

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 2:00 pm CEST in relation to the transfer of substantially all assets and liabilities of the Company to Altice Luxembourg S.A. (the “General Meeting”)

- 1. Presentation of the proposed transfer by the Company as transferring company of substantially all its assets and liabilities to Altice Luxembourg S.A. (“Altice Lux”) as recipient company (the “Transfer”), in accordance with article 308bis-2, article 285 to article 308 (save article 303) of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the “Company Law”), in exchange for the issuance by Altice Lux, and subscription by the Company of, two hundred forty-seven million nine hundred and fifty thousand one hundred and eighty-six (247,950,186) ordinary shares of Altice Lux, having a nominal value of one euro cent (EUR 0.01) (the “Shares”) each, pursuant to the transfer proposal dated 26 June 2015 prepared by the respective board of directors of the Company and Altice Lux (the “Transfer Proposal”).**

Draft resolution (Resolution I)

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

- 2. Presentation of the report prepared by the board of directors of the Company (the “Altice Board Report”) in accordance with article 293 of the Company Law explaining and justifying, *inter alia*, the legal and economic grounds of the proposed Transfer.**

Draft resolution (Resolution II)

No resolution to be taken in relation to item 2 of the agenda; the Altice Board Report will be presented at the General Meeting.

- 3. Presentation of the report issued by KPMG Luxembourg, a cooperative company (société coopérative) (“KPMG”) as special auditor for the Company in relation to the Transfer in accordance with article 294 of the Company Law (the “Altice KPMG Audit Report”).**

Draft resolution (Resolution III)

No resolution to be taken in relation to item 3 of the agenda; the Altice KPMG Audit Report will be presented at the General Meeting.

4. **Confirmation by the bureau that all documents that are required by article 295 of the Company Law to be deposited or to be made available at the website of the Company, have been so deposited at the Company's registered office and have been made available at 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 Transfer Proposal (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 transferred assets and liabilities of the Company which occurred between the date of the Transfer 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 Transfer Proposal and the date of the General Meeting will be presented at the General Meeting.

6. **Approval of the Transfer Proposal and decision to carry out the Transfer and confirmation (i) that, from an accounting point of view, all operations, rights and obligations related to the Transfer shall be treated as being carried out on behalf of Altice Lux with effect as from 1 January 2015 and (ii) of the effective date of the Transfer between the parties and towards third parties.**

Draft resolution (Resolution VI)

The General Meeting resolves to approve the Transfer Proposal and decides to carry out the Transfer in accordance with the terms detailed in the Transfer Proposal.

The General Meeting further acknowledges that the Company will neither be dissolved nor liquidated as a consequence of the Transfer. For accounting purposes, the Company's operations, rights and obligations in connection with the transferred assets and liabilities will be treated as having been carried out on behalf of Altice Lux as from 1 January 2015.

The General Meeting acknowledges that the Transfer takes effect (i) between the Company and Altice Lux on the date of the concurring respective general meetings of shareholders of the Company and Altice Lux approving the Transfer, and (ii) towards third parties after the publication in the *Mémorial C* of the notarial deeds of the respective general meeting of shareholders of the Company and Altice Lux approving the Transfer.

7. **Acknowledgment of the cooptation by the Company's board of directors of Jurgen van Breukelen as non-executive director and confirmation of his appointment as non-executive director for a period commencing on the date of his cooptation by the Company's board of directors and expiring at the Company's general meeting of shareholders approving the annual accounts for the Company's financial year ending on 31 December 2017; and**

Draft resolution (Resolution VII)

The General Meeting acknowledges the cooptation of Jurgen van Breukelen as non-executive director and decides to confirm the appointment of Jurgen van Breukelen as non-executive director for a period commencing on the date of his cooptation by the Company's board of directors and expiring at the Company's general meeting of shareholders approving the annual accounts for the Company's financial year ending on 31 December 2017.

- 8. Granting of authorization to any director of the Company to, in the name and on behalf of the Company, perform all acts and enter into all documents which are necessary, useful or desirable in her/his sole discretion to implement the Transfer and above resolutions and which may be required for the purpose of making the Transfer fully effective towards third parties.**

Draft resolution (Resolution VIII)

The General Meeting approves the granting of authorization to any director of the Company to, individually and in the name and on behalf of the Company, perform all acts and enter into all documents which are necessary, useful or desirable in her/his sole discretion to implement the Transfer and the above resolutions and which may be required for the purpose of making the Transfer fully effective towards third parties.

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