

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

EXTRAORDINARY GENERAL MEETING

**to be held on 20 November 2018 at 11:00 hours Amsterdam time at the Conservatorium Hotel,
Van Baerlestraat 27, 1071 AN Amsterdam, The Netherlands**

EXPLANATORY NOTES TO THE AGENDA

2. Appointment of Board members

(a) **Proposal to appoint Mr. Philippe Besnier as non-executive director of the Board
(*voting item*)**

In accordance with article 16.3 of the Company's articles of association, it is proposed to appoint Mr. Philippe Besnier as non-executive director of the Board.

The proposed appointment is for a term starting as per the date of the EGM and ending immediately after the annual general meeting to be held in 2022, which is the fourth calendar year after the date of his appointment.

Mr. Philippe Besnier (67) holds a bachelor degree in Economics from the University of Nantes and is a graduate from the Ecole Supérieure des Sciences Economiques et Commerciales (ESSEC) and from the Ecole Nationale des Postes et Télécommunications.

Mr. Besnier has dedicated most of his professional career to the industry of telecommunications. He has begun his career in 1981 as regional commercial director of Poitou-Charentes at France Telecom (Orange). From 1985 onwards, he started performing commercial functions for France Telecom at a national level. From 1989 to 1992, he was in charge of setting up and managing a subsidiary of France Telecom in the South-West of France, Atlantic Telecâble. From 1992 to 2000, he was the CEO of France Telecom Câble. From 2000 to 2004, Mr. Besnier managed the French subsidiary of UPC, first as managing director and then as CEO. In 2005, he became the CEO of Numericable and performed his duties in this function until 2008. Mr. Besnier has also been engaged in the defence of the cable networks industry in professional organisations.

Mr. Besnier does not hold any shares in the Company's share capital.

(b) **Proposal to appoint Mr. Nicolas Paulmier as non-executive director of the Board (voting item)**

In accordance with article 16.3 of the Company's articles of association, it is proposed to the General Meeting to appoint Mr. Nicolas Paulmier as non-executive director of the Board.

The proposed appointment is for a term starting as per the date of the EGM and ending immediately after the annual general meeting to be held in 2022, which is the fourth calendar year after the date of his appointment.

Mr. Nicolas Paulmier (54) has an MBA from INSEAD Business School. He also holds a BSc in Biology and Chemistry from the École Normale Supérieure and a MSc in Molecular Biology from the Institut Pasteur in Paris. Besides that, he was a Tower Fellow at Harvard University.

Mr. Paulmier is a senior partner, member of the executive committee and investment committee at Cinven, a European private equity firm with offices in London, Guernsey, New York, Paris, Frankfurt, Milan, Luxembourg, Madrid and Hong Kong. In 1999, Mr. Paulmier joined Cinven and has since then been involved in a large number of major transactions. As head of the Paris office, Mr. Paulmier is responsible for the French regional team and he is a member of the Business Services, Healthcare and Technology, Media and Telecom Sector team. From 1990 to 1999, Mr. Paulmier was an investment director at Pallas Finance, a private equity firm based in Paris which became Electra Partners in 1995. Prior to that, Mr. Paulmier worked as a research and development engineer with Roussel-Uclaf, now part of Sanofi, a French pharmaceutical company.

Mr. Paulmier was a board member of Numericable Group, a listed associated company of the Company until 24 July 2014. Therefore, Mr. Paulmier does not qualify as independent as stated in the Best Practice Provision 2.1.8 of the Dutch Corporate Governance Code. Mr. Paulmier will be a non-independent non-executive board member until 24 July 2019.

Mr. Paulmier holds 6,000 Common Shares A and 2,000 Common Shares B in the Company's share capital.

3. Remuneration of Board members

(a) **Proposal to determine the remuneration of Mr. Philippe Besnier (voting item)**

This agenda item will only be put to a vote if agenda item 2 (a) is adopted.

The Remuneration Policy of the Board as available at the offices of the Company in Amsterdam and on the Company's website (www.altice.net) includes a fixed annual compensation for the non-executive directors, depending on their respective roles and their involvement in the Audit Committee and Remuneration Committee.

It is proposed to the General Meeting to determine the fixed annual compensation of Mr. Philippe Besnier in accordance with paragraph 2.1, "Compensation of Non-Executive Directors", of the Remuneration Policy.

(b) **Proposal to determine the remuneration of Mr. Nicolas Paulmier (voting item)**

This agenda item will only be put to a vote if agenda item 2 (b) is adopted.

The Remuneration Policy of the Board as available at the offices of the Company in Amsterdam and on the Company's website (www.altice.net) includes a fixed annual compensation for the non-executive directors, depending on their respective roles and their involvement in the Audit Committee and Remuneration Committee.

It is proposed to the General Meeting to determine the fixed annual compensation of Mr. Nicolas Paulmier in accordance with paragraph 2.1, "*Compensation of Non-Executive Directors*", of the Remuneration Policy.

4. **Proposal to amend the articles of association and to authorize each lawyer and paralegal employed by De Brauw to execute the deed of amendment of the articles of association (voting item)**

It is proposed to the General Meeting to amend the Company's articles of association to implement a "one-signature regime", as a result of which the President will be authorised to represent the Company acting individually.

The Board resolved to propose to the General Meeting to resolve upon the amendment of the articles of association in accordance with the draft deed of amendment of the articles of association drawn up by De Brauw Blackstone Westbroek N.V.

In addition, it is proposed to the General Meeting to authorise each lawyer and paralegal employed by De Brauw Blackstone Westbroek N.V. to execute the deed of amendment of the articles of association.

A full version of the draft proposal of amendment of the articles of association of the Company and explanatory notes is available at the offices of the Company and on the Company's website (www.altice.net).