

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

(the « *Company* »)

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MINUTES OF THE GENERAL MEETING OF THE SHAREHOLDERS OF THE  
COMPANY, CONVENED ON AN EXTRAORDINARY BASIS, HELD IN  
LUXEMBOURG ON SEPTEMBER 10, 2014 FROM 3.00 P.M. CEST

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The general meeting of the shareholders of Altice S.A. convened on an extraordinary basis (the “**General Meeting**”) is presided by Mr. Patrick DRAHI chairman of the Company (the “**Chairman**”).

The Chairman welcomed the shareholders to General Meeting.

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

- (i) Mr. Dexter GOEI, vice-chairman and CEO;
- (ii) Mr. Jérémie BONNIN, executive director and general secretary of the Company;
- (iii) Mr. David Max AARON, company secretary.

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 General Meeting and that they must have followed the procedures described in the convening notice published on 9 August 2014.

The Chairman requested the Secretary to explain the technical points about the General Meeting. The Secretary explained that the General Meeting 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 General Meeting (the “**Bureau**”) was comprised of Mr. Patrick DRAHI 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 General Meeting had been published in *Le Quotidien*, a Luxembourg newspaper on 9 August 2014 and in Luxembourg official gazette *Mémorial C* on 9 August 2014. Copies of these publications could be consulted at the registration table.

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

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 agenda.

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

#### Appointment of Mr. Jean-Luc allavena as Independent director of the Company

The Chairman then presented Mr. Jean-Luc Allavena.

#### 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 206,724,247 representing approximately 83.45 % of the voting rights.

The Chairman submitted the proposed resolution related to the agenda of the General Meeting to the vote.

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

### **SOLE RESOLUTION**

**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.**

The General Meeting approved 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.

For: 206,614,607 votes  
Against: 58,482 votes  
Abstention: 51,158 votes

This resolution was thus adopted.

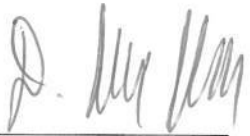
### CLOSING OF THE MEETING

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

He then closed the General Meeting at 3.30 P.M. CEST.

Signed by:

  
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Patrick DRAHI  
Chairman

  
\_\_\_\_\_  
David Max AARON  
Secretary

  
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Eric SUBLON  
Scrutineer