

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

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Proposed resolutions of the extraordinary general meeting of the Company to be held in the presence of a Luxembourg notary on 6 August 2015 at 3:00 pm CEST in relation to the cross-border merger by absorption by New Athena B.V. of the Company (the “General Meeting”)

Agenda:

- 1. Presentation of the joint cross-border merger proposal dated 26 June 2015 drawn up by the respective board of directors of the merging companies (the “Cross-Border Merger Proposal”) providing for the cross-border merger by absorption by New Athena B.V., a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) governed by Dutch law, having its official seat in Amsterdam, the Netherlands, registered with the Dutch trade register under number 63329743 (to be converted into a Dutch-law governed public company (*naamloze vennootschap*) (the “Acquiring Company”) of the Company pursuant to which the Company will transfer all of its assets and liabilities to the Acquiring Company as at the effective merger date under a universal title of succession and with the Company being dissolved without liquidation (the “Cross-Border Merger”).**

Draft resolution (Resolution I)

No resolution to be taken in relation to item 1 of the agenda; the Cross-Border Merger and the Cross-Border Merger Proposal will be presented at the General Meeting.

- 2. Presentation of the detailed written report prepared by the board of directors of the Company in relation to the Cross-Border Merger.**

Draft resolution (Resolution II)

No resolution to be taken in relation to item 2 of the agenda; the detailed written report prepared by the board of directors of the Company will be presented at the General Meeting.

- 3. Presentation of the report prepared by KPMG Luxembourg as the special auditor of the Company in relation to the Cross-Border Merger.**

Draft resolution (Resolution III)

No resolution to be taken in relation to item 3 of the agenda; the report prepared by KPMG Luxembourg as the special auditor of the Company will be presented at the General Meeting .

- 4. Confirmation by the bureau that all documents that are required by article 267 of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the “Law”) to be deposited at the Company’s registered office or to be made available on the website of the Company, have been so deposited and have been made available on its website for due inspection by the shareholders of the Company at least one (1) month before the date of the holding of the general meeting of shareholders of the Company resolving on the Cross-Border Merger Proposal and the Cross-Border Merger (the “Deposit”).**

Draft resolution (Resolution IV)

No resolution to be taken in relation to item 4 of the agenda; the confirmation of the Deposit will be verified by the bureau.

- 5. Presentation of a written statement from the Company’s board of directors including the update on any important modification of the assets and liabilities of the Company which occurred between the date of the Cross-Border Merger Proposal and the date of the General Meeting.**

Draft resolution (Resolution V)

No resolution to be taken in relation to item 5 of the agenda; the written statement from the Company’s board of directors including the update on any important modification of the assets and liabilities of the Company which occurred between the date of the Cross-Border Merger Proposal and the date of the General Meeting will be presented at the General Meeting.

- 6. Approval of the Cross-Border Merger Proposal and decision to carry out the Cross-Border Merger and confirmation (i) that, from an accounting point of view, the operations of the Company will be treated as having been carried out on behalf of the Acquiring Company as from 1 January 2015 and (ii) of the effective date of the Cross-Border Merger between the parties and towards third parties.**

Draft resolution (Resolution VI)

The General Meeting resolves to approve the Cross-Border Merger Proposal and decides to carry out the Cross-Border Merger by way of absorption of the Company by the Acquiring Company in accordance with the terms detailed in the Cross-Border Merger Proposal. For accounting purposes, the Company’s operations will be treated as having been carried out on behalf of the Acquiring Company as from 1 January 2015.

The General Meeting acknowledges that, following (i) the holding of the General Meeting, (ii) the issuance by the Luxembourg notary public of the pre-merger certificate attesting that all legal acts and formalities necessary to implement the Cross-Border Merger under Luxembourg Law have been complied with and (iii) in accordance with Section 2:318 of the Dutch Civil Code (**DCC**), the Cross-Border Merger will be carried out by execution of a deed of merger before a civil law notary officiating in the Netherlands (the “**Closing Date**”) and that the Cross-Border Merger will become effective on the day following the Closing Date.

7. **Granting of authorization to any director of the Company and to any director of the Acquiring Company to, in the name and on behalf of the Company, perform all relevant acts and enter into all documents necessary, useful or desirable for the purpose of effectuating the Cross-Border Merger.**

Draft resolution (Resolution VII)

The General Meeting approves the granting of authorization to any director of the Company and to any director of the Acquiring Company to, individually and in the name and on behalf of the Company, perform all relevant acts and enter into all documents necessary, useful or desirable for the purpose of effectuating the Cross-Border Merger.

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