

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

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**EXTRAORDINARY GENERAL MEETING**

**to be held on 6 September 2016 at 11.00 hours Amsterdam time at the Conservatorium Hotel,  
Van Baerlestraat 27, 1071 AN Amsterdam, The Netherlands**

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**POWER OF ATTORNEY**

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The undersigned:

name: \_\_\_\_\_

address: \_\_\_\_\_

postal code and town: \_\_\_\_\_

country: \_\_\_\_\_

the "**Shareholder**"

**acting in his capacity as holder of the following number(s) of shares in the share capital of Altice N.V.:**

\_\_\_\_\_ common shares A

\_\_\_\_\_ common shares B

**hereby grants the following power of attorney to** *(tick as appropriate):*

- each of **A. Marque**, General Counsel of Altice N.V. and **N. Marty**, Company Secretary of Altice N.V., acting individually; or
- R. Clumpkens**, independent third party; or
- \_\_\_\_\_

in order to represent him/her at the EGM of Altice N.V., to speak on behalf of the Shareholder and to vote the shares in respect of the items on the agenda for the EGM, in the manner set out below:

No.	Agenda item	For	Against	Abstain
1.	Opening	N/A	N/A	N/A
2.	Proposal to amend the articles of association and to authorise each lawyer and paralegal employed by De Brauw to execute the deed of amendment of the articles of association	N/A	N/A	N/A
	a. Amendments due to changes in the representation of the Company ( <i>voting item</i> )			
	b. Amendments due to changes in the rules for granting titles to executive Board members ( <i>voting items</i> )			
	c. Amendments due to changes in the rules for suspension of the Vice-President ( <i>voting item</i> )			
	d. Amendments due to changes in the quorum and voting requirements for Board meetings ( <i>voting item</i> )			
	e. Amendments due to other changes ( <i>voting item</i> )			
3.	Remuneration	N/A	N/A	N/A
	a. Proposal to amend the remuneration of Mr Dexter Goei ( <i>voting item</i> )			
	b. Proposal to amend the remuneration of Mr Michel Combes ( <i>voting item</i> )			
4.	Proposal to grant Mr Patrick Drahi full and final discharge for his management of the Company ( <i>voting item</i> )			
5.	Closing	N/A	N/A	N/A

and to undertake all legal actions that the undersigned himself/herself has or is able to undertake in the meeting.

Signature: \_\_\_\_\_

Place \_\_\_\_\_

Date: \_\_\_\_\_

**Notes:**

- *This power of attorney is only valid if it is signed.*
- *Please submit this power of attorney via your bank or broker who then can confirm your holdings. Note that your bank or broker should notify ING Bank N.V., Foppingadreef 7, 1102 BD Amsterdam, The Netherlands, telephone +31 20 5636799, e-mail [iss.pas@ing.nl](mailto:iss.pas@ing.nl) with a copy to [compliance@altice.net](mailto:compliance@altice.net) or, if the proxy is granted to an independent third party, Mr. René Clumpkens, Zuidbroek B.V., Koningslaan 35, 1075 AB Amsterdam, The Netherlands, ultimately on 31 August 2016. Your bank or broker should also forward this form ultimately on 31 August 2016.*
- *Shareholders who wish to revoke their proxy may do so by timely delivering a properly executed later-dated proxy to the Company no later than 17.00 hours Amsterdam time on 31 August 2016, or by attending and voting in person at the EGM.*