



*This is a joint press release by Altice Europe N.V. ("**Altice Europe**") and Next Private B.V. (the "**Offeror**"), a direct subsidiary of Next Alt S.à r.l. ("**Next Alt**") which is owned and controlled by Mr. Patrick Drahi, the founder of Altice Europe, pursuant to the provisions of Article 5 paragraphs 4 and 5, Article 6 paragraph 2, Article 10, Paragraph 3 and Article 18, Paragraph 3 of the Dutch Decree on Public Takeover Bids (Besluit openbare biedingen Wft) (the "**Decree**") in connection with the public offer by the Offeror for all issued and outstanding common shares A and common shares B in the capital of Altice Europe (the "**Offer**"). This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. Any offer will be made only by means of the offer memorandum dated 24 November 2020 (the "**Offer Memorandum**"), which is available as of today. This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, any jurisdiction in which such release, publication or distribution would be unlawful.*

## **Next Private launches offer for Altice Europe**

### **Recommended public cash offer by Next Private B.V. for all issued and outstanding common shares A and common shares B of Altice Europe**

Amsterdam, the Netherlands, 24 November 2020

- **Offer memorandum approved by the AFM**
- **Offer to be discussed at Altice Europe EGM on 7 January 2021 at 11:00 CET**
- **Offer period from 25 November 2020 to 21 January 2021 (unless extended)**
- **Non-conflicted board members fully support and recommend the offer**
- **Offeror fully supports Altice Europe's long-term strategy**

#### **Transaction highlights**

- Recommended public offer for Altice Europe of EUR 4.11 in cash (cum dividend) for each issued and outstanding common share A and each issued and outstanding common share B.
- Thorough process conducted by the non-conflicted directors, including all independent, non-executive directors, safeguarding the independence of the deliberations and decision-making.
- After having carefully reviewed the Transaction (as defined below), the Board (as defined below) believes that the Transaction promotes the sustainable success of Altice Europe's business and is in the interest of Altice Europe and its stakeholders, including its Shareholders (as defined below), employees, customers, debt providers and suppliers.
- The Board fully supports and unanimously recommends the Offer.
- The Offer Price (as defined below) represents a premium of 23.8% over the closing price on 10 September 2020 prior to the announcement of the Offer, and a premium of approximately 16.5% over the 180 day VWAP prior to the announcement.



- The Offeror is controlled by the founder of Altice Europe, who fully supports Altice Europe's long-term strategy and is committed to the long-term interests of Altice Europe and its stakeholders.
- The offer period commences on 25 November 2020 at 09:00 hours CET and expires on 21 January 2021 at 17:40 hours CET, unless extended.
- Altice Europe will hold an extraordinary general meeting on 7 January 2021 at 11:00 hours CET, at which the Offer will be discussed and certain resolutions in connection with the Offer will be proposed to the general meeting.
- The Offer is subject to fulfilment of the offer conditions as set out in the Offer Memorandum.
- The Offer is expected to complete in the first quarter of 2021.
- Following the Offer, the Offeror and Altice Europe intend to as soon as possible delist Altice Europe and, if so desired by the Offeror, have the Offeror acquire 100% of Altice Europe or all of its assets and operations through a Compulsory Acquisition Procedure, Post-Offer Merger, Post-Offer Asset Sale or one or more Post-Settlement Restructurings (all as defined below).

With the publication of the Offer Memorandum today, and with reference to the joint press release by the Offeror and Altice Europe dated 11 September 2020, the Offeror and Altice Europe hereby jointly announce that the Offeror is making a recommended public offer for all issued and outstanding common shares A and common shares B in the share capital of Altice Europe (the "**Listed Shares**", and the holders of Listed Shares, the "**Shareholders**") at an offer price of EUR 4.11 in cash per Listed Share (cum dividend) (the "**Offer Price**"). Terms not defined in this press release will have the meaning as set forth in the Offer Memorandum.

### **The Offer**

The Offeror is making the Offer on the terms and subject to the conditions and restrictions contained in the Offer Memorandum. Shareholders tendering their Listed Shares under the Offer will be paid the Offer Price in consideration for each Listed Share validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) for acceptance pursuant to the Offer prior to or on the Closing Time (as defined below) (each such Listed Share, a "**Tendered Share**") that is not validly withdrawn and which is transferred to the Offeror.

The Offer Price is 'cum dividend'. Consequently, if any distribution on the Listed Shares is declared by Altice Europe whereby the record date for entitlement to such distribution is on or prior to the Settlement Date (as defined below), then the Offer Price will be decreased by the full amount of any such distribution made by Altice Europe in respect of each Listed Share (before any applicable withholding tax).

The Offeror will fund the Offer through third-party debt financing. The debt financing, which may be syndicated, is fully committed on a "certain funds" basis.



### Strategic rationale

The rationale for the Offer, the delisting of Altice Europe and, to the extent relevant, the relevant Post-Offer Restructuring (as defined below) (together, the "**Transaction**") is that the Offeror and Altice Europe believe that having Altice Europe operate without minority shareholders and without a listing on Euronext Amsterdam (or any other stock exchange) is better for the sustainable success of its business and long-term value creation. In view of, amongst others, its high debt capital structure and related high volatility of the share price and the lack of use of the Listed Shares as acquisition currency, the disadvantages of the listing materially outweigh the benefits. The Offeror and the Board believe that the business can more successfully focus on the long-term following delisting in a wholly-owned set-up, including pursuant to the following advantages:

- (a) increasing the ability of Altice Europe and its subsidiaries and other group companies (excluding, for the avoidance of doubt, any direct or indirect shareholders of Altice Europe) (the "**Group**") to achieve the goals set out in, and implement the actions of, its strategy (of which the core focus is on customers, revenue, profitability and cash flow growth and, as a result, deleveraging);
- (b) the ability to implement and focus on achieving long-term strategic goals and operational achievements of the Group, as opposed to short-term performance driven by quarterly reporting, for example by increasing the Group's ability to accelerate and implement investment decisions when it is most efficient, rather than having to perform in line with what the public market is expecting;
- (c) avoid the current volatility of the share price of the Listed Shares (e.g., resulting from Altice Europe's high debt to equity ratio), which will (i) unlock the opportunity to improve the effectiveness of employee incentive plans, and thus better align senior management with the business strategy of the Group and improve the retention of the employees of the Group and (ii) improve Altice Europe's reputation vis-à-vis and relationship with its stakeholders such as bond holders and other finance providers, clients, suppliers, employees and local governments;
- (d) a better access to the bond and bank markets independent of the daily and volatile share price fluctuations of the Listed Shares and thus decrease borrowing costs, as finance providers will focus more on fundamental valuation and credit analysis;
- (e) the ability to achieve an efficient capital structure (notably from a financing perspective), which would, amongst others, facilitate intercompany transactions, dividend distributions and elimination of inefficient intercompany flows; and
- (f) reducing the Group's costs (e.g., listing, financial reporting, staff/management and board costs will decrease, there will no longer be a requirement for physical general meetings of Altice Europe and the current legal holding structure can be simplified).



With reference to the Non-Financial Covenants, the Offeror fully supports the long-term strategy of the Group. The Offeror and Altice Europe believe that Altice Europe operating in a private setting will enhance the ability to execute on the Group's long-term strategy.

### **Corporate Governance**

The Offeror does not intend to change the composition of the board of Altice Europe (the "**Full Board**") prior to or at the Settlement Date. It is therefore envisaged that after the Settlement Date, the Full Board will be composed of the same persons as the current members of the Full Board (each member of the Full Board, a "**Board Member**").

Altice Europe and the Offeror have agreed in the Merger Agreement that, subject to applicable law, after the Settlement Date, the Offeror may, at its sole discretion, procure any appointments and dismissals of Board Members, provided that the Offeror shall ensure that the Full Board (or in the event of a Post-Offer Restructuring, the board of Company Sub (as defined below) or the Offeror or the board of the Offeror's nominee who will purchase Altice Europe's assets and operations, as applicable) shall include at least two independent non-executive directors, whereby 'independent' shall have the meaning as described in the Dutch Corporate Governance Code 2016 (the "**Independent Non-Executive Directors**") for at least twelve months after the Settlement Date.

As long as the Listed Shares are listed on Euronext Amsterdam, Altice Europe shall continue to comply with the Dutch Corporate Governance Code (except for deviations that find their basis in the Merger Agreement, as disclosed in the Offer Memorandum, and other deviations in accordance with the "explain" requirement in respect of such deviations). Current deviations from the Dutch Corporate Governance Code by Altice Europe are described in Altice Europe's annual report for the financial year 2019. There are currently no intentions for post-Settlement (as defined below) deviations from the Dutch Corporate Governance Code by Altice Europe other than the current deviations and deviations that find their basis in the Merger Agreement.

### **Non-Financial Covenants**

Altice Europe and the Offeror have agreed that the Offeror shall, in accordance with the terms and subject to the conditions of the Merger Agreement, comply with the Non-Financial Covenants in respect of, *inter alia*, strategy, employees, financing and disposals for a duration of twelve months after the Settlement Date.

At least two Independent Non-Executive Directors will continue to serve on the Full Board for at least the duration of the Non-Financial Covenants and shall be tasked in particular with monitoring compliance with the Non-Financial Covenants.

The Non-Financial Covenants are set out in full in Section 6.14 (*Non-Financial Covenants*) of the Offer Memorandum and include the following:



### *Strategy*

The Offeror fully supports the strategy of the Group and will continue to work with Altice Europe with a shared ambition to grow the business in a manner that reflects the current business strategy of the Group. The Offeror does not envisage any material changes to the operations and business activities of the Group and will seek to capitalise the increased business opportunities that Altice Europe will have in a non-listed setting, including increasing the investments in its infrastructure.

### *Employees*

Existing employee rights and benefits will be respected, as will the Group's current employee consultation structure. No reductions of the Group's operating companies' workforce and no material reduction of Altice Europe's workforce is expected as a consequence of the Transaction or completion thereof.

### *Financing*

The Offeror and Altice Europe will ensure that the Group will remain prudently financed to safeguard the business continuity and to support the success of the business. The Offeror supports the Group's deleveraging strategy. The Offeror will use its commercially reasonable efforts to ensure that the Transaction does not have a negative impact on the Group's debt ratings.

### *Disposals*

The Offeror will not dispose any material strategic asset or any material business operated by the Group.

### **Unanimous support and recommendation by the Board**

From the moment Next Alt (and later the Offeror) made clear it was considering and exploring the possibility to take Altice Europe private through an all-cash public offer for all Listed Shares, the Board held calls and meetings on a frequent basis to be updated on the latest developments, to monitor the process and to discuss the Offer.

In the deliberations and decision-making process, it was considered whether any of the Board Members had a direct or indirect conflict of interest within the meaning of article 2:129(6) DCC or was related to the Offeror Group. The President, the Vice-President and the CEO, executive Board Members, have been determined to have a conflict of interest in respect of the Transaction. Consequently, they (and, for the avoidance of doubt, the Vice-President's permanent representative, Mr. Okhuijsen) have not participated in the deliberations and decision-making of the Board with respect to the Transaction.

Consistent with its fiduciary responsibilities, the Full Board excluding the President, the Vice-President and the CEO (the "**Board**"), with the support of its financial and legal advisors, and separately the non-executive directors with their own financial and legal advisors, have



carefully reviewed the Transaction and have given careful consideration to all aspects of the Transaction, including: the strategic rationale of the Transaction, financial aspects (such as the Offer Price), the non-financial aspects (such as the Non-Financial Covenants and other operational and social aspects), and deal certainty.

The Board has taken the interests of all stakeholders, including the minority shareholders, into careful consideration. The Board has unanimously determined that the Offer represents a fair price and attractive premium to all Shareholders, as well as favourable non-financial terms to the other stakeholders who will also benefit from the Transaction through their continued involvement with Altice Europe in the private set-up. The Board concludes that the Transaction promotes the sustainable success of Altice Europe's business and is in the interest of Altice Europe and its stakeholders, including its Shareholders, employees, customers, debt providers and suppliers.

In connection with the Transaction, Lazard Frères SAS ("**Lazard**") has issued a Fairness Opinion to the Company and LionTree Advisors UK LLP ("**LionTree**") has issued a Fairness Opinion to the Non-Executive Directors. The full text of the Fairness Opinions, each of which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with each such opinion, is included in the Position Statement (as defined below).

The Board unanimously supports the Transaction, recommends to the Shareholders to accept the Offer and to tender their Listed Shares pursuant to the Offer and recommends Altice Europe's shareholders to vote in favour of the resolutions relating to the Transaction (the "**Resolutions**") at the EGM (as defined below).

The Position Statement sets forth the recommendation and a more elaborate explanation on the Board's decision-making process. The Board may amend or revoke its recommendation if any material event, material development, material circumstance or material change in circumstances or facts occurs or arises that causes the Board to determine in good faith, after consultation with its outside legal and financial advisors and the Offeror, that the failure to amend or revoke the recommendation would be inconsistent with the fiduciary duties of the Board Members under Dutch law.

#### **Extraordinary general meeting of Altice Europe**

Today, Altice Europe has convened an extraordinary general meeting (the "**EGM**"), to be held on 7 January 2021 at 11:00 hours CET. Separate convocation materials are made available by Altice Europe on its website ([www.altice.net](http://www.altice.net)). At the EGM, the Offer will be discussed in accordance with the provisions of Article 18, Paragraph 1 of the Decree and the Resolutions will be proposed to the general meeting. Subject to the terms and conditions of the Offer Memorandum, the Board unanimously recommends voting in favour of all Resolutions.



### **Regulatory clearance**

The Offer is subject to obtaining the relevant clearances from the Israeli Ministry of Communications and the Israeli Cable and Satellite Broadcasting Council in connection with the Transaction. The Offeror and the Company are in the process of obtaining such clearances and expect the process to be successfully completed prior to the end of the Offer Period.

### **Undertakings of certain Board Members**

Mr. Paulmier and Mr. Sauvaire, both non-executive Board Members holding Listed Shares (together representing less than 0.01% of Altice Europe's issued share capital), have undertaken to tender all their Listed Shares under the Offer, under the same terms and conditions as the other Shareholders, subject to (i) the Merger Agreement not having been terminated in accordance with its terms and (ii) no permitted Adverse Recommendation Change having occurred. Both Mr. Paulmier and Mr. Sauvaire will vote their Listed Shares, or cause such Listed Shares to be voted, in favour of the Resolutions, subject to the same conditions.

Mr. Paulmier and Mr. Sauvaire did not receive any information from the Offeror or Altice Europe relevant for a Shareholder in connection with the Offer that is not included in the Offer Memorandum.

### **Treatment of certain stock options and preference shares B**

Pursuant to the provisions of Article 5, Paragraphs 4 and 5 and Article 6, Paragraph 2 of the Decree, the following is disclosed.

The Company and Mr. Weill (the CEO) have agreed that (a) Mr. Weill will convert 551,548 preference shares B held by him into 551,548 common shares A before 12 January 2021 and (b) subject to and upon either initiation of a Compulsory Acquisition Procedure, execution of the notarial deed to effect the Triangular Merger (as defined below) or execution of the Asset Sale Agreement, Mr. Weill will transfer 752,568 preference shares B held by him for no consideration to Altice Europe and (c) Mr. Weill will retain his right to acquire up to a maximum of 50 million preference shares B (depending, inter alia, on the extent to which the pre-determined allocation key linked to performance criteria is met), whereby (i) in case of initiation of a Compulsory Acquisition Procedure, and subject to a resolution of the Company's general meeting, such right will be retained at the level of the Company with necessary changes to the terms and conditions in connection with and upon Delisting, (ii) in case of the Triangular Merger, a roll-over of such right to the level of Company Sub will be effected upon execution of the notarial deed to effect the Triangular Merger with necessary changes to the terms and conditions in connection with such roll-over and (iii) in case of the Asset Sale, a roll-over of such right to the level of the Offeror (with potentially a further roll-over to the level of the Offeror's nominee that will purchase the Company's assets and operations at the completion of the Asset Sale) will be effected upon execution of the Asset Sale Agreement with necessary changes to the terms and conditions in connection with such roll-over. Mr. Weill intends to tender his Listed Shares under the Offer.



Mr. Drahi, Next Alt and Next Luxembourg S.C.Sp have renounced the stock options for Shares A held by them, in each case subject to and upon (i) initiation of a Compulsory Acquisition Procedure, (ii) execution of the notarial deed to effect the Triangular Merger or (iii) execution of the Asset Sale Agreement, as the case may be. For the avoidance of doubt, the stock options remain in full force and effect until the occurrence of any event described in (i), (ii) or (iii) in the preceding sentence.

### **Offer Period**

The Offer Period will commence on 25 November 2020 at 09:00 hours CET and will expire on 21 January 2021 at 17:40 hours CET (such period, as it may be extended from time to time, the "**Offer Period**"), unless the Offer Period is extended. The day on which the Offer Period expires, whether or not extended, is the "**Closing Date**" and 17:40 hours CET on the Closing Date is the "**Closing Time**".

Listed Shares tendered on or prior to the Closing Time may not be withdrawn, subject to the right of withdrawal of any Tendered Shares during the Offer Period in accordance with the provisions of Article 5b, Paragraph 5, Article 15, Paragraphs 3 and 8 and Article 15a, Paragraph 3 of the Decree.

### **Acceptance**

Shareholders are requested to make their acceptance known through their custodian, bank or stockbroker no later than by the Closing Time. The relevant custodian, bank or stockbroker may set an earlier deadline for communication by holders of such Listed Shares in order to permit the custodian, bank or stockbroker to communicate the acceptance to ING Bank N.V. (the "**Settlement Agent**") in a timely manner. Accordingly, Shareholders should contact such financial intermediary to obtain information about the deadline by which such Shareholder must send instructions to the financial intermediary to accept the Offer and should comply with the dates set by such financial intermediary, as such dates may differ from the dates and times noted in the Offer Memorandum.

The institutions admitted to Euronext Amsterdam (an "**Admitted Institution**") can tender Listed Shares only to the Settlement Agent and only in writing. There are no holders of Listed Shares individually recorded in Altice Europe's shareholders' register.

Subject to Article 5b, Paragraph 5, Article 15, Paragraphs 3 and 8 and Article 15a, Paragraph 3 of the Decree, the tendering of Listed Shares in acceptance of the Offer will constitute irrevocable instructions by the relevant Shareholder to the relevant Admitted Institution to (i) block any attempt to transfer such Listed Shares, so that on or before the Settlement Date no transfer of such Listed Shares can be effected (other than any action required to effect the transfer to the Offeror); (ii) debit the securities account in which such Listed Shares are held on the Settlement Date in respect of all such Listed Shares, against payment of the Offer Price for such Listed Shares by the Settlement Agent on the Offeror's behalf; and (iii) effect the transfer of such Listed Shares to the Offeror.



### **Declaring the Offer unconditional**

The obligation of the Offeror to declare the Offer unconditional is subject to the satisfaction or waiver of the offer conditions set out in Section 6.6.1 (*Offer Conditions*) of the Offer Memorandum (the "**Offer Conditions**"). The Offer Conditions may be waived, to the extent permitted by law or by agreement, as set out in Section 6.6.2 (*Waiver of the Offer Conditions*) of the Offer Memorandum. If any Offer Condition is waived in accordance with Section 6.6.2 (*Waiver of the Offer Conditions*) of the Offer Memorandum, the Offeror will inform the Shareholders as required by applicable law.

No later than the third business day following the Closing Date (such date being the "**Unconditional Date**"), the Offeror will determine whether or not the Offer Conditions have been satisfied or waived as set out in Section 6.6 (*Offer Conditions, satisfaction and waiver*) of the Offer Memorandum. On the Unconditional Date, the Offeror will announce whether the Offer (i) is declared unconditional, (ii) will be extended in accordance with Article 15 of the Decree or (iii) is terminated as a result of the Offer Conditions not having been satisfied or waived, all in accordance with Section 6.6 (*Offer Conditions, satisfaction and waiver*) of the Offer Memorandum and Article 16 of the Decree. If the Offeror does not declare the Offer unconditional, the Offeror will explain such decision.

### **Extension of the Offer Period**

If one or more of the Offer Conditions is or are not satisfied or waived on the then scheduled Closing Date, the Offeror may, after consultation with Altice Europe and in accordance with Article 15 of the Decree, extend the Offer Period, provided that (i) the first extension of the Offer Period shall be no less than two weeks and no more than ten weeks, calculated from the initial Closing Date and (ii) any subsequent extension shall be subject to receipt of an exemption granted by the AFM and until such time as the Offeror reasonably believes is necessary to cause such Offer Conditions to be satisfied or waived. Altice Europe has undertaken to fully support and cooperate with the Offeror's request to the AFM for an exemption to extend the Offer Period.

If the Offer Period is extended, so that the obligation pursuant to Article 16 of the Decree to announce whether the Offer is declared unconditional is postponed, a public announcement to that effect will be made ultimately on the third business day following the initial Closing Date in accordance with the provisions of Article 15, Paragraphs 1 and 2 of the Decree. If the Offeror extends the Offer Period, the Offer will expire on the latest time and date to which the Offeror extends the Offer Period.

During an extension of the Offer Period, Listed Shares previously tendered and not withdrawn in accordance with Section 5.3.3 (*Withdrawal Rights*) of the Offer Memorandum will remain tendered under the Offer. Any Listed Shares tendered during the extension of the Offer Period cannot be withdrawn, subject to the withdrawal rights set forth in Section 5.3.3 (*Withdrawal Rights*) of the Offer Memorandum.



### **Settlement**

If the Offeror declares the Offer unconditional, the Offeror will accept the transfer of all Tendered Shares on the terms of the Offer. The Offeror will deliver the Offer Price in respect of each Tendered Share tendered during the Offer Period and transferred to the Offeror, on the terms set out in the Offer Memorandum. The Offeror shall acquire each Tendered Share, within five business days following the Closing Date (the "**Settlement**" and the date on which the Settlement occurs, the "**Settlement Date**").

As of the Settlement Date, revocation, dissolution or annulment of the tendering, sale or transfer of any Tendered Share which has been tendered during the Offer Period is not possible.

### **Post-Acceptance Period**

If the Offeror declares the Offer unconditional, the Offeror shall, within three business days after the Unconditional Date, publicly announce a post-Offer acceptance period (*na-aanmeldingstermijn*) of two weeks (the "**Post-Acceptance Period**"), unless the Offeror and Altice Europe jointly agree otherwise. During the Post-Acceptance Period, Shareholders that did not tender their Listed Shares during the Offer Period may tender their Listed Shares on the same terms and subject to the same conditions and restrictions as the Offer.

The Offeror will publicly announce the results of the Post-Acceptance Period, and the total number and total percentage of Listed Shares held by it in accordance with Article 17, Paragraph 4 of the Decree no later than on the third business day following the last day of the Post-Acceptance Period.

The Offeror shall continue to accept the transfer of all Listed Shares validly tendered (or defectively tendered, provided that such defect has been waived by the Offeror) during the Post-Acceptance Period and shall deliver the Offer Price in respect of each Listed Share which has been transferred to it during the Post-Acceptance Period within five business days after the last day of the Post-Acceptance Period. As of the relevant settlement date, revocation, dissolution or annulment of the tendering, sale or transfer of any Listed Share tendered during the Post-Acceptance Period is not possible.

During the Post-Acceptance Period, Shareholders have no right to withdraw Listed Shares from the Offer, regardless of whether the Listed Shares have been tendered either during the Offer Period or during the Post-Acceptance Period.

### **Delisting; Compulsory Acquisition Procedure; Post-Offer Restructuring**

If the Offer is declared unconditional, the Offeror and Altice Europe intend to as soon as possible (i) have the Offeror or any of its group companies, if so desired by the Offeror, acquire 100% of the Listed Shares or the entirety of Altice Europe's assets and operations (including the Group's entire business) through a Compulsory Acquisition Procedure, a Post-Offer Merger or a Post-Offer Asset Sale (each a "**Post-Offer Restructuring**") and/or one or more



Post-Settlement Restructurings and (ii) procure delisting of the Listed Shares from Euronext Amsterdam. The Post-Offer Restructurings are subject to adoption of the relevant Resolutions at the EGM.

#### *Compulsory Acquisition Procedure*

To acquire the remaining Listed Shares not tendered and not held by the Offeror or Altice Europe following the Settlement Date, the Offeror may initiate a squeeze-out procedure in accordance with Article 2:92a or 2:201a of the Dutch Civil Code or a takeover buy-out procedure in accordance with Article 2:359c of the Dutch Civil Code (each a "**Compulsory Acquisition Procedure**") if the relevant statutory requirements are met, as further described in Section 6.11.4 (*Compulsory Acquisition Procedure*) of the Offer Memorandum.

#### *Post-Offer Merger*

The various steps that are envisaged by the Post-Offer Merger are set out in more detail in Section 6.11.5.2 (*Post-Offer Merger*) of the Offer Memorandum. In summary, the Offeror may determine to have Altice Europe implement a legal triangular merger with two of its newly incorporated subsidiaries (Altice Europe Holdco B.V. ("**Company Holdco**"), a wholly owned subsidiary of Altice Europe, and New Altice Europe B.V. ("**Company Sub**"), a wholly owned subsidiary of Company Holdco) (the "**Triangular Merger**"). Upon the Triangular Merger becoming effective, Shareholders will be allotted a number and class of shares in the capital of Company Holdco equal to the number and class of Listed Shares held by such Shareholder immediately prior to the completion of the Triangular Merger. Upon implementation of the Triangular Merger, Altice Europe will cease to exist and its listing will terminate. If the Offeror pursues the Triangular Merger, it will enter into a share purchase agreement with Company Holdco pursuant to which the shares in Company Sub will be sold and transferred to (an affiliate of) the Offeror immediately after the Triangular Merger becomes effective (the "**Share Sale**") against payment of a purchase price equal to the offer consideration. Upon completion of the Share Sale, Company Holdco will be dissolved and liquidated (the "**Liquidation**", and together with the Triangular Merger and the Share Sale, the "**Post-Offer Merger**"). It is intended that on or about the date of the Share Sale, an advance liquidation distribution will be made to the shareholders of Company Holdco consisting of a payment per share in the capital of Company Holdco to the fullest extent possible equal to the Offer Price, without any interest and less any applicable withholding taxes and other taxes. Altice Europe has determined that, at the Offer Price, no Dutch dividend withholding tax will be due in respect of such liquidation distribution (provided that, as Altice Europe expects, the fair market value of Altice Europe per Listed Share immediately prior to the Triangular Merger will not be less than the Offer Price).

#### *Post-Offer Asset Sale*

The various steps that are envisaged by the Post-Offer Asset Sale are set out in more detail in Section 6.11.5.3 (*Post-Offer Asset Sale*) of the Offer Memorandum. In summary, instead of the Post-Offer Merger, the Offeror may determine to have Altice Europe implement an asset sale and liquidation (the "**Asset Sale**") whereby Altice Europe will sell and transfer all of its



assets and liabilities to (an affiliate of) the Offeror against payment of a purchase price equal to the offer consideration. Upon completion of the asset sale, Altice Europe will be dissolved and liquidated ("**Company Liquidation**", and together with the Asset Sale, the "**Post-Offer Asset Sale**"). It is intended that on or about the date that the Asset Sale is completed, an advance liquidation distribution will be made to the shareholders of Altice Europe consisting of a payment per share in the capital of Altice Europe to the fullest extent possible equal to the Offer Price, without any interest and less any applicable withholding taxes and other taxes. Based on an estimation of the average paid-up capital of Altice Europe recognised for Dutch dividend withholding tax purposes, Altice Europe has determined that, at the Offer Price, no Dutch dividend withholding tax will be due in respect of such liquidation distribution.

#### *Post-Settlement Restructuring*

If the Offeror declares the Offer unconditional, the Offeror may, at any time following the expiry of the Post-Acceptance Period (if any), effect or cause to effect any restructuring of the Group (other than a Compulsory Acquisition Procedure or Post-Offer Restructuring) for the purpose of achieving an optimal operational, legal, financial and/or tax structure in accordance with applicable law (each a "**Post-Settlement Restructuring**"), as further described in Section 6.11.6 (*Post-Settlement Restructuring*) of the Offer Memorandum.

Altice Europe's obligations under the Merger Agreement in respect of its cooperation with a Post-Offer Restructuring or Post-Settlement Restructuring will terminate, and will no longer be enforceable by the Offeror, in case the Board has revoked or amended its recommendation in accordance with the terms of the Merger Agreement.

#### **Announcements**

Any further announcements in relation to the Offer, including whether or not the Offeror declares the Offer unconditional and announcements in relation to an extension of the Offer Period, if any, will be made by press release. Any joint press release issued by the Offeror and Altice Europe will be made available on the website of Altice Europe ([www.altice.net](http://www.altice.net)) and the Offeror ([www.nextprivate.net](http://www.nextprivate.net)). Any press release issued by the Offeror will be made available on the website of the Offeror ([www.nextprivate.net](http://www.nextprivate.net)).



### **Indicative Timetable**

<u>Expected date and time (all times are CET)</u>	<u>Event</u>
25 November 2020, 09:00 hours	Commencement of the Offer Period
7 January 2021, 11:00 hours	Company EGM, at which meeting, among other matters, the Offer will be discussed and the Resolutions will be voted on
21 January 2021, 17:40 hours	Closing Date and Closing Time
	Deadline for tendering Listed Shares during the Offer Period, unless the Offer is extended
No later than three business days after the Closing Date	Unconditional Date  The date on which the Offeror will publicly announce whether the Offer is declared unconditional
No later than five business days after the Closing Date	Settlement Date  The date on which, in accordance with the terms and conditions of the Offer, the Offeror will pay the Offer Price for each Tendered Share transferred to the Offeror
No later than three business days after the Unconditional Date	Post-Acceptance Period, if any  If the Offer is declared unconditional, the Offeror shall publicly announce a Post-Acceptance Period of two weeks, in accordance with Article 17 of the Decree, unless the Offeror and Altice Europe agree otherwise



**Offer Memorandum, Position Statement and further information**

The Offeror is making the Offer on the terms and subject to the conditions and restrictions contained in the Offer Memorandum that is available as of today. In addition, as of today, Altice Europe has made available a position statement (the "**Position Statement**"), containing the information required by Article 18, Paragraph 2 and Annex G of the Decree in connection with the Offer.

This press release contains selected, condensed information regarding the Offer and does not replace the Offer Memorandum and/or the Position Statement. The information in this press release is not complete and additional information is contained in the Offer Memorandum and the Position Statement.

Shareholders are advised to review the Offer Memorandum and the Position Statement in detail and to seek independent advice where necessary. In addition, Shareholders are urged to consult with their own tax advisor regarding the tax consequences of acceptance or non-acceptance of the Offer.

Digital copies of the Offer Memorandum are available on the websites of Altice Europe ([www.altice.net](http://www.altice.net)) and the Offeror ([www.nextprivate.net](http://www.nextprivate.net)), and digital copies of the Position Statement are available on the website of Altice Europe ([www.altice.net](http://www.altice.net)). Such websites do not constitute a part of, and are not incorporated by reference into, the Offer Memorandum. Copies of the Offer Memorandum and Position Statement are also available free of charge at the offices of Altice Europe and the Settlement Agent at the addresses mentioned below.

Altice Europe:

**Altice Europe N.V.**

Oostdam 1  
3441 EM Woerden  
The Netherlands

Settlement Agent:

**ING Bank N.V.**

Bijlmerdreef 106  
1102 CT Amsterdam  
The Netherlands



### **Advisors**

Lazard is acting as financial advisor and De Brauw Blackstone Westbroek N.V. is acting as legal advisor to Altice Europe. LionTree is acting as financial advisor and Allen & Overy LLP is acting as legal advisor to the non-executive members of the Board.

Luther S.A., NautaDutilh N.V. and Ropes & Gray International LLP are acting as legal advisors to the Offeror.

### **Information for U.S. Shareholders**

The Offer is being made for the Listed Shares of Altice Europe, a public limited liability company incorporated under Dutch law and is subject to Dutch disclosure and procedural requirements, which differ from those of the United States. The financial information included or referred to in the Offer Memorandum has been prepared in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board, as adopted in the European Union, and Part 9 of Book 2 of the Dutch Civil Code, and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. The Offer will be made in the United States in compliance with Regulation 14E under the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, including the exemptions therefrom, and otherwise in accordance with the applicable regulatory requirements in the Netherlands. Accordingly, the Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments, that are different from those applicable under U.S. domestic tender offer procedures and law.

The receipt of cash pursuant to the Offer by a U.S. Shareholder will generally be a taxable transaction for U.S. federal income tax purposes and may be a taxable transaction under applicable state and local, as well as foreign and other tax laws. Each Shareholder is urged to consult his or her independent professional advisor immediately regarding the tax consequences of acceptance or non-acceptance of the Offer.

It may be difficult for U.S. Shareholders to enforce their rights and claims arising out of the U.S. federal securities laws, since the Offeror and Altice Europe are located in a country other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. U.S. Shareholders may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission or other regulatory authority has approved or disapproved the Offer, passed upon the fairness or merits of the Offer or provided an opinion as to the accuracy or completeness of the Offer Memorandum or any other documents regarding the Offer. Any declaration to the contrary constitutes a criminal offence in the United States.



## **Contacts – Altice Europe:**

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Arthur Dreyfuss: +41 79 946 4931 / [arthur.dreyfuss@altice.net](mailto:arthur.dreyfuss@altice.net)

## **About Altice Europe**

Altice Europe (ATC & ATCB), listed on Euronext Amsterdam, is a convergent leader in telecoms, content, media, entertainment and advertising. Altice Europe delivers innovative, customer-centric products and solutions that connect and unlock the limitless potential of its over 30 million customers over fibre networks and mobile broadband. Altice Europe is also a provider of enterprise digital solutions to millions of business customers. Altice Europe innovates with technology, research and development and enables people to live out their passions by providing original content, high-quality and compelling TV shows, and international, national and local news channels. Altice Europe delivers live broadcast premium sports events and enables its customers to enjoy the most well-known media and entertainment.

## **About the Offeror**

The Offeror is a direct subsidiary of Next Alt which is owned and controlled by Mr. Patrick Drahi, the founder of Altice Europe. Mr. Drahi currently owns, indirectly, approximately 77.58% of Altice Europe's issued share capital.

## **Disclaimer**

*This press release contains inside information within the meaning of the European Market Abuse Regulation (596/2014).*

*The information in this press release is not intended to be complete. This press release is for information purposes only and does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities.*

*The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this press release should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, Altice Europe and the Offeror disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither Altice Europe, nor the Offeror, nor any of their advisors assumes any responsibility for any violation of any of these restrictions.*



*Any Altice Europe shareholder who is in any doubt as to his or her position should consult an appropriate professional advisor without delay.*

*Certain statements in this press release may be considered forward-looking statements, such as statements relating to the impact of the Transaction on the Offeror and Altice Europe and the expected timing and completion of the Offer. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future, and Altice Europe and the Offeror cannot guarantee the accuracy and completeness of forward-looking statements. A number of important factors, not all of which are known to Altice Europe or the Offeror or are within their control, could cause actual results or outcomes to differ materially from those expressed or implied in any forward-looking statement as a result of risks and uncertainties facing Altice Europe. Any forward-looking statements are made only as of the date of this press release, and Altice Europe and the Offeror assume no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or for any other reason. Neither the Offeror nor Altice Europe, nor any of their advisors, accepts any responsibility for any financial information contained in this press release relating to the business, results of operations or financial condition of the other or their respective groups.*