

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

**Written proxy**

**in relation to the cross-border merger by absorption by New Athena B.V. of the Company**

**NOT TO BE FORWARDED TO ANY PERSON OR ADDRESS IN THE UNITED STATES OF AMERICA**

For the extraordinary general meeting of the shareholders (the “**General Meeting**”) of ALTICE S.A., with its registered office at 3, boulevard Royal, L-2449 Luxembourg (the “**Company**”) to be held on 6 August 2015 at 3.00 P.M. Central European Summer Time (“**CEST**”) at Aerogolf Center - 1B, Heienhaff, L-1736, Senningerberg, Grand Duchy of Luxembourg in relation to the cross-border merger by absorption by New Athena B.V. of the Company.

The undersigned,

.....(name)

.....(address)

.....(postal code/city/country)

hereinafter referred to as the “**Grantor**”, acting in his capacity as holder<sup>1</sup> of ..... (number) ordinary shares in Altice S.A. that are duly registered at ING Bank N.V. hereby grants a power of attorney to:

.....(name)<sup>2</sup>

.....(address)

.....(postal code/city/country)

to represent the Grantor at the General Meeting of Altice S.A., and to speak and to vote on the ordinary shares on behalf of the Grantor in respect of the items on the agenda for the General Meeting,<sup>3</sup>

with the specific instruction to vote in favor of all proposed resolutions made by the board of directors of the Company

in the manner set out below

*(Please tick the appropriate box)*

<sup>1</sup> A “holder” of ordinary shares as used herein means a holder, pledgee or usufructuary of ordinary shares which holds the voting rights in respect of the ordinary shares concerned.

<sup>2</sup> Fill in David Max AARON if you do not have a preference for a representative, which refers to the Company's General Counsel.

<sup>3</sup> A copy of the documentation related to the General Meeting is available from the date of publication of the convening notice, at the Company's registered office and on the Company's website [www.altice.net](http://www.altice.net) under Investors Relations - Merger with Dutch Co.

Agenda item	Proposed resolution	For	Against	Abstain
<p>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 “<b>Cross-Border Merger Proposal</b>”) providing for the cross-border merger by absorption by New Athena B.V., a private company with limited liability (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) 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 (<i>naamloze vennootschap</i>) (the “<b>Acquiring Company</b>”) 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 “<b>Cross-Border Merger</b>”).</p>	<p>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.</p>	NA	NA	NA
<p>2. Presentation of the detailed written report prepared by the board of directors of the Company in relation to the Cross-Border Merger.</p>	<p>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.</p>	NA	NA	NA
<p>3. Presentation of the report prepared by KPMG Luxembourg as the special auditor of the Company in relation to the Cross-Border Merger.</p>	<p>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.</p>	NA	NA	NA

<p>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 “<b>Law</b>”) 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 “<b>Deposit</b>”).</p>	<p>No resolution to be taken in relation to item 4 of the agenda; the confirmation of the Deposit will be verified by the bureau.</p>	<p>NA</p>	<p>NA</p>	<p>NA</p>
<p>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.</p>	<p>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.</p>	<p>NA</p>	<p>NA</p>	<p>NA</p>

<p>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.</p>	<p>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.</p> <p>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 "<b>Closing Date</b>") and that the Cross-Border Merger will become effective on the day following the Closing Date.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<p>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.</p>	<p>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.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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By signing this proxy form, I hereby certify that my vote is compliant with the laws of my home jurisdiction. American Shareholders in particular are cautioned that neither the vote nor the resulting issuance of shares have been or will be registered under the U.S. Securities Act or any state securities laws and any representation to the contrary is a violation of law. No regulatory approval or registration of the vote or the resulting issuance of shares has been sought or will be sought in any jurisdiction.

Signature: .....

Place: .....

Date: .....

The written proxy must have been received by ING Bank N.V., TRC 01.013, Foppingadreef, 1102 BD Amsterdam or, if sent in pdf-form electronically by e-mail address: [iss.pas.hbk@ing.nl](mailto:iss.pas.hbk@ing.nl) ultimately on 29 July 2015, 5.00 p.m. CEST.

This document may not be forwarded to any person or address in the United States of America. Failure to comply with this directive may result in a violation of the Securities Act of 1933 or the applicable laws of other jurisdictions.

This document is not intended to constitute an offer or sale to persons in the United States of America within the meaning of the U.S. Securities Act of 1933, as amended (the "**Securities Act**"). The shares referred to in this document have not been, and are not presently intended to be, registered under the Securities Act.