

Dated 28 June 2016

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**ALTICE N.V.**  
**REMUNERATION POLICY**

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## REMUNERATION POLICY

This remuneration policy (the **Remuneration Policy**) has been adopted by a resolution of the general meeting of the Company (the **General Meeting**) on 28 June 2016. The Remuneration Policy continues the remuneration policy that has been adopted on 7 August 2015 (the **2015 Remuneration Policy**), subject to and with effect from the effective date of the cross border merger between New Athena B.V. (converted into Altice N.V. pursuant to the merger, the **Company**) as acquiring company and Altice S.A. as disappearing company (the **Merger**). The 2015 Remuneration Policy continued the remuneration policy which applied to Altice S.A. following the admission to trading of its shares on Euronext Amsterdam on 31 January 2014. The Remuneration Policy takes into account mandatory provisions of Dutch law.

Pursuant to Article 16.4 of the articles of association of the Company, the remuneration of the executive board members (the **Executive Directors**) and the non-executive board members (the **Non-Executive Directors**) shall be determined by the General Meeting with due observance of the remuneration policy adopted by the General Meeting.

The Company's remuneration philosophy and framework apply to the Executive Directors, including in their capacity as employee or provider of services for subsidiaries of the Company (together, the **Group**). The remuneration philosophy and framework also apply, with certain limitations, to a wider group of employees.

The remuneration of the Executive Directors as such is based on a fixed annual fee only. Under the employment or service agreements they have with entities within the Group, they will be eligible to both fixed and variable remuneration, including equity-based incentives, in line with the remuneration policy for other senior managers.

The remuneration of the Non-Executive Directors is based on a fixed annual fee.

### 1. REMUNERATION PHILOSOPHY

The Company's remuneration philosophy for the Executive Directors (and other senior managers) is based on the following principles:

- provide total remuneration that attracts, motivates and retains candidates with the knowledge, expertise and experience required for each specific role;
- firmly geared towards pay-for-performance, with an appropriate proportion of the overall package being delivered through variable pay elements linked to performance over the short and long term;
- encourage and reward performance that will lead to long-term enhancement of shareholder value; and
- take into account remuneration practices in the markets in which the Company operates and competes for talent.

### 2. REMUNERATION FRAMEWORK

The remuneration committee (the **Remuneration Committee**) of the Board of Directors (the **Board**) makes proposals to the Board for the aggregate Group remuneration of individual Executive Directors (and other senior managers) annually for consideration by the Board.

The Board then makes proposals to the General Meeting, which determines the aggregate Group remuneration of individual Executive Directors and the remuneration of Non-Executive Directors.

Such proposals include the following components:

- fixed remuneration - annual salary and benefits;
- short-term incentives (i.e. performance-based bonuses); and
- long-term incentives.

The Group will not grant Executive Directors or Non-Executive Directors any personal loans or guarantees, unless in the normal course of business and on the terms applicable to all personnel and subject to prior approval of the Non-Executive Directors.

#### ***Compensation of Non-Executive Directors***

The fixed annual fee is currently set at €60,000 per annum per Non-Executive Director with further fixed fees payable to reflect additional responsibilities and time commitment, such as chairmanship of Board committees. The members of the Audit and Remuneration Committees of the Company currently receive additional fees of €20,000 and €5,000 per annum respectively. The chairmen of the Audit and Remuneration Committees of the Company currently receive additional fees of €20,000 and €10,000 per annum respectively.

#### ***Compensation of Executive Directors***

Notwithstanding any additional remuneration payable to the Executive Directors by certain of the Company's subsidiaries under this Remuneration Policy for services rendered to the Group, the following annual remunerations are payable by the Company to the Executive Directors:

- President	:	€200,000
- Vice President	:	€150,000
- CEO	:	€180,000
- CFO	:	€160,000
- COO	:	€150,000
- Other Executive Director	:	€150,000

#### ***Fixed remuneration***

Elements of fixed pay, comprising salary, benefits (including retirement benefits) are set at appropriate levels taking into account various factors such as the nature of the role, the experience and performance of the individual, and local and sector market practice amongst peers of a similar size and scope to the Group. Fixed pay elements are reviewed by the Remuneration Committee annually to ensure they remain competitive.

In addition, certain benefits may be provided by the Group to Executive Directors (and, in certain cases, to other employees). These other benefits can include medical insurance, life assurance and retirement benefits.

### *Variable pay*

Variable pay elements are intended to motivate the Executive Directors, in their capacity of employee or service-provider to Group entities, (and other senior managers) towards the achievement of Group-wide and personal objectives which ultimately promote delivery of the corporate strategy and the creation of shareholder value. The form and structure of variable pay elements are reviewed at regular intervals to ensure they continue to support the objectives of the Group and its shareholders. Further details regarding each of the variable pay elements currently operated are provided below.

### *Annual Cash Bonus*

The Group operates an annual performance related bonus plan for the Executive Directors, in their capacity of employee or service-provider to Group entities (and other senior managers). Performance related bonuses will be a percentage of an employee's fixed annual salary and will be determined by the General Meeting. The Board makes a proposal thereto based upon a recommendation of the Remuneration Committee.

Different percentages will apply depending upon the Executive Director's (or senior manager's) seniority. Performance related bonuses will be determined based upon the achievement of certain pre-determined KPIs based on Group, regional, divisional and individual performance, as appropriate. Performance related bonuses will be paid only if certain minimum performance thresholds are met.

### *Cash Compensation Plan*

The Executive Directors, in their capacity of employee or service-provider to Group entities, (and other senior managers) will be eligible to participate in the Group's Cash Compensation Plan (the **CCP**). Under the CCP, a discretionary pool may be created upon the recommendation of the Remuneration Committee annually, based upon the Group's performance (such as Group's EBITDA minus capital expenditure) for the particular financial year against pre-determined stretching financial targets.

The extent to which on-target performance will be achieved is determined by the Remuneration Committee once the Group's results have been published for the particular financial year. The General Meeting may, upon proposal of the Board based on a recommendation of the Remuneration Committee, allocate all or part of the pool between the Executive Directors, in their capacity of employee or service-provider to Group entities. The President and the CEO of the Company may, in consultation with the Remuneration Committee, allocate any remainder of the pool between the other eligible employees. Payment of the cash amount is normally made within two weeks of such determination.

### *Equity incentives*

The Executive Directors, including the President, as reward for their employment with or provision of services to Group entities, and other employees of the Group are eligible to participate in any equity incentive plan the Group operates. Equity incentives are granted to the Executive Directors by the General Meeting upon a proposal of the Board based on a recommendation of the Remuneration Committee.

### 3. ADJUSTMENTS TO VARIABLE REMUNERATION

In line with Dutch law and the Dutch Corporate Governance Code (the **Code**), the variable remuneration of the Executive Directors (in any capacity whatsoever within the Group) may be adjusted, (partly) recovered or reduced if certain circumstances apply:

- (a) test of reasonableness - pursuant to Dutch law and the Code, any variable remuneration payable to an Executive Director (in any capacity whatsoever within the Group) may be adjusted by the Board to an appropriate level if payment of the variable remuneration were to be unacceptable according to the criteria of reasonableness and fairness;
- (b) claw back - in addition, the Board will have the authority under the Code and Dutch law to recover from an Executive Director (in any capacity whatsoever within the Group) any variable remuneration paid on the basis of incorrect financial or other data;
- (c) deduction of value increase of shares in the capital of the Company (the **Shares**) – in case of a Share price increase due to a public offer on the Shares, Dutch law prescribes to reduce the remuneration of an Executive Director (in any capacity whatsoever within the Group) by an amount equal to the value increase of the Shares. Only Shares received by means of remuneration are subject to deduction - Shares that the Executive Director has purchased are not. Similar provisions apply in the situation of an intended legal merger or demerger, or in other significant transactions.

These rules did not apply to Altice S.A. and the Company will accordingly not apply these rules to any variable remuneration, shares and options which were paid or granted to Executive Directors (in any capacity whatsoever within the Group) prior to the Merger (the **SA Remuneration**), or Shares and options which are allotted by Altice N.V. in exchange for the SA Remuneration pursuant to the Merger.

### 4. SERVICE AGREEMENTS

The Board members will have a service agreement with the Company. The service agreements do not contain severance provisions.