



numericable^{THD}

SFR

“The Future Begins Today”



*Creating the French Champion in Very High Speed
Fixed – Mobile Convergence*

17 March 2014

Disclaimer

This presentation contains statements about future events, projections, forecasts and expectations that are forward-looking statements. Any statement in this presentation that is not a statement of historical fact is a forward-looking statement that involves known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These risk and uncertainties include those discussed or identified in the *Document de Base* of Numericable Group filed with the *Autorité des Marchés Financiers* ("AMF") under number I.13-043 on September 18, 2013 and its *Actualisation* filed with the AMF under number D.13-0888-A01 on October 25, 2013. In addition, past performance of Numericable Group cannot be relied on as a guide to future performance. Numericable Group makes no representation on the accuracy and completeness of any of the forward-looking statements, and, except as may be required by applicable law, assumes no obligations to supplement, amend, update or revise any such statements or any opinion expressed to reflect actual results, changes in assumptions or in Numericable Group's expectations, or changes in factors affecting these statements. Accordingly, any reliance you place on such forward-looking statements will be at your sole risk.

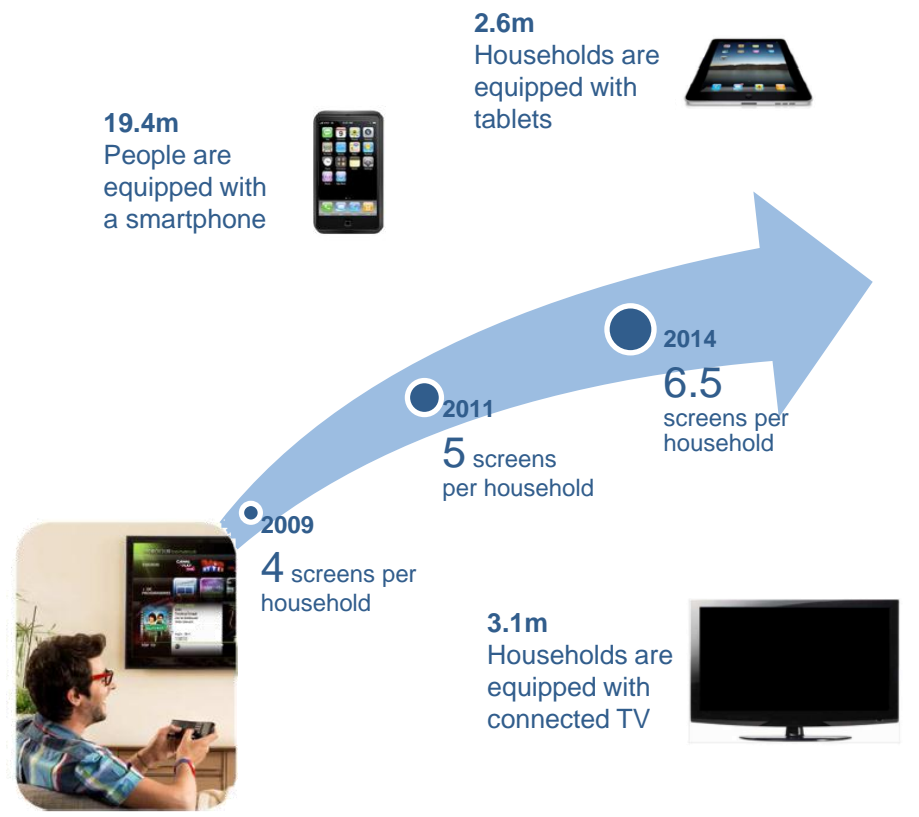
This presentation does not contain or constitute an offer of Numericable Group's or Altice's shares for sale or an invitation or inducement to invest in Numericable Group's or Altice's shares in France, the United States of America or any other jurisdiction.

Our Ambition: Create the French Champion in Very High Speed Fixed-Mobile Convergence

- ✓ Fixed-Mobile Convergence is the New Paradigm for Our Customers
- ✓ We Benefit From Complementary Networks and Talents
- ✓ We Will Deliver Superior Growth Through Higher and Better Investment
- ✓ Strong Value Creation Through Significant Industrial Synergies

Exponential Consumer Needs for Speed and Bandwidth: Fixed-Mobile Convergence is a Must

French Households Increasingly Connected...



... Driving Exponential Needs for More Speed and Bandwidth

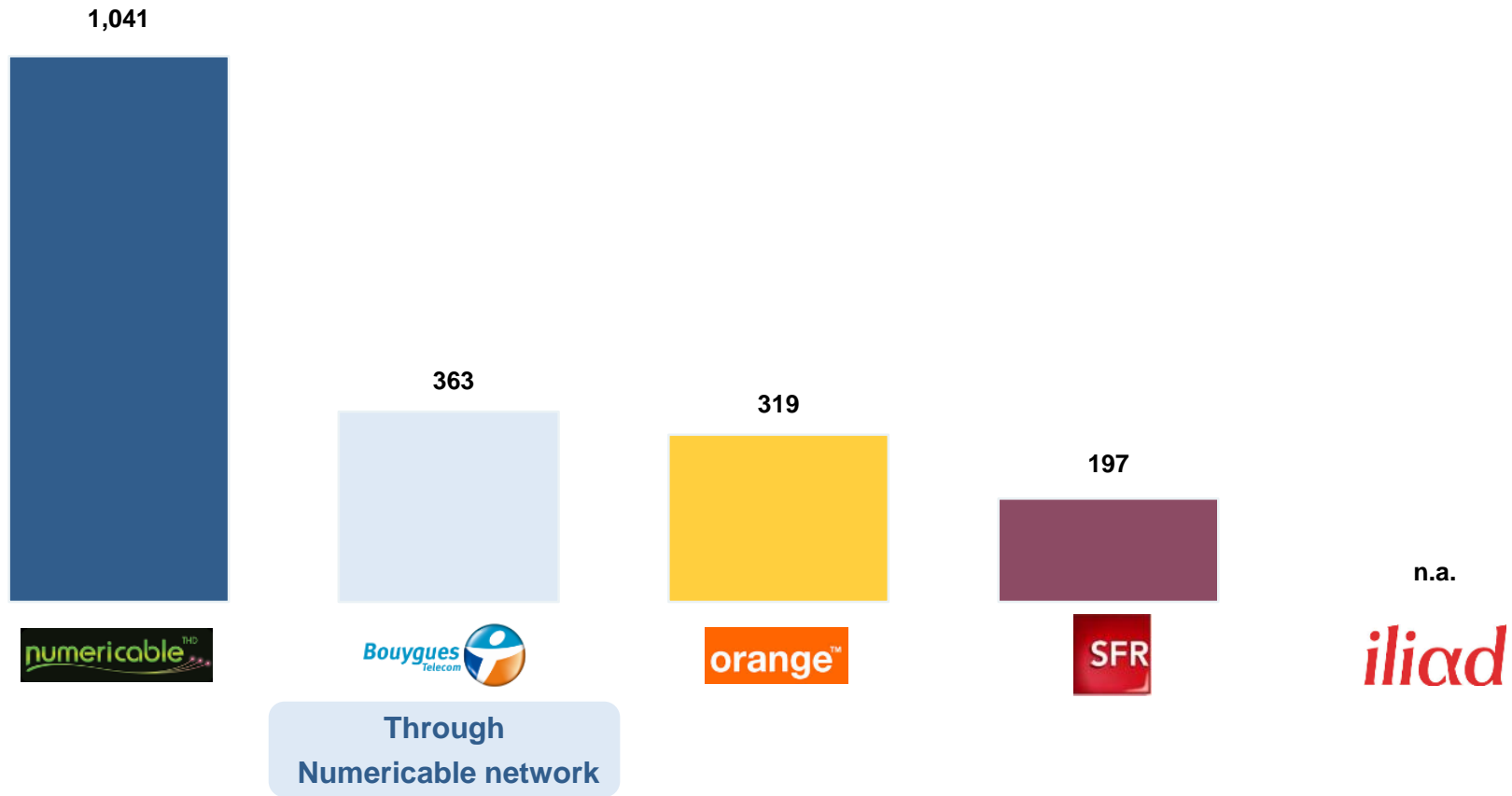
Multi Screen Household with Fixed and Mobile Devices Overall need of ~80 Mbps



Fixed-Mobile Convergence is a key trend in the sector
(Vodafone / Kabel Deutschland...)

Numericable is the Clear Leader in Very High Speed Fixed Broadband in France

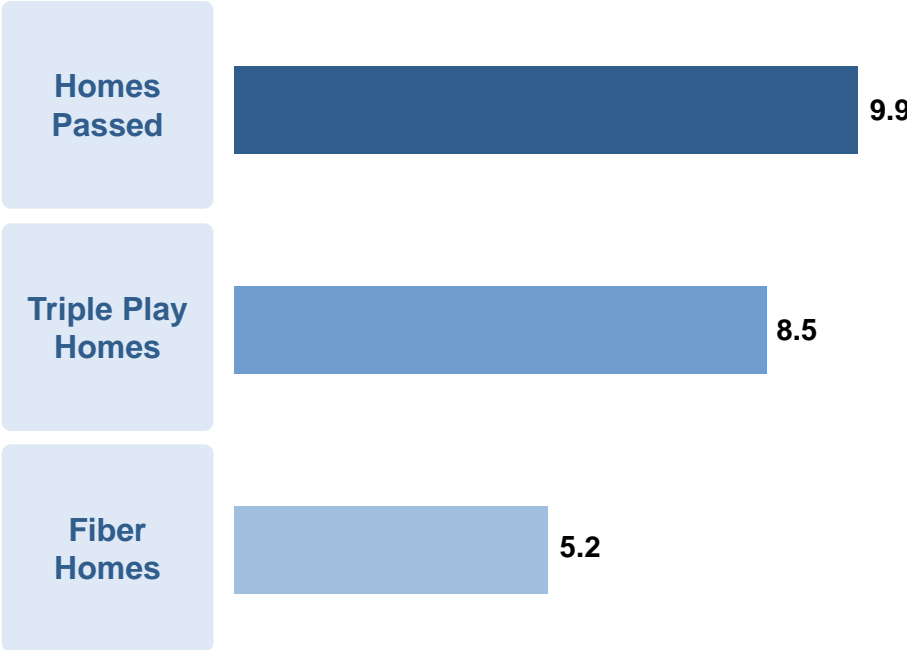
of Very High Speed Broadband Customers – as per ARCEP Definition (in Thousands)



Numericable is the #1 Fiber Network in France

Superior Coverage Advantage

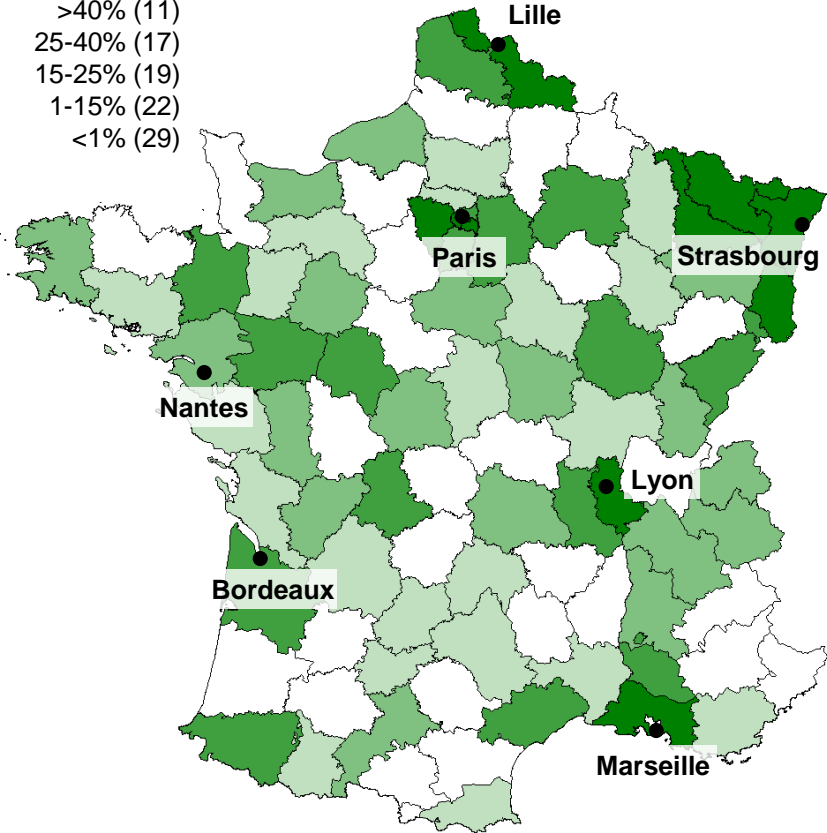
Households as of Q4 13 (m)



The Most Advanced Fiber Network in France

% Connectable Households (Departments)

- >40% (11)
- 25-40% (17)
- 15-25% (19)
- 1-15% (22)
- <1% (29)



Cable Delivers Superior Speed: A Future-Proof Technological Edge

Numericable Ranks #1 in Independent Speed Tests



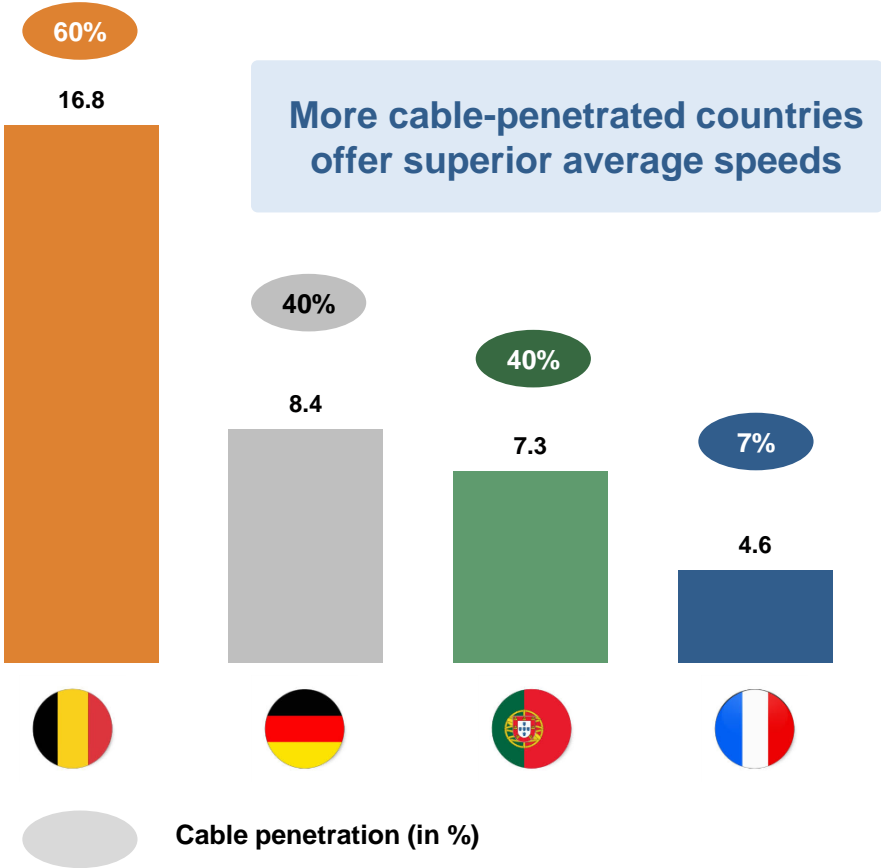
Measurement of YouTube download throughput



Independent benchmark published in 01net

Benchmarking Selected European Countries Download Speeds¹

Average Download Speed by Country – As per Google MLAB (in Mbps)



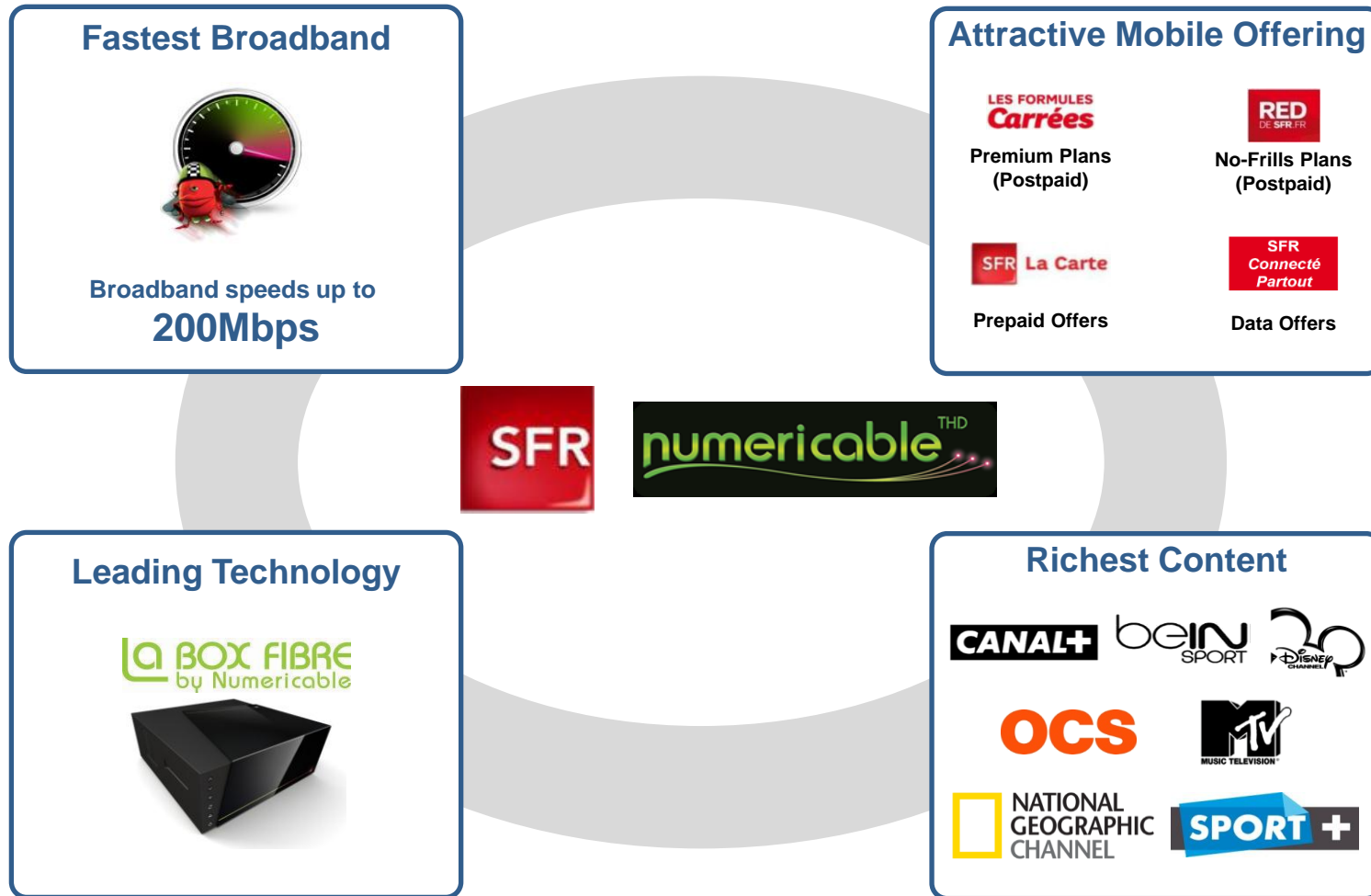
Numericable – SFR: Perfect Complementarity of Premium Networks



- ✓ 10m homes passed in more than 1,300 cities (~40% of households)
- ✓ 8.5m 3-Play homes¹
- ✓ #1 fiber network in France
- ✓ 5.2m fiber homes²
- ✓ State-of-the-art 3G+/4G mobile network
- ✓ 1,200 cities covered by 4G (40% coverage)
- ✓ ~57,000km fiber lines
- ✓ 1.6m fiber homes

Unique infrastructure in Europe to seize new opportunities arising from Fixed – Mobile convergence

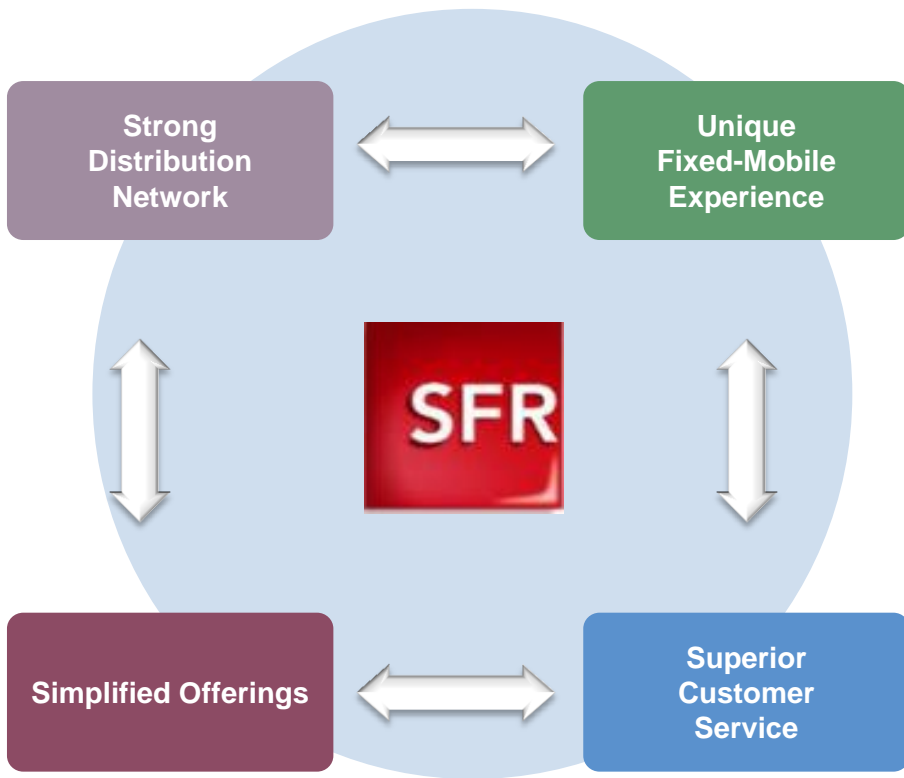
Offering Best Products and Value Proposition to Our Customers



The Power of SFR Brand on Numericable Fiber Network

Leveraging the Power of SFR Brand...

...Through a Multi-Channel Distribution Network



SFR Service Client & Assistance



850+ Combined # of Shops

An Industrial Project Driving Sustainable Growth in All Market Segments

<p>Growth in B2C Fixed</p>	<p>Leading Pay-TV and 3P operator for residential customers with ~7 m subscribers</p> <ul style="list-style-type: none"> ⊙ Leverage fundamental network advantage to address growing demand for next generation services (Very High Speed, convergence, interactivity, cloud...) ⊙ Ideally positioned to offer Triple-Play and Very High Speed services at competitive prices
<p>Growth in B2C Mobile</p>	<p>#2 Mobile operator with ~21 m subscribers¹</p> <ul style="list-style-type: none"> ⊙ Leading through Quad-Play, convergence and innovation ⊙ The power of SFR brand combined with enhanced multi-channel distribution
<p>Growth in B2B</p>	<p>Leading alternative operator with a combined ~20% market share</p> <ul style="list-style-type: none"> ⊙ Integrated infrastructure to offer full suite of voice and data services ⊙ Best symmetrical bandwidth throughout the French territory ⊙ Increasing sales force to boost market share gains
<p>Growth in Wholesale</p>	<p>Partner of choice for MVNOs and FVNOs</p> <ul style="list-style-type: none"> ⊙ Monetization of extra network capacity ⊙ A leading nation-wide operator on wholesale voice and data

A Project Anchoring Strong Commitments to the French Government

Investment

- Investment in networks and fiber is part of our DNA
- 12m Fiber Homes by 2017 and 15m by 2020, delivering the French Government Very High Speed Plan

Employment

- Combination of complementary talents with no negative social impact
- A growth-oriented industrial project which will drive job creation

Customers

- Best value-for-money proposition in Very High Speed Fixed Broadband
- No price increase on 4G offerings

French Suppliers

- Working with the best French suppliers (in France and abroad)

A Combination Driving Strong Value Creation Through Significant Industrial Synergies

Synergies	Comments	2017 Run-Rate Synergies	
		EBITDA	Capex
B2C	<ul style="list-style-type: none"> Transfer of 20-30% of SFR's DSL customers onto Numericable network Premium fiber / TV offered to SFR customers Commercial efforts focused on VHS footprint 	~ €210 m	~ €90 m
B2B	<ul style="list-style-type: none"> Better commercial efficiency through redeployment of salesforce 	~ €145 m	
Network	<ul style="list-style-type: none"> Optimisation of SFR backhaul on Numericable network Optimisation of Completel and SFR DSL networks Optimisation of SFR fiber rollout plan 	~ €95 m	~ €160 m
Other	<ul style="list-style-type: none"> Optimisation of procurement Optimisation of marketing spending (convergence towards a unique brand) Optimisation of IT through simplification of processes and offerings 	~ €280 m	~ €125 m
Total EBITDA – Capex Synergies		~ €730 m	~ €375 m

Over €1 Bn of cash-flow synergies – NPV in excess of €10 Bn

Clear upside from additional growth and revenue synergies (not factored in)

We Will Drive Sustainable Growth With Clear Medium-Term Targets

Medium-Term Growth Targets

<p>Fixed Market Share</p>	<ul style="list-style-type: none"> ⦿ B2C: from 25% today to 45% (on our Very High Speed Broadband footprint) ⦿ B2B: from ~20% today to 30%
<p>ARPU</p>	<ul style="list-style-type: none"> ⦿ ARPU expansion driven by penetration of Very High Speed Broadband products ⦿ Simplified offers and focus on Fixed-Mobile offering
<p>Revenue</p>	<ul style="list-style-type: none"> ⦿ 2% to 5% annual Revenue growth
<p>EBITDA</p>	<ul style="list-style-type: none"> ⦿ Targeting 40% consolidated margin
<p>Capex</p>	<ul style="list-style-type: none"> ⦿ ~20% of Revenue, with acceleration of fiber roll-out and Capex optimisation

Summary Terms of the Transaction

€11.75 Bn in cash for Vivendi

32% ownership for Vivendi in the New Numericable – SFR Group

Altice to retain control of the New Numericable – SFR Group

**New Numericable – SFR Group to remain based in Paris
and listed on the Paris Euronext Stock Exchange**



numericable^{THD}

SFR

“The Future Begins Today”



*Creating the French Champion in Very High Speed
Fixed – Mobile Convergence*

17 March 2014