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ALTICE FRANCE S.A.

March 4, 2024. Altice France S.A., a public limited liability company (*société anonyme*) incorporated under the laws of France (the “**Issuer**”), announces today that it has commenced offers (the “**Offers**”) to purchase for cash its outstanding Regulation S (i) 2.500% Senior Secured Notes due January 15, 2025 (ISIN: XS2054539627) and/or (ii) 2.125% Senior Secured Notes due February 15, 2025 (ISIN: XS2110799751) (collectively, the “**Notes**”), as further described in the tender offer memorandum (the “**Tender Offer Memorandum**”) for the Offers dated the date hereof.

The Issuer proposes to accept Notes for purchase up to a maximum aggregate principal amount of €215,000,000 (the “**Maximum Offer Amount**”) on the terms and conditions contained in the Tender Offer Memorandum, subject to the right of the Issuer to accept or reject valid tender instructions in its sole and absolute discretion.

The Issuer will determine the aggregate principal amount of Notes of each Series (as defined below) of Notes that will be accepted for purchase (each a “**Series Acceptance Amount**”), in its sole discretion, and reserves the right to accept significantly more or significantly less (or none) of any such Series of Notes (subject to *pro rata* scaling, if applicable) as compared to the other Series of Notes.

THE OFFERS COMMENCE ON MARCH 4, 2024 AND WILL EXPIRE AT 17:00 CEST ON MARCH 11, 2024 (THE “**EXPIRATION DEADLINE**”), UNLESS EXTENDED, RE-OPENED, WITHDRAWN OR TERMINATED AT THE SOLE DISCRETION OF THE ISSUER. DETAILS OF ANY SUCH EXTENSION, RE-OPENING, WITHDRAWAL OR TERMINATION WILL BE NOTIFIED TO THE HOLDERS OF THE NOTES (THE “**NOTEHOLDERS**” AND EACH, A “**NOTEHOLDER**”) AS SOON AS REASONABLY PRACTICABLE AFTER SUCH DECISION. VALID TENDER INSTRUCTIONS, ONCE SUBMITTED, MAY NOT BE WITHDRAWN EXCEPT IN THE LIMITED CIRCUMSTANCES OUTLINED IN THE TENDER OFFER MEMORANDUM.

Custodians, Direct Participants and Clearing Systems will have deadlines for receiving instructions prior to the Expiration Deadline and holders should contact the intermediary through which they hold their Notes as soon as possible to ensure proper and timely delivery of instructions.

Subject to the applicable Minimum Denomination (as defined below) in respect of the relevant Series of Notes, the price payable per €1,000 principal amount of the Notes validly submitted for tender and accepted for purchase by the Issuer (the “**Purchase Price**”) will be (a) in respect of the EUR January 2025 Notes (as defined below), 98.50% of the principal amount of the relevant EUR January 2025 Notes and (b) in respect of the EUR February 2025 Notes, 98.00% of the principal amount of the relevant EUR February 2025 Notes. In respect of any Notes accepted for purchase, the Issuer will also pay an amount equal to any accrued and unpaid interest on the relevant Notes from, and including, the relevant interest payment date for the Notes immediately preceding the Settlement Date (as defined below) up to, but excluding, the Settlement Date, which is expected to be on March 14, 2024 (the “**Settlement Date**”).

Description of Notes	Regulation S ISIN	Maturity Date	Aggregate Principal Amount Outstanding ⁽¹⁾	Purchase Price	Maximum Offer Amount for the Offers
Altice France S.A.’s €550,000,000 2.500% Senior Secured Notes (the	XS2054539627	January 15, 2025	€489,854,000	98.50%	

“EUR January 2025 Notes”)

€215,000,000

Altice France S.A.’s €500,000,000 Senior Secured Notes (the “EUR February 2025 Notes”)	XS2110799751	February 15, 2025	€438,287,000	98.00%
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- (1) The aggregate principal amount outstanding represents 100% of the aggregate principal amount outstanding of the EUR January 2025 Notes and EUR February 2025 Notes (each a “Series”). However, the Issuer is only making an offer to and will only accept tenders with respect to the EUR January 2025 Notes held on the Regulation S Global Note bearing ISIN XS2054539627 and the EUR February 2025 Notes held on the Regulation S Global Note bearing ISIN XS2110799751 (the “Notes”). The Issuer is not making any offer to and will not accept tenders with respect to the EUR January 2025 Notes held on the Rule 144A Global Note bearing ISIN XS2054539544 or the EUR February 2025 Notes held on the Rule 144A Global Note bearing ISIN XS2110813099.

In respect of each Series, the Notes have denominations consisting of a minimum specified denomination of €100,000 and integral multiples of €1,000 in excess thereof (the “**Minimum Denominations**”).

Subject to applicable law and as provided in the Tender Offer Memorandum, the Issuer reserves the right to extend, re-open, withdraw or terminate the Offers and to amend or waive any of the terms and conditions of the Offers (including, without limitation, any increase in a Series Acceptance Amount), at any time after this announcement of the Offers, including with respect to any valid tender instructions already submitted as of the time of any such extension, re-opening, withdrawal, termination, amendment or waiver. Details of any such extension, re-opening, withdrawal, termination, amendment or waiver will be notified to the holders of the Notes (the “**Noteholders**” and each, a “**Noteholder**”) as soon as possible after such decision.

An offer to tender Notes for purchase may only be made by the submission of a valid tender instruction. The acceptance of Notes for purchase pursuant to the Offers is subject to the satisfaction of certain conditions set forth in the Tender Offer Memorandum. Subject to applicable law, the Issuer reserves the right, in its sole discretion to waive any and all conditions to the Offers. There can be no assurance that such conditions will be satisfied.

In the event that valid tender instructions are received in respect of an aggregate principal amount of Notes which is greater than the relevant Series Acceptance Amount, such tender instructions will be accepted on a *pro rata* basis, subject to the right of the Issuer to accept or reject valid tender instructions in its sole and absolute discretion. In such event, a Noteholder shall continue to hold the Notes of the relevant Series that are not accepted for purchase.

Before making a decision with respect to the Offers, Noteholders should carefully consider all of the information in the Tender Offer Memorandum and, in particular, the risk factors described therein. None of the Issuer, the Dealer Manager (as defined below), the Tender Agent (as defined below) or any of their respective directors, officers, employees, agents or affiliates, makes any recommendation as to whether or not Noteholders should tender their Notes pursuant to the Tender Offer Memorandum. Noteholders must make their own decisions with regard to tendering their Notes.

Any questions or requests for assistance in connection with the Tender Offer Memorandum may be directed to Goldman Sachs Bank Europe SE (the “**Dealer Manager**”) at the telephone numbers or e-mail addresses provided below. Any questions or requests for assistance in connection with the delivery of tender instructions or requests for copies of the Tender Offer Memorandum or related documents, which may be obtained free of charge, may be directed to Kroll Issuer Services Limited (the “**Tender Agent**”) at the telephone number or e-mail address provided below.

Disclaimer

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and the Tender Offer Memorandum comes are required by the Issuer, the Dealer Manager and the Tender Agent to inform themselves about, and to observe, any such restrictions. This announcement must be read in conjunction with the Tender Offer Memorandum. The Dealer Manager and the Tender Agent do not take responsibility for the contents of this announcement.

This announcement contains important information that should be read carefully before any decision is made with respect to the Offers. If any Noteholder is in any doubt as to the action it should take, it is recommended to immediately seek its own financial advice, including tax advice relating to the consequences resulting from the Offers from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the Offers.

This announcement is not an offer to buy or sell, or a solicitation of an offer to sell or buy any of the securities described herein, nor shall there be any offer or sale of such securities in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The information contained in this announcement does not constitute an offer to buy or sell, or a solicitation of an offer to sell or buy any securities in the United States or to U.S. Persons. Securities referred to in this announcement may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the United States Securities Act of 1933. For the purposes of this and the above paragraph, “United States” means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

In addition to the representations referred to above in respect of the United States, each Noteholder participating in the Offers will be deemed to give certain other representations as set out in “*Procedures for Participating in the Offers*” section of the Tender Offer Memorandum and is subject to the detailed offer and distributions restrictions as set out in “*Offer and Distribution Restrictions*” section of the Tender Offer Memorandum. Any tender of Notes for purchase pursuant to the Offers from a Noteholder that is unable to make these representations may not be accepted.

The information contained in this announcement does not constitute an invitation or inducement to engage in investment activity within the meaning of the United Kingdom Financial Services and Markets Act 2000. This announcement and any other documents or materials relating to the Offers is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000. In the United Kingdom, this announcement is being distributed only to and is only directed at: (i) persons who are outside the United Kingdom; (ii) persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”)); (iii) persons falling within Article 49 of the Financial Promotion Order; or (iv) any other persons to whom it may otherwise lawfully be communicated under the Financial Promotion Order (all such persons together being referred to as “**relevant persons**”). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

In any European Economic Area (EEA) Member State (the “**Relevant State**”), this announcement is only addressed to and is only directed at qualified investors in that Relevant State within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended (the “**Prospectus Regulation**”). Each person in a Relevant State who receives any communication in respect of the Offers contemplated in this announcement will be deemed to have represented, warranted and agreed to and with the Dealer Manager and the Issuer that it is a qualified investor within the meaning of Article 2(e) of the Prospectus Regulation.

This announcement contains forward-looking statements and information that is necessarily subject to risks, uncertainties, and assumptions. No assurance can be given that the transactions described herein will be consummated or as to the terms of any such transactions. The Issuer assumes no obligation to update or correct the information contained in this announcement.

For more information, please contact:

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