

CABLEVISIÓN HOLDING S.A.
Secretary of Commerce Approves Merger

On 29 June 2018, Cablevisión Holding S.A. (the “Company”) informed the Argentine Securities Commission and the Buenos Aires Stock Exchange that the Secretary of Commerce had approved the economic concentration transaction consisting in the merger by way of absorption of Cablevisión S.A. (“Cablevisión”), as absorbed company, by Telecom Argentina (a subsidiary of the Company) as surviving company, in the terms of paragraph a) of Article 13 of Law No. 25,156, by means of Resolution No. 374 APN-SECC#MP, dated 29 June 2018, notified to the Company on that same date. Under such Resolution, the Secretary of Commerce resolved among other things:

*“ARTICLE 1: (relevant sections) We hereby approve the assignment of ONE HUNDRED FORTY THREE THOUSAND FOUR HUNDRED SIXTY FOUR (143,464) residential clients of the Internet service rendered under the brand ARNET to the firm UNIVERSO NET S.A., implemented through FIVE (5) final contracts that have already been executed (...), and therefore, **we hereby authorise in the terms of paragraph a) of Article 13 of Law No. 25,156 the merger transaction whereby TELECOM ARGENTINA S.A. absorbs CABLEVISION S.A.**”*

“ARTICLE 2: We hereby accept the conduct undertaking filed on 21 May 2018 by CABLEVISION S.A., CABLEVISIÓN HOLDING S.A., TELECOM ARGENTINA S.A. and FINTECH TELECOM LLC (and as successor of FINTECH MEDIA LLC), which, as joint signature Schedule No. IF-2018-30740468-APN-CNDC#MP, is an integral part of the majority Opinion No. IF2018-30780664-APN-CNDC#MP, whereby TELECOM ARGENTINA S.A. “undertakes to limit until 1 January 2019, or until the possibility to request the registration of satellite subscription television by all operators of TIC services ,whatever occurs first, the integrated marketing of Subscription Television services by physical link with the Mobile Communications service in all locations where, to date, it renders Subscription Television services by physical link,” understanding integrated marketing to mean “exclusively the joint sale of the services indicated in the previous paragraph (Subscription Television services by physical link and Mobile Communications) under a single fee or a single invoice,” additionally offering “to extend the term of the limitation until 1 July 2019, or until the possibility is granted to request the registration of satellite subscription television to all operators of TIC services, whatever occurs first, in those locations where to date it renders Subscription Television services by physical link excluding Area II, as defined under Decree No. 1461/93, as amended, and the cities of Rosario, Province of Santa Fe, and Córdoba, Province of Córdoba,” clarifying that the “offer to extend the term shall cease automatically when in the same location another operator makes an integrated offer of the Subscription Television Service by physical link and the Mobile Communication service.”

“ARTICLE 3: We hereby accept the conduct undertaking filed on 21 May 2018 by CABLEVISION S.A., CABLEVISION HOLDING S.A., TELECOM ARGENTINA S.A. and FINTECH TELECOM LLC (and as successor company of FINTECH MEDIA LLC), which, as joint signature Schedule No. IF-2018-30740468-APN-CNDC#MP, is an integral part of the majority Opinion No. IF2018-30780664-APN-CNDC#MP, whereby TELECOM ARGENTINA S.A. “undertakes to offer the possibility that any current or new ISP may provide the retail broadband service by leveraging the use of its copper network under ADSL technology,” indicating that “This wholesale offer is open to any ISP under the same commercial conditions for the purpose of allowing them to offer products with speeds of up to 6MB in all the capillarity of TELECOM’s copper network” and that “The only localities excluded from this offer are the 28 localities in which TELECOM divested the clients of the broadband service rendered under the brand ARNET,” clarifying that “this commitment allows any ISP to offer products with speeds of up to 6MB in all the capillarity of TELECOM’s copper network” and that “The ISP will be able to use its service with the same processes, systems and technological infrastructure that TELECOM uses for its final clients (such as Dslams and international departure),” all as set forth in the document that they have called “Reference Offer of Wholesale Contract” that they have attached as joint signature Schedule No. IF-2018-30740468-APN-CNDC#MP to the abovementioned Opinion.”



Attached as Exhibit A is a free translation of the relevant sections of Secretary of Commerce Resolution No. 374 APN-SECC#MP, dated 29 June 2018.

Enquiries:

Mr. Agustín Medina Manson
Head of Investor Relations

Mr. Patricio Gentile
Sr. Analyst of Investor Relations

www.cablevisionholding.com
Email: ir@cablevisionholding.com
Tel: (+54 11) 4309 – 3417

FREE TRANSLATION

Republic of Argentina – National Executive Branch
2018 – Year of the Centennial of the University Reform

Resolution

Number: RESOL-2018-374 APN-SECC#MP

CITY OF BUENOS AIRES
Friday 29 June 2018

Reference: EX-2017-19218822- -APN-DDYME#MP

HAVING REVIEWED File No. EX-2017-19218822- -APN-DDYME#MP and File No. EX-2018-16212149- -APN-DGD#MP, and

WHEREAS:

[Recitals intentionally omitted]

Therefore,

THE SECRETARY OF COMMERCE
RESOLVES:

ARTICLE 1^o. – We hereby approve the assignment of ONE HUNDRED FORTY THREE THOUSAND FOUR HUNDRED SIXTY FOUR (143,464) residential clients of the Internet service rendered under the brand ARNET to the firm UNIVERSO NET S.A., implemented through FIVE (5) final contracts that have already been executed, namely: Client Roster Transfer Agreement dated as of 5 April 2018 and accepted on the same date, Infrastructure Lease Agreement dated as of 5 April 2018 and accepted on the same date, Wholesale Service Agreement dated as of 5 April 2018 and accepted pursuant to the terms thereof, Brand Use License Agreement, dated as of 5 April 2018 and accepted on the same date, and Framework Agreement dated as of 5 April 2018 and accepted on the same date, whereby TELECOM ARGENTINA S.A.: (a) transfers to UNIVERSO NET S.A. ONE HUNDRED FORTY THREE THOUSAND FOUR HUNDRED SIXTY FOUR (143,464) residential clients of the Internet service rendered under the brand ARNET in the following locations: in the Province of Buenos Aires: San Nicolás de los Arroyos and Villa Ramallo; in the Province of Córdoba: in Ciudad de Córdoba, Bell Ville, Cosquín, Jesús María, La Calera, La Falda, Laboulaye, Leones, Mendiolaza, Río Ceballos, Río Cuarto, Saldan, San Francisco, Unquillo, Villa Carlos Paz, Villa María and Villa Nueva; in the Province of Entre Ríos: Concepción del Uruguay, Gualeguay and Gualeguaychú; in the Province of Misiones: Posadas; in the Province of Santa Fe: Arroyo Seco, Cañada de Gómez, Casilda, Firmat and Villa Constitución; (b) leases to UNIVERSO NET S.A. infrastructure, in order to lay the microfibre necessary to evolve the internet access service to the transferred clients; (c) renders the Zeus service to UNIVERSO NET S.A. in the service areas in the localities where the transferred clients are located; (d) grants UNIVERSO NET S.A. a non-exclusive license to use the brand ARNET to market and promote the internet access service to the transferred clients; and (e) enters into a framework agreement with UNIVERSO NET S.A. in order to set forth the obligations of the parties to continue to provide to the clients transferred to UNIVERSO NET S.A. the internet access service using DSL technology (ADSL or VDSL, as applicable) and to the new clients of UNIVERSO NET S.A. that may be added with the same technology, and therefore, we hereby authorise in the terms of paragraph a) of Article 13 of Law No. 25,156 the merger transaction whereby TELECOM ARGENTINA S.A. absorbs CABLEVISION S.A.

ARTICLE 2º. – We hereby accept the conduct undertaking filed on 21 May 2018 by CABLEVISION S.A., CABLEVISIÓN HOLDING S.A., TELECOM ARGENTINA S.A. and FINTECH TELECOM LLC (and as successor of FINTECH MEDIA LLC), which, as joint signature Schedule No. IF-2018-30740468-APN-CNDC#MP, is an integral part of the majority Opinion No. IF2018-30780664-APN-CNDC#MP, whereby TELECOM ARGENTINA S.A. “undertakes to limit until 1 January 2019, or until the possibility to request the registration of satellite subscription television by all operators of TIC services ,whatever occurs first, the integrated marketing of Subscription Television services by physical link with the Mobile Communications service in all locations where, to date, it renders Subscription Television services by physical link,” understanding integrated marketing to mean “exclusively the joint sale of the services indicated in the previous paragraph (Subscription Television services by physical link and Mobile Communications) under a single fee or a single invoice,” additionally offering “to extend the term of the limitation until 1 July 2019, or until the possibility is granted to request the registration of satellite subscription television to all operators of TIC services, whatever occurs first, in those locations where to date it renders Subscription Television services by physical link excluding Area II, as defined under Decree No. 1461/93, as amended, and the cities of Rosario, Province of Santa Fe, and Córdoba, Province of Córdoba,” clarifying that the “offer to extend the term shall cease automatically when in the same location another operator makes an integrated offer of the Subscription Television Service by physical link and the Mobile Communication service.”

ARTICLE 3º. – We hereby accept the conduct undertaking filed on 21 May 2018 by CABLEVISION S.A., CABLEVISION HOLDING S.A., TELECOM ARGENTINA S.A. and FINTECH TELECOM LLC (and as successor company of FINTECH MEDIA LLC), which, as joint signature Schedule No. IF-2018-30740468-APN-CNDC#MP, is an integral part of the majority Opinion No. IF2018-30780664-APN-CNDC#MP, whereby TELECOM ARGENTINA S.A. “undertakes to offer the possibility that any current or new ISP may provide the retail broadband service by leveraging the use of its copper network under ADSL technology,” indicating that “This wholesale offer is open to any ISP under the same commercial conditions for the purpose of allowing them to offer products with speeds of up to 6MB in all the capillarity of TELECOM’s copper network” and that “The only localities excluded from this offer are the 28 localities in which TELECOM divested the clients of the broadband service rendered under the brand ARNET,” clarifying that “this commitment allows any ISP to offer products with speeds of up to 6MB in all the capillarity of TELECOM’s copper network” and that “The ISP will be able to use its service with the same processes, systems and technological infrastructure that TELECOM uses for its final clients (such as Dslams and international departure),” all as set forth in the document that they have called “Reference Offer of Wholesale Contract” that they have attached as joint signature Schedule No. IF-2018-30740468-APN-CNDC#MP to the abovementioned Opinion.

ARTICLE 4º. - Let CABLEVISION S.A., CABLEVISION HOLDING S.A., TELECOM ARGENTINA S.A. and FINTECH TELECOM LLC (and as successor of FINTECH MEDIA LLC) know, that in the event of a breach of the commitment accepted under Articles 2º and 3º hereof, *ex officio* or at the request of any interested party, the competent authority may proceed, if applicable, to initiate the pertinent proceedings to establish if such breaches may qualify as an infraction of Article 1º of Law No. 27,442.

ARTICLE 5º. – The NATIONAL COMMUNICATIONS AGENCY is hereby required to carry out the necessary oversight in order for TELECOM ARGENTINA S.A. not to use the spectrum exceeding the limit of 140 MHz pursuant to Resolution No. 5644 dated as of 21 December 2017 of the NATIONAL COMMUNICATIONS AGENCY.

ARTICLE 6º. – We hereby recommend the NATIONAL COMMUNICATIONS AGENCY to arbitrate the necessary means to speed up the process of returning the excess spectrum.

ARTICLE 7º. – We hereby recommend the MINISTRY OF MODERNIZATION and the NATIONAL COMMUNICATIONS AGENCY that, in the planning of future tenders for spectrum, they take into account the distribution of spectrum, not only with respect to total quantities, but also with regard to the quantities of each frequency, so that the general efficiency and competition among operators are promoted.

ARTICLE 8º. – We hereby recommend the MINISTRY OF MODERNIZATION and the NATIONAL COMMUNICATIONS AGENCY to implement a plan to reorder the spectrum that optimises the use of all the available spectrum in competitive conditions and that provides certainty for the development of investments in network deployment and mobile communication services, with the objective of accompanying the growth of traffic and improving the quality of service.

ARTICLE 9º. – We hereby recommend the MINISTRY OF MODERNIZATION and the NATIONAL COMMUNICATIONS AGENCY to provide that mobile operators with their own infrastructure make reference offers for Virtual Mobile Operators under non-exclusive and non-discriminatory conditions, setting forth the terms for such offers to provide the technical and economic conditions that allow for the viability of new entrants to render mobile communication services.

ARTICLE 10. – TELECOM ARGENTINA S.A. is hereby required to publish the assignment of clients that was carried out, the two conduct undertakings assumed by the company and the communication made under Article 4º hereof in a national newspaper of broad circulation.

ARTICLE 11. – We hereby reject the statement postulated by CABLEVISION S.A. and CABLEVISION HOLDING S.A. with respect to the lack of [technical] suitability of the witness representing the company AMX ARGENTINA S.A.

ARTICLE 12. – CABLEVISION S.A., CABLEVISION HOLDING S.A., TELECOM ARGENTINA S.A. and FINTECH TELECOM LLC (and as successor of FINTECH MEDIA LLC) are hereby exempted from filing the public translation of the documents named “Exercise Notice” and “Notice of Acceptance”, both dated as of 27 December 2017, attached to the filing of 22 June 2018, and declare that the free translation that was filed is deemed sufficient.

ARTICLE 13. – We hereby consider the Opinions (majority vote) as IF-2018-30780664-APN-CNDC#MP and its joint signature Schedule IF-2018-30740468-APN-CNDC#MP, and (minority vote) as IF-2018-30783021-APN-CNDC#MP, all dated as of 28 June 2018, issued by the NATIONAL ANTITRUST COMMISSION, a de-concentrated agency within the competence of the COMMERCE SECRETARIAT of the MINISTRY OF PRODUCTION, which form an integral part of this resolution, as stated in the recitals hereof.

ARTICLE 14. – Let TELECOM ARGENTINA S.A., CABLEVISION S.A., CABLEVISION HOLDING S.A., FINTECH TELECOM LLC (and as successor of FINTECH MEDIA LLC) and to UNIVERSO NET S.A. be notified.

ARTICLE 15. – Let this Resolution be communicated and filed.

Digitally signed by BRAUN Miguel
Date: 2018.06.29 13:41:59 ART
Location: Ciudad Autónoma de Buenos Aires

Miguel Braun
Secretary
Commerce Secretariat
Ministry of Production