.C.S. Luxembourg: B 183.391

(the « Company »)

## MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD IN LUXEMBOURG ON JUNE 2, 2014 FROM 14:00 CEST

The annual general meeting of the shareholders of Altice S.A. (the "AGM") is presided by Mr. Dexter GOEI, Executive Vice-Chairman and CEO of the Company (the "Chairman").

The Chairman welcomed the shareholders to the annual general meeting of the shareholders of Altice S.A. (the "AGM").

The Chairman announced that the following persons had taken place on the podium:

- (i) Mr. Jérémie BONNIN, executive director and general secretary of the Company;
- (ii) Mr. David Max AARON, company secretary.

Also present were Mr. David OSVILLE and Mr. John PSAILA from Deloitte, the Company's independent auditor (the "Auditor"), who had examined the consolidated financial statements of the Company for the financial year ended December 31, 2013 (the "Consolidated Financial Statements") submitted to the AGM.

The Chairman suggested designating Maître Eric SUBLON as scrutineer of the meeting (the "Scrutineer"), to which there was no objection from the shareholders present. The Chairman proposed to appoint Mr. David Max AARON, Altice S.A.'s Company Secretary, as secretary of the meeting (the "Secretary").

The Chairman drew the attention of the participants to the fact that shareholders must own at least one share of the Company in order to attend the AGM and that they must have followed the procedures described in the convening notice published on 2 May 2014.

The Chairman requested the Secretary to explain the technical points about the AGM. The Secretary explained that the AGM would validly deliberate on the resolutions regardless of the number of shareholders present and the number of shares represented, and that the resolutions on the agenda would be adopted by a simple majority of the votes validly cast by the shareholders present or represented.

The Secretary confirmed that the bureau of the AGM (the "Bureau") was comprised of Mr. Dexter GOEI as Chairman, Maître Eric SUBLON as Scrutineer and of himself as Secretary. The publications required by law had been deposited with the Bureau. The documents and information required by law had been sent or made available to the shareholders in a timely manner. The convening notice for this AGM had been published in *Le Quotidien*, a Luxembourg newspaper on 2 May 2014 and in Luxembourg official gazette *Mémorial C* on 2 May 2014. Copies of these publications could be consulted at the registration table.

Thereafter the Chairman confirmed that the AGM had been convened in accordance with the Luxembourg law, were validly constituted and could validly deliberate and resolve on all its agenda items.

The Chairman read out the agenda of the AGM and drew the shareholders' attention to the agenda of the AGM.

The Secretary reminded the meeting of the fact that only the shareholders present in person or proxy holders were entitled to ask questions. Questions from shareholders were to be answered following the presentation of the Consolidated Financial Statements.

#### Presentation of the Consolidated Financial Statements

The Chairman then presented the Consolidated Financial Statements as well as specific highlights of its operations and strategy.

#### Vote

With no one wishing to speak further nor to raise any questions, the Chairman stated that, according to the attendance list that had been just handed to him, the shareholders present or represented at today's meeting own a total shares of 190,375,006 representing approximately 92.85 % of the voting rights.

The Chairman submitted the proposed resolutions related to the agenda of the AGM to the vote.

The meeting then proceeded to vote on the resolutions as appropriate after reading out loud of each resolution by the Secretary.

#### **RESOLUTIONS**

1. Presentation of the consolidated Board of Directors' report (the "Directors' Report") and the report of the réviseur d'entreprises agréé on the consolidated financial statements of the Company (the "Consolidated Financial Statements") for the financial year ended December 31, 2013

No vote was required for this item.

## 2. Approval of the Consolidated Financial Statements for the financial year ended December 31, 2013

The AGM, after having reviewed the Director's Report and the report of the Auditor, approved the Consolidated Financial Statements for the financial year ended December 31, 2013 in their entirety.

The proposal was approved with 100% of the votes casts "for".

### **CLOSING OF THE MEETING**

The Chairman thanked the shareholders for their participation to the AGM and expressed his wish to see them again at the Company's next general meeting of shareholders.

He then closed the AGM at 15:00 CEST.

Signed by:

Dexter GOEI Chairman David Max AARON Secretary

Eric SUBLON Scrutineer