



NOTICE n. 346	March 02, 2020	EuroTLX
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Sender: **Borsa Italiana SpA**
Target Company: ---
Object: **Suspension**

Text

Please be informed that Eurotlx provides, for the following instruments, the suspension from 04/03/2020, preliminary to the subsequent delisting subject to the fulfillment of the conditions precedent as per attached document.

ISIN	Des	Payment Amount	Payment Date	Currency
XS1992154341	ALTICE LUX 8% CALL 15MG27	101%	06/03/2020	EUR

NOTICE OF CONDITIONAL FULL EURO REDEMPTION

**To the Holders of All Outstanding
Altice Luxembourg S.A.**

**8% Euro-Denominated Senior Notes due 2027 (the
“Euro Notes”)**

ISIN / Common Code:

Rule 144A – XS1992154424 / 199215442

Reg. S – XS1992154341 / 199215434

NOTICE IS HEREBY GIVEN by the Trustee (as defined herein) in the name of the Issuer (as defined herein) and delivered to Euroclear Bank S.A./N.V and Clearstream Banking, *société anonyme*, for communication to the Holders pursuant to Sections 3.03 and 12.01 of the indenture dated as of May 8, 2019 as amended and supplemented from time to time (the “**Indenture**”) among, *inter alios*, Altice Luxembourg S.A. (previously Altice S.A., the “**Issuer**”) and Deutsche Bank Trust Company Americas as trustee, and Euro registrar (the “**Trustee**”) and Deutsche Bank AG, London Branch as Euro paying agent, Euro transfer agent and security agent (the “**Euro Paying Agent**”), governing the Euro Notes, that, pursuant to Sections 3.01, 3.03 and 3.10 of the Indenture and paragraphs 5(e) and 9 of each of the Notes issued thereunder, the Issuer has elected to redeem and will redeem (the “**Redemption**”), subject to the satisfaction of the Repayment Condition (as defined below) €82,626,000 aggregate principal amount of the Euro Notes on March 6, 2020 (the “**Euro Redemption Date**”), at the redemption price equal to 101% of the principal amount of the Euro Notes redeemed, *plus* accrued and unpaid interest thereon to, but not including, the Euro Redemption Date (the “**Euro Redemption Amount**”).

Note	Certificate number(s)
199215442	A-1
199215434	S-1

The total accrued and unpaid interest on the redeemed portion of the Euro Notes payable on the Euro Redemption Date will be €2,038,108.00. Accordingly, the Euro Redemption Amount will be €85,490,368.00. The record date will be March 5, 2020, which is one Business Day prior to the Euro Redemption Date. The Euro Notes to be redeemed will be selected in accordance with the procedures of Euroclear and Clearstream pursuant to Section 3.02 of the Indenture.

In the event that the Repayment Condition (as defined below) has not been satisfied or waived by the Issuer on or prior to the Business Day immediately preceding the Euro Redemption Date, the Redemption may not occur and this Notice of Conditional Euro Redemption may be rescinded. Accordingly, none of the Euro Notes shall be deemed due and payable on the Euro Redemption Date unless and until the Repayment Condition is

satisfied or waived by the Issuer in its sole discretion. If the Repayment Condition is not satisfied or waived, any Notes previously surrendered to the Euro Paying Agent shall be returned to the Holders thereof.

The Redemption is subject to and conditional upon the Issuer obtaining debt or other financing for the Redemption on terms and conditions satisfactory to the Issuer in its sole discretion (the “**Repayment Condition**”). Upon satisfaction of the Repayment Condition, the Redemption will not be subject to any further conditions, and the Notes will become due and payable on the Euro Redemption Date at the Euro Redemption Amount. If the Issuer determines that the Repayment Condition will not be satisfied, then this Notice of Conditional Euro Redemption will be revoked, interest on the portion of the Euro Notes to be redeemed will continue to accrue, and any Euro Notes previously surrendered to the Euro Paying Agent as part of the Redemption will be promptly returned. The Repayment Condition may be waived by the Issuer in its sole discretion.

Unless the Issuer defaults in paying the Euro Redemption Amount, or the Euro Paying Agent is prohibited from making such payment pursuant to the terms of the Indenture, interest on the redeemed portion of the Euro Notes will cease to accrue on the Euro Redemption Date, and the only remaining right of the holders of the applicable Euro Notes after the Euro Redemption Date shall be the right to receive payment of the Redemption Amount, upon surrender to the Euro Paying Agent of the Notes. Pursuant to Section 12.06 of the Indenture, if a payment date is not a Business Day, payment shall be made on the next succeeding day that is a Business Day, and no interest shall accrue for the intervening period. If a regular record date is not a Business Day, the record date shall not be affected.

The Notes must be surrendered to the Euro Paying Agent to collect the Redemption Amount at the following address:

If by mail or overnight courier:

To the Euro Paying Agent:
Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
London EC2N 2DB
United Kingdom
Attention of: TAS (Debt & Agency Services)

Capitalized terms used and not otherwise defined in this notice have the meanings ascribed to them in the Indenture.

By: Altice Luxembourg S.A. as Issuer

Dated: February 25, 2020

<p>*The common codes and ISIN numbers are included solely for the convenience of the holders of the Notes. None of the Trustee, the Euro Paying Agent or the Issuer shall be responsible for the selection or use of any common code or ISIN number, nor is any representation made as to its correctness or accuracy in this Notice of Conditional Euro</p>
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Redemption or on any Note. Each Holder may be subject, under certain circumstances, to backup withholding tax with respect to payment of the Euro Redemption Amount. Such backup withholding may be applicable if such Holder, among other things, fails to (i) furnish its correct taxpayer identification number, (ii) certify under penalties of perjury that it is not currently subject to backup withholding or (iii) otherwise comply with applicable backup withholding requirements. A Holder that wishes to avoid the imposition of a backup withholding tax should submit an Internal Revenue Service Form W-9 or W-8, as applicable, to the Euro Paying Agent.