UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated financial information, which includes an unaudited pro forma condensed consolidated financial position and unaudited pro forma condensed consolidated statement of income, which give effect to the Transactions, as defined elsewhere in this offering memorandum, are presented in millions of euros and assumes that (i) the acquisition of SFR, SIG 50 and their subsidiaries (together the ''SFR Group'') by Numericable Group was completed on January 1, 2013; and (ii) the financing of the Acquisition and the Refinancing Transactions occurred on January 1, 2013 instead of the Issue Date in the pro forma condensed consolidated income statement (the above mentioned transactions are referred as ''the Transactions'') and that the Transactions occurred on December 31, 2013 in the pro forma condensed consolidated financial position (in this section the above described unaudited pro forma condensed consolidated financial information are referred to as the ''Unaudited Pro Forma Condensed Consolidated Financial Information'').

The Unaudited Pro Forma Condensed Consolidated Financial Information has been prepared in accordance with the basis of preparation described in the accompanying ''Notes to the Unaudited Pro Forma Condensed Consolidated Financial Information''. The pro forma adjustments are based upon available information and certain assumptions that management of Numericable Group believes are reasonable.

The Unaudited Pro Forma Condensed Consolidated Financial Information is presented for illustrative purposes only and is not indicative of the result of operations or the financial position that Numericable Group would have been achieved had the Transactions occurred as at January 1, 2013 in the pro forma condensed consolidated income statement and as at December 31, 2013 in the pro forma condensed consolidated financial position, nor is the Unaudited Pro Forma Condensed Consolidated Financial Information indicative of the future operating results or financial position of Numericable Group. The Unaudited Pro Forma Condensed Consolidated Financial Information does not reflect any cost savings or other synergies which may result from the Acquisition and does not reflect any special items such as payments pursuant to contractual change-of-control provisions or restructuring and integration costs which may be incurred as a result of the Acquisition, which cannot be identified at this stage and which are not expected to have a continuing impact on the Group.

Such Unaudited Pro Forma Condensed Consolidated Financial Information has not been prepared in accordance with the requirements of Regulation S-X of the U.S. Securities Act, the EU Prospectus Directive, or any generally accepted accounting standards.

In addition, the financial effects of any actions described in the offering memorandum, such as synergies or the effect of asset dispositions, if any, that may be required by regulatory authorities, cannot currently be determined and therefore are not reflected in the Unaudited Pro Forma Condensed Consolidated Financial Information.

The Unaudited Pro Forma Condensed Consolidated Financial Information has been derived from and should be read in conjunction with the respective consolidated financial statements of Numericable Group and the combined financial statements of SFR Group as of and for the year ended December 31, 2013, free translations of each being included elsewhere in this offering memorandum.

The Unaudited Pro Forma Condensed Consolidated Financial Information is based on preliminary estimates and assumptions, which Numericable Group believes to be reasonable. In particular, in the unaudited pro forma condensed consolidated financial position, any difference between (a) the total consideration transferred measured in accordance with IFRS 3 *Business Combinations* (''IFRS 3'') and (b) the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed, has been allocated to goodwill. Definitive allocations will be performed and finalized based upon certain valuations and other studies that will be performed with the services of outside valuation specialists after the closing of the Acquisition. Accordingly, the determination of the amount of goodwill is preliminary and has been made solely for the purpose of preparing the Unaudited Pro Forma Condensed Consolidated Financial Information and is subject to revision based on a final determination of fair value of assets acquired and liabilities assumed after the closing of the Acquisition. The determination of the fair value of assets acquired and liabilities assumed will result in the recognition of certain identifiable assets acquired such as licenses, trademarks and customer base which will have a finite life and will be amortized. As a result, the future results of operations of the Combined Group may be significantly affected by amortization expense in relation to such identifiable assets acquired.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME

	2013 Numericable Group Historical Consolidated Financial Statements	2013 SFR	Proforma adjustments Amount	Note	2013 Numericable Group Proforma Financial Information
Revenue	1,314	10,199	(42)	***3.a***	11,472
Operating expenses	(1,058)	(9,194)	39	***3.b***	(10,214)
Operating income	256	1,005	(3)		1,258
Finance costs	(324)	(251)	(366)	***3.c***	(940)
Income tax expense (income)	133	(315)	7	***3.d***	(175)
Share in net income (loss) of associates	—	(12)	—		(12)
Net income (loss)	65	426	(362)		129
—Attributable to owners of the entity	*65*	*420*	*(362)*	***3.e***	*123*
—Attributable to non-controlling interests	—	*6*	—	***3.e***	*6*

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

ASSETS	2013 Numericable Group Historical Consolidated Financial Statements	2013 SFR	Proforma adjustments Amount	Note	2013 Numericable Group Proforma Financial Information
Goodwill	1,484	5,188	5,351	*3.f*	12,023
Other intangible assets	307	3,931	—		4,238
Property, plant and equipment	1,465	4,532	(7)	*3.g*	5,990
Investment in associates	3	152	—		155
Other non-current financial assets	7	185	—		192
Deferred tax assets	133	127	—		260
Non-current assets	**3,399**	**14,115**	**5,344**		**22,857**
Inventories	50	240	—		290
Trade receivables and other receivables	403	2,555	(19)	*3.g*	2,939
Other current financial assets	4	2	—		6
Income tax receivable	3	3	—		6
Cash and cash equivalents	101	394	(495)	*3.h*	—
Assets classified as held for sale	—	—	—		—
Current assets	**561**	**3,194**	**(514)**		**3,241**
Total assets	**3,960**	**17,309**	**4,830**		**26,099**

LIABILITIES	2013 Numericable Group Historical Consolidated Financial Statements	2013 SFR	Proforma adjustments Amount	Note	2013 Numericable Group Proforma Financial Information
Total invested equity	**254**	**2,291**	**4,341**	*3.i*	**6,886**
Non-current financial liabilities	2,702	1,248	7,650	*3.j*	11,600
Non-current provisions	74	156	—		230
Deferred tax liabilities	—	2	—		2
Other non-current liabilities	103	540	746	*3.k*	1,388
Non-current liabilities	**2,878**	**1,946**	**8,396**		**13,220**
Current financial liabilities	64	7,846	(7,889)	*3.j*	22
Current provisions	6	335	—		341
Trade payables and other current liabilities	757	4,891	(19)	*3.l*	5,630
Current income tax liabilities	—	—	—		—
Liabilities classified as held for sale	—	—	—		—
Current liabilities	**828**	**13,072**	**(7,907)**		**5,993**
Total equity and liabilities	**3,960**	**17,309**	**4,830**		**26,099**

NOTES TO THE UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

NOTE 1. GENERAL INFORMATION AND DESCRIPTION OF THE ACQUISITION

The Acquisition, the Financing of the Acquisition and the Refinancing Transactions are described in the section entitled ''The Transactions'' contained elsewhere in this offering memorandum.

On April 5, 2014, the Numericable Group submitted an offer to acquire SFR from Vivendi S.A. (which was selected by Vivendi's Supervisory Board and is subject to works council procedures and to certain conditions precedent, including antitrust approval). References herein to the ''Numericable Group'' or the ''Group'' are to Numericable Group S.A. or to Numericable Group S.A. and its subsidiaries as the context requires. References herein to ''SFR'' or the ''SFR Group'' are to SFR or to SFR and its subsidiaries as the context requires.

The accompanying unaudited pro forma condensed consolidated statement of income for the twelve-month period ended December 31, 2013 and the accompanying unaudited pro forma condensed consolidated statement of financial position as of December 31, 2013 present the pro forma financial information of the Numericable Group, giving effect to the Transactions described in the basis of preparation below. The Unaudited Pro forma Condensed Consolidated Financial Information has not been prepared in accordance with the requirements of Regulation S-X of the U.S. Securities and Exchange Commission, the EU Prospectus Directive or any generally accepted accounting standards, nor has it been audited or reviewed.

The Unaudited Pro Forma Condensed Consolidated Financial Information consists of a pro forma condensed consolidated income statement for the twelve months ended December 31, 2013 and a pro forma condensed consolidated financial position as at December 31, 2013. This pro forma financial information has been prepared based on the consolidated financial statements of Numericable Group and the combined financial statements of SFR Group respectively as of and for the year ended December 31, 2013.

Assumptions and estimates underlying the pro forma adjustments are described in the accompanying notes, which should be read in conjunction with the pro forma financial information.

The pro forma adjustments are based on available information and certain assumptions that we believe are reasonable. The following adjustments give pro forma effect to events that are (1) directly attributable to the above mentioned Transactions and; (2) factually supportable. These adjustments are described in these notes.

NOTE 2. BASIS OF PREPARATION

The Unaudited Condensed Consolidated Pro Forma Financial Information has been prepared to give effect to the Transactions as if they occurred on January 1, 2013 for the purposes of the unaudited condensed consolidated pro forma statements of income. Pro forma adjustments related to the unaudited pro forma condensed consolidated statement of financial position are computed assuming the Transactions were completed on December 31, 2013.

As all pro forma adjustments are directly attributable to the Transactions, the Unaudited Condensed Consolidated Pro Forma Financial Information does not reflect any restructuring expenses that may be incurred in connection with the Acquisition (see Note 4 which discusses certain other items directly attributable to the Transaction and which have been excluded from the pro forma adjustments).

Only adjustments that are factually supportable and that can be estimated reliably at the date the Unaudited Condensed Consolidated Pro Forma Financial Information is prepared have been taken into account. For instance, the Unaudited Condensed Consolidated Pro Forma Financial Information does not reflect any cost savings potentially realizable from the elimination of certain expenses or from synergies. The Unaudited Condensed Consolidated Pro Forma Financial Information does not reflect any special items such as payments pursuant to contractual change-of-control provisions or restructuring and integration costs that may be incurred as a result of the Acquisition. Material non-recurring items that are directly attributable to the Transactions and that can be factually supported and reliably estimated are included in the pro forma adjustments.

There are certain differences in the way in which the Numericable Group and the SFR Group present items on their respective statements of financial position and statements of income. As a result, certain items have been reclassified in the unaudited pro forma condensed consolidated financial information statements of income to comply with the Numericable Group's presentation (see Note 6). There could be additional reclassifications following completion of the Acquisition.

Upon completion of the Acquisition, any transactions that occurred between Numericable Group and SFR Group will be considered intercompany transactions. Balances and transactions between Numericable Group and SFR Group as of and for the period presented have been eliminated as noted below.

Accounting treatment of the Acquisition

Due to the listing of the Numericable Group's shares on the Euronext Paris SA and in accordance with EC Regulation No. 1606/2002 of July 19, 2002, the consolidated financial statements of the Numericable Group and its subsidiaries, included elsewhere in this offering memorandum, are prepared in accordance with IFRS as adopted by the European Union (''IFRS'').

Numericable Group intends to account for the Acquisition as a business combination and will measure the identifiable assets acquired and the liabilities assumed at their acquisition-date fair values in accordance with IFRS 3. The measurement of the acquirer's assets and liabilities is not affected by the Acquisition. The Acquisition is not expected to be completed until the fourth quarter of 2014 and the initial accounting for the Acquisition will not be finalized by the end of 2014. The consolidated financial statements for the year ended December 31, 2014 will be prepared based on provisional amounts for certain assets acquired and liabilities assumed for which the accounting is incomplete. During the measurement period, such provisional amounts recognized at the acquisition date could be adjusted up until one year from the closing date of the Acquisition, in accordance with IFRS 3.

Based on the analysis of all factors set forth in IFRS 3, paragraphs B13-B18, and the facts known to date, management of the Numericable Group assumes that, under IFRS, Numericable Group will be considered the acquirer and SFR the acquiree. In particular, it is expected that Altice, which currently controls the Numericable Group, will have a majority representation at the Board of Directors of the Group, following completion of the Acquisition.

Description of the Acquisition, the Financing of the Acquisitions and the Refinancing Transactions

The Unaudited Pro Forma Condensed Consolidated Financial Information has been prepared under the following assumptions, as explained in the following table (see the Use of Proceeds section of this offering memorandum):The expected estimated sources and uses of the funds necessary to consummate the Transactions are shown in the table below. Actual amounts may vary from the estimated amounts depending on several factors, including, among other things, (i) differences in the amount of indebtedness outstanding, (ii) the time each component of the Transactions is completed and (iii) differences from our estimates of fees and expenses and the actual fees and expenses, in each case as of the completion of the individual transactions contemplated by the Transactions. See ''*The Transactions*''.

Sources of Funds	(in € millions)	Uses of Funds	(in € millions)
Notes offered hereby	6,040	Cash Consideration for the Acquisition	13,500
Numericable Group Term Loan	5,600	Refinancing Transactions(1)	2,530
Rights Issue	4,732	Fees and expenses	342
of which Altice S.A. (74.6%)	*3,530*		
of which the public (25.4%)	*1,202*		
Total sources	**16,372**	**Total uses**	**16,372**

(1) Represents the refinancing of €2,638 million of indebtedness of the Issuer and its subsidiaries outstanding under the Ypso France Senior Facility Agreement (excluding accrued interest), including the February 2012 Notes, and the October 2012 Notes and is net of €108 million of estimated cash on hand as of the Issue Date. This amount may differ from the estimated amount due to additional operating cash flow generated prior to the completion of the Refinancing Transactions, depending on the timing of the completion of the Refinancing Transactions.

- The planned acquisition by Numericable Group S.A. of 100% of the share capital of SFR.
- The issuance by subsidiaries within the Group of a new financing package (hereinafter referred to as the ''Debt Issuance'' or ''New Financing Package'') for an aggregate amount of €11,640 million to finance the contemplated acquisition of the SFR Group.
- The payment of €13,500 million in cash to Vivendi which includes the repayment by SFR of its intercompany loan towards Vivendi for €5,000 million by using a portion of the proceeds of the Debt Issuance as explained above.
- The repayment by Numericable Group of its existing finance liabilities under the Senior Facility Agreement for a total amount of €2,638 million by using a portion of the proceeds of the Debt Issuance as explained above.
- The borrowing costs on the aforementioned drawn amount which are not estimated to be eligible for inclusion in the amortized cost have been included in the unaudited condensed consolidated pro forma statements of income for the twelve-month period ended December 31, 2013, as if the New Financing Package had been in place at the beginning of the period.
- As mentioned above, given the timing of the Acquisition, assets acquired and liabilities assumed of SFR Group are reflected in the unaudited pro forma condensed consolidated statement of financial position as of December 31, 2013 at their historical book value reflected in the 2013 Combined Financial Statements of SFR, and have not been adjusted. The determination of the amount of goodwill is preliminary and has been made solely for the purpose of preparing the Unaudited Condensed Consolidated Pro Forma Financial Information and is subject to revision based on a final determination of fair value after the closing of the Acquisition. Under IFRS, goodwill is not amortized, but is tested for impairment at least annually, and therefore, the unaudited pro forma condensed consolidated statement of income does not include any amortization expense in relation to the identifiable assets acquired. Upon finalization of the amount of goodwill, certain identifiable assets acquired such as licenses, trademarks and customer base will have a finite life and will be amortized. As a result, the future results of operations of the Numericable Group may be significantly affected by amortization expense in relation to such identifiable assets acquired.

Intercompany transactions between entities included in the Unaudited Pro Forma Condensed Consolidated Financial Information have been eliminated from the Unaudited Pro Forma Condensed Consolidated Financial Information, based on the available data at Numericable Group's level.

Historical financial information

The Unaudited Pro Forma Condensed Consolidated Financial Information should be read in conjunction with the notes thereto as well as the historical consolidated financial statements of Numericable Group prepared in accordance with IFRS as adopted by the European Union and the historical combined financial statements of SFR prepared in accordance with IFRS as adopted by the European Union, each of which have been included elsewhere in this offering memorandum. As mentioned in the section ''Presentation of Financial and Other Information'' of the offering memorandum, the consolidated financial statements of Numericable Group as of and for the year ended December 31, 2013, prepared in accordance with IFRS as adopted in the European Union, have been audited by Deloitte & Associés and KPMG Audit, a department of KPMG SA and the combined financial statements of SFR as of and for the years ended December 31, 2011, 2012 and 2013, have been audited by KPMG Audit, a department of KPMG S.A. and Ernst & Young et Autres.

SFR Financial Information

This financial information of Numericable Group S.A. has been supplemented by the financial information of the SFR Group derived from the combined financial statements of SFR S.A., SIG 50 S.A. and their subsidiaries as of and for the three-year period ended December 31, 2013, prepaid in accordance with IFRS as adopted by the European Union.

The presentation and classification of the selected financial statement items that have been derived from the historical financial statements of SFR Group have been modified in order to present the financial information of SFR Group according to the same presentation principles as those applied by Numericable Group in its consolidated financial statements as of and for the year ended December 31, 2013. Accordingly, certain reclassifications discussed below have been made to the selected financial statement items derived from the historical financial statements of the SFR Group to present the Unaudited Pro Forma Condensed Consolidated Financial Information that is aligned with the presentation and classification criteria applied by the Numericable Group in the preparation of its historical consolidated financial statements. All the financial information and historical financial statements and related audit reports are included elsewhere in this offering memorandum. There could be additional reclassifications following completion of the Acquisition.

NOTE 3. PRO FORMA ADJUSTMENTS

Unless otherwise indicated, pro forma adjustments are determined before tax effect.

(a) Intercompany revenues between the Numericable Group and SFR have been eliminated for an amount of €42 million.

(b) Intercompany operating expenses between Numericable Group and SFR have been eliminated for an amount of €39 million.

(c) The pro forma adjustments of finance costs (additional expense of €+366 million) include:

- the additional interests related to the New Financing Package as disclosed above for a total amount of €+665 million (including borrowing costs amortized over the length of the new financing package). Those interests have been computed using estimations in term of interest rates (using the amortized cost method) that rely on rating assumptions and market conditions estimated at the end of March 2014.
- Actual interest rate paid on the New Financing Package could differ from this estimate based on future events such as rating and market conditions, among other things, which are events outside of our control, and this could significantly affect the consolidated statement of income of the Group.
- the cancellation of the interests related to the Numericable Group's Senior Facilities as the Senior Facilities will be reimbursed as a result of the refinancing. Those interests amounted to €(188) million in 2013;
- the cancellation of the finance interests related to the financial liabilities of SFR to be reimbursed before or during the closing of the Transactions (for a total amount of €9,083 million). Those finance costs amounted to €(231)million in 2013;
- transactions costs related to the acquisition and refinancing (other than borrowing costs related to the issuance of the new financing package) for an amount of €120 million including make-whole that are expected to be paid by Numericable Group in connection with the refinancing of Numericable Group's existing Notes for €90 million (based on an assumed call date as at June 15, 2014) and other fees for €30 million. These costs are not expected to have a continuing impact on the Group.

(d) An income tax charge of €7 million has been reflected in the unaudited pro forma condensed consolidated statement of income in conjunction with the pro forma adjustments impacting SFR profit before tax.

Considering the amount of existing tax losses at Numericable Group, no income tax entries have been considered necessary on the pro-forma adjustments impacting Numericable Group historical perimeter (in particular on the pro forma adjustments affecting finance costs discussed in (c) above).

(e) It has been assumed that none of the above adjustments impacted non-controlling interests.

(f) This adjustment relates to additional goodwill determined in connection with the Acquisition. Its computation takes into account (i) the write-off of historical goodwill recognized at SFR for €5,188 million and (ii) the preliminary amount of goodwill determined in connection with the acquisition of the SFR Group (€10,539 million) and representing the difference between:

- the consideration transferred of €16,320 million, which includes:

  i. Numericable Group's shares against the contribution in kind from Vivendi for an estimated amount of €2,070 million in exchange for the contribution in SFR shares made by Vivendi (corresponding to 20% of Numericable Group, following the Acquisition, estimated new market capitalization including Numericable Group actual estimated market capitalization of Numericable Group calculated using a share price of €28.64 plus the amount of the two share capital increases disclosed hereafter). In accordance with IFRS, this consideration will have to be estimated at the fair value of the shares at the date of the Right Issue, which could differ significantly from this estimated amount and therefore could significantly affect the amount of goodwill;

ii. the price paid in cash by the Numericable Group to Vivendi for €13,500 million

iii. the potential earn-out estimated to be €750 million, such amount being contingent upon certain events. In accordance with IFRS 3, this contingent consideration will have to be estimated at the fair value as of the date of the Acquisition, which could differ significantly from this estimated amount and therefore could significantly affect the amount of goodwill and net income.

- the net assets acquired of SFR Group as their historical amounts as if the acquisition took place as at December 31, 2013. The value of the equity acquired (€5,781 million) has been computed as the aggregation of (i) the combined equity of SFR Group as at December 31, 2013 for €2,280 million minus (ii) the effect of derecognizing the historical goodwill balance for €5,188 million plus (iii) the amount of financial liabilities of SFR Group reimbursed before closing or at closing for an estimated amount of €9,083 million minus (iv) the amount of cash of SFR Group as at December 31, 2013 that will be repaid to Vivendi for €394 million at closing (see h).

It is to note that historical amounts of intangible assets recognized at SFR, including but not limited to licenses, trademarks or customer bases, have been maintained at their historical amount in determining the preliminary amount of goodwill. Such amounts will have to be measured at their acquisition-date fair values, which could differ significantly from the historical amounts, and goodwill determined as a result could be significantly different.

(g) These pro forma adjustments correspond to the elimination of intercompany positions.

(h) Cash and cash equivalents have been adjusted as follows:

- The sources and uses of the funds necessary to consummate the Transactions. Please refer to the Use of Proceed table disclosed in the above basis of preparation and the Use of Proceeds section of this offering memorandum;
- The cash position of SFR as at December 31, 2013 (€394 million) has been cancelled as it is assumed that SFR will be sold to Numericable Group free of cash;
- The cash position of Numericable Group as at December 31, 2013 (€101 million) has also been cancelled as it is assumed that this cash will be fully used to finance part of the repayment of Numericable Group existing Senior Facilities.

(i) Pro forma adjustments to total invested equity is mainly explained by to the following adjustments:

- the removing of the historical net equity of SFR: €2,280 million decrease;
- the share capital increase paid up in cash of €4,732 million (including €1,202 million through a public offering and €3,530 million subscribed by Altice S.A., the majority shareholder of Numericable Group) less the fees paid in connection with this share capital increase for an amount estimated to €35 million. This capital increase is subject to the approval of the general shareholders' meeting of the Numericable Group, being noted that Altice S.A. has entered into a binding commitment to exercise all preferential subscription rights to be allocated to it pursuant to the Right Issue amounting to €3,530 million, and that certain financial institutions have agreed to underwrite, subject to certain conditions, up to the remaining amount of €1,202 million to be raised in the Right Issue;
- the share capital increase paid up by contribution in shares made by Vivendi for the benefit of Numericable Group for €2,070 million, as explained in (f). This capital increase is also subject to the approval of the general shareholders' meeting of Numericable Group.

(j) Refinancing Transactions

The pro forma adjustments related to the Refinancing Transactions are mainly composed as follows:

- Issuance of Senior Secured Notes for an estimated total amount of €6,040 million;
- Issuance of Senior Secured Term Loans for an estimated total amount of €5,600 million;
- The borrowing costs directly related to the debt issuances disclosed above have been deducted from the pro forma financial liabilities for €186 million as at December 31, 2013 (in accordance with the amortized costs method);
- The repayment of the Numericable Group's financial liabilities under its existing Senior Facility Agreement for €2,638 million;
- The unamortized part of the borrowing amortized costs related to the NG's financial liabilities under the existing Ypso France Senior Facility Agreement have been eliminated as at December 31, 2013 and therefore increased the pro forma financial liabilities by €22 million as at December 31, 2013;
- The repayment of the SFR Group loans for an amount of €9,083 million.

(k) Adjustments made to pro forma Other non-current liabilities (€+746 million) include:

- the elimination of intercompany positions for minus €4 million;
- the potential earn-out estimated to be €750 million, such amount being contingent upon certain events as explained in (f).

(l) Adjustments made to pro forma ''Trade payables and other liabilities'' correspond to the elimination of intercompany transactions for €19 million.

NOTE 4. ITEMS DIRECTLY ATTRIBUTABLE TO THE ACQUISITION AND EXCLUDED FROM THE PRO FORMA ADJUSTMENTS

The Unaudited Pro Forma Condensed Consolidated Financial Information does not reflect any cost savings or other synergies which may result from the Acquisition or the effect of asset dispositions, if any, that may be required by regulatory authorities.

The Unaudited Pro Forma Condensed Consolidated Financial Information does not reflect any special items such as payments pursuant to contractual change-of-control provisions (for example related to the Vivendi Shares' stock options granted to SFR employees), which cannot be identified at this stage and which are not expected to have a continuing impact on the Group.

A portion of the Notes and the Numericable Group Term Loan will be US dollar-denominated. The estimated amount of such amount of Notes and the Numericable Group Term Loan which are to be U.S. dollar denominated have been converted into euros assuming a 1€ = 1.375$. While it is the intention of the Combined Group to hedge the interest-rate risk as well as the foreign-currency risk, the Unaudited Pro Forma Condensed Consolidated Financial Information does not include any adjustment in relation to derivative financial instruments entered into for the purposes of hedging the US dollar-denominated Senior Notes.

The Unaudited Pro Forma Condensed Consolidated Financial Information does not include any deferred tax assets related to loss carry forwards of Numericable Group and SFR not recognized in their respective historical financial statements, as it is not possible to assess whether the utilization of such tax losses in the future is probable. In its historical financial statements for the year ended December 31, 2013, Numericable Group has recorded an income tax benefit of €133 million. For the purposes of preparing the Unaudited Pro Forma Condensed Consolidated Financial Information, this income tax benefit has not been eliminated in arriving at pro forma net income, as any potential adjustment would not be directly related to the Acquisition.

In addition, the Unaudited Pro Forma Condensed Consolidated Financial Information does not reflect any adjustment or tax effect that would result from the exit of SFR from the tax consolidation group of Vivendi.

NOTE 5. RECONCILIATION BETWEEN OPERATING INCOME AND ADJUSTED EBITDA

The following table explains the reconciliation between pro forma operating income as disclosed in the pro forma condensed consolidated statement income and the proforma Adjusted EBITDA.

Please refer to the section *Presentation of Financial and Other Information—Non-IFRS Financial Measures* included elsewhere in this offering memorandum for a discussion of the limitations of Adjusted EBITDA as a non-IFRS financial measure.

	2013 Numericable Group	2013 SFR	Pro Forma adjustments	2013 Numericable Group Pro Forma
Operating income	**256**	**1,005**	**(3)**	**1,258**
Depreciation and amortization	304	1,661[(c)]		1,965
Restructuring costs	1[(a)]	93[(d)]		94
Other non recurring costs	38[(b)]	—		38
Costs related to stock options plans	4	27[(e)]		31
CVAE	13	53[(f)]		65
Other costs/(revenues)	—	7[(g)]		7
Adjusted EBITDA	**616**	**2,846**	**(3)**	**3,459**

(a) Restructuring costs incurred in connection with the Numericable Group's acquisition of Altitude Telecom;

(b) Composed of advisory fees paid in connection with the Numericable Group's refinancing transactions (€4.9 million); provisions/costs related to tax and social security audits (€11.3 million); an exceptional charge recognized for the €1.1 million legal fees paid in respect of litigation against France Telecom at the International Chamber of Commerce; an exceptional charge recognized for the €6.1 million penalty relating to the dispute with Free (see Note 20.7.2. to the consolidated financial statements for the year ended December 31, 2013); and €14.7 million non-cash losses resulting from (i) the accelerated depreciation of set-top boxes and broadband routers that were returned damaged or not returned at all by churning subscribers and (ii) the transfer of remaining net book value of assets returned to local governments in connection with the exiting of DSP contracts.

(c) €729 million depreciation and amortization on intangible fixed assets (refer to Note 9.2 to the 2013 combined financial statements of SFR) and €932 million depreciation and amortization on tangible fixed assets (refer to Note 10.2 to the 2013 combined financial statements of SFR).

(d) Restructuring costs mainly related to the SFR voluntary redundancy plan launched in 2012 (refer to Note 4.2 the 2013 combined financial statements of SFR).

(e) IFRS 2 related expenses as mentioned in Note 17.2 to the 2013 combined financial statements of SFR.

(f) The amount of CVAE for SFR is not disclosed in the 2013 combined financial statements of SFR.

(g) Includes €2 million other operating income and €10 million other operating costs, as described in Note 4.2 to the 2013 combined financial statements of SFR.

The Adjusted EBITDA is a non-IFRS financial measure which excludes certain items that Numericable Group considers outside of its recurring operating activities or that are non-cash. This indicator does not exist in SFR available financial information. Therefore Numericable Group has tried to identify similar adjustments based on information disclosed in the 2013 combined financial statements of SFR. Considering this, the adjustments made to the SFR Operating Income to get to the Adjusted EBITDA may not be entirely comparable to those made to the Numericable Group operating income and may not be exhaustive.

NOTE 6. SUMMARY OF RECLASSIFICATIONS MADE TO SFR FINANCIAL INFORMATION

There are certain differences in the way in which Numericable Group and SFR Group present items on their respective statements of financial position and statements of income. As a result, certain items have been reclassified in the unaudited pro forma condensed consolidated financial information to comply with Numericable Group's presentation, as disclosed in the following table:

	SFR 2013 Combined Financial Statements	Reclassifications	SFR 2013 as presented in the Pro Forma Financial Information
ASSETS			
Trade receivables and other receivables	2,558	(3)	2,555
Income tax receivable	—	3	3
EQUITY AND LIABILITIES			
Trade payables and other current liabilities	4,874	17	4,891
Other current financial liabilities	17	(17)	—