Financial Report and Unaudited Condensed Financial Statements for the First Quarter Ended March 31, 2009

VIVENDI

Société anonyme with a Management Board and Supervisory Board with a share capital of €6,439,214,545.50

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Selected key consolidated financial data

	1st Quarter Ended March 31,		Year Ended December 31,			
Consolidated data	2009	2008	2008	2007	2006	2005
Revenues	6,530	5,280	25,392	21,657	20,044	19,484
EBITA (a)	1,393	1,203	4,953	4,721	4,370	3,985
Earnings attributable to equity holders of the parent	477	555	2,603	2,625	4,033	3,154
Ajusted net income (a)	649	697	2,735	2,832	2,614	2,218
Financial Net Debt (a)	8,340	4,832	8,349	5,186	4,344	3,768
Equity	27,309	22,020	26,626	22,242	21,864	21,608
o/w attributable to equity holders of the parent	23,097	19,872	22,625	20,342	19,912	18,769
Cash flow from operations, before capital expenditures, net (CFFO before capex, net)	1,698	1,625	7,056	6,507	6,111	5,448
Capital expenditures, net (capex, net) (b)	770	538	2,001	1,626	1,645	1,291
Cash flow from operations (CFFO) (a)	928	1,087	5,055	4,881	4,466	4,157
Financial investments	46	138	3,947	846	3,881	1,481
Financial divestments	(10)	(288)	(352)	(456)	(1,801)	(155)
Dividends paid in respect to previous fiscal year	na* (c)	na*	1,515	1,387	1,152	689
Per share amounts						
Weighted average number of shares outstanding	1,170.2	1,164.7	1,167.1	1,160.2	1,153.4	1,149.6
Adjusted net income per share	**0.55**	**0.60**	**2.34**	**2.44**	**2.27**	**1.93**
Number of shares outstanding at the end of the period (excluding treasury shares)	1,170.2	1,164.7	1,170.1	1,164.7	1,155.7	1,151.0
Equity per share attributable to equity holders of the parent	19.74	17.06	19.34	17.47	17.23	16.31
Dividends per share paid in respect to previous fiscal year	**na*** (c)	**na***	**1.30**	**1.20**	**1.00**	**0.60**

In millions of euros, number of shares in millions, data per share in euros.

na*: not applicable

a. Vivendi considers that the non-GAAP measures EBITA, Adjusted net income, Financial Net Debt, and Cash flow from operations (CFFO) are relevant indicators of the group's operating and financial performance. Each of the indicators is defined in the appropriate section of the Financial Report or in the notes to the Condensed Financial Statements for the first quarter ended March 31, 2009. These indicators should be considered in addition to, and not as a substitute for, other GAAP measures of operating and financial performances as presented in the Condensed Financial Statements and the related notes, or described in the Financial Report. Moreover it should be emphasized that other companies may define and calculate these indicators differently than Vivendi, thereby affecting comparability.

b. Capex, net consists of capital expenditures, net of proceeds from property, plant and equipment and intangible assets.

c. The dividend for fiscal year 2008 was set at €1.40 per share, representing a total distribution of approximately €1.6 billion. The ex-dividend date will be May 12, 2009. Each shareholder will have the option to receive the dividend in cash or in ordinary shares at an issue price of €17 per share (ex-dividend). The dividend in cash or in ordinary shares will be paid beginning on June 4, 2009.

I - Financial Report for the first quarter ended March 31, 2009

Preliminary comments:

The Financial Report and the Unaudited Condensed Financial Statements for the first quarter ended March 31, 2009 were approved by Vivendi's Management Board on May 12, 2009.

The Financial Report for the first quarter ended March 31, 2009 should be read in conjunction with the Financial Report for the year ended December 31, 2008 as published in the 2008 "Rapport annuel - Document de référence" that was filed under number D.09-0139 with the "Autorité des marchés financiers" (AMF) on March 19, 2009 (the "Document de référence"). Please also refer to pages 139 to 177 of the English translation[1] of the "Document de Référence" (the "2008 Annual Report") which is provided on our website (www.vivendi.com) for informational purposes.

1 2009 Main developments

1.1 Main developments for the first quarter of 2009

New borrowings set up by Vivendi SA and SFR: Please refer to Section 5.4.1 of this Financial Report.

The Consolidated Global Profit Tax System: By an order dated March 13, 2009, permission to use the Consolidated Global Profit Tax System under Article 209 quinquies of the French tax code was renewed for the period beginning on January 1, 2009 and ending on December 31, 2011. As a reminder, the Consolidated Global Profit Tax System allows Vivendi to consolidate its own profits and losses with the profits and losses of its subsidiaries that are at least 50% directly or indirectly owned and located in France or abroad, as well as Canal+ SA. Under the terms of the permission to use the Consolidated Global Profit Tax System, Vivendi undertook to continue performing its previous years' commitments, in particular with regard to job creation. Please refer to Note 6.1 to the Consolidated Financial Statements for the year ended December 31, 2008 (page 218 of the 2008 Annual Report).

Merger of Neuf Cegetel and SFR: On February 26, 2009, Neuf Cegetel signed a merger agreement pursuant to which SFR would merge with Neuf Cegetel. This merger was completed on March 30, 2009, with retroactive tax effect from January 1, 2009.

Transactions with Jet Multimedia Group: On December 19, 2008, Jet Multimedia, a subsidiary of Neuf Cegetel, sold its Publishing and International Division comprising all Jet Multimedia subsidiaries for €20 million, with the exception of Jet Multimedia France which was purchased by SFR on that same day. On March 12, 2009, Neuf Cegetel, as majority shareholder of Jet Multimedia, filed a buyout offer with the French Autorité des marchés financiers (AMF) for the remaining Jet Multimedia shares held by the public. Neuf Cegetel agreed to acquire, for a price of €5.75 per share, the approximate 3.5 million shares that it did not already own, representing approximately 33% of the share capital of the company.

Stock repurchase program of Activision Blizzard: On November 5, 2008, Activision Blizzard announced that its Board of Directors had authorized a stock repurchase program under which Activision Blizzard can repurchase shares of its outstanding common stock up to an amount of $1 billion. In addition, Vivendi does not intend to sell any of its Activision Blizzard shares in that program and does not have any current plans to buy additional Activision Blizzard shares. As of March 31, 2009, Activision Blizzard repurchased approximately 45 million shares of its common stock for a total amount of $439 million (€319 million), of which 32 million shares were purchased during the first quarter of 2009 for a total amount of $313 million (€234 million). On that date, Vivendi holds a 55.86% interest (non-diluted) in Activision Blizzard (compared to 54.76% as of December 31, 2008).

[1] *This translation is qualified in its entirety by reference to the "Document de référence".*

1.2 Main developments since March 31, 2009

Project of license agreement with the NetEase.com group for *World of Warcraft* in mainland China: On April 16, 2009, Blizzard Entertainment Inc., a subsidiary of Activision Blizzard, announced that Blizzard Entertainment®'s *World of Warcraft®* will be licensed to an affiliated company of NetEase.com, Inc. in mainland China for a term of 3 years.

New tranche of €120 million of the €1 billion original bond issue dated January 2009: Please refer to Section 5.4.1 of this Financial Report.

Annual Shareholders' Meeting of Vivendi held on April 30, 2009: At the Annual Shareholders' Meeting held on April 30, 2009, Vivendi's shareholders notably approved the following recommendations:

- **Dividend paid with respect to fiscal year 2008:** At the Annual Shareholders' Meeting held on April 30, 2009, Vivendi's shareholders approved the Management Board's recommendations relating to the allocation of distributable earnings for fiscal year 2008. As a result, the dividend was set at €1.40 per share, representing a total distribution of approximately €1.6 billion. The ex-dividend date will be May 12, 2009. Each shareholder will have the option to receive the dividend in cash or in ordinary shares at an issue price of €17 per share (ex-dividend). The dividend in cash or in ordinary shares will be paid beginning on June 4, 2009.

- **Conditional compensation upon termination of employment for the Chairman of the Management Board:** As described in Note 25.1 to the Consolidated Financial Statements for the year ended December 31, 2008 (please refer to page 271 of the 2008 Annual Report), the Supervisory Board of Vivendi, at its meeting of February 26, 2009, noted the intention of Mr. Jean-Bernard Lévy, Chairman of the Management Board, to renounce his employment contract upon the renewal of his term of office on April 27, 2009, in accordance with the AFEP-MEDEF recommendations regarding the compensation of corporate officers of listed companies. The recommendations were reviewed during the joint meeting of the Corporate Governance Committee and the Human Resources Committee on November 19, 2008. On December 18, 2008, the Supervisory Board resolved to apply these recommendations in their entirety.
  At its meeting of February 26, 2009, the Supervisory Board approved details of the compensation and benefits in kind granted to the Chairman of the Management Board and compensation payable on the termination of his duties. The latter were approved at the Annual Shareholders' Meeting held on April 30, 2009, in accordance with the provisions of Article L.225-90-1 of the French Commercial Code. A breakdown of these items is presented in Sections 3.2.2.1 and 3.2.2.2 of the 2008 Annual Report (pages 107 and 108).

2 Earnings for the first quarter ended March 31, 2009

2.1 Consolidated earnings and consolidated adjusted net income

CONSOLIDATED STATEMENT OF EARNINGS					ADJUSTED STATEMENT OF EARNINGS
	1st Quarter Ended March 31,		1st Quarter Ended March 31,		
	2009	2008	2009	2008	
Revenues	**6,530**	**5,280**	**6,530**	**5,280**	**Revenues**
Cost of revenues	(3,189)	(2,501)	(3,189)	(2,501)	Cost of revenues
Margin from operations	**3,341**	**2,779**	**3,341**	**2,779**	**Margin from operations**
Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations	(1,918)	(1,564)	(1,918)	(1,564)	Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations
Restructuring charges and other operating charges and income	(30)	(12)	(30)	(12)	Restructuring charges and other operating charges and income
Amortization of intangible assets acquired through business combinations	(148)	(85)			
Impairment losses of intangible assets acquired through business combinations	-	-			
EBIT	**1,245**	**1,118**	**1,393**	**1,203**	**EBITA**
Income from equity affiliates	26	85	26	85	Income from equity affiliates
Interest	(108)	(37)	(108)	(37)	Interest
Income from investments	1	2	1	2	Income from investments
Other financial charges and income	(93)	(22)			
Earnings from continuing operations before provision for income taxes	**1,071**	**1,146**	**1,312**	**1,253**	**Adjusted earnings from continuing operations before provision for income taxes**
Provision for income taxes	(225)	(276)	(185)	(236)	Provision for income taxes
Earnings from continuing operations	**846**	**870**			
Earnings from discontinued operations	-	-			
Earnings	**846**	**870**	**1,127**	**1,017**	**Adjusted net income before minority interests**
Attributable to:					*Attributable to:*
Equity holders of the parent	**477**	**555**	**649**	**697**	**Adjusted net income**
Minority interests	369	315	478	320	Minority interests
Earnings attributable to equity holders of the parent per share - basic (in euros)	**0.41**	**0.48**	**0.55**	**0.60**	**Adjusted net income per share - basic (in euros)**
Earnings attributable to equity holders of the parent per share - diluted (in euros)	**0.40**	**0.47**	**0.55**	**0.60**	**Adjusted net income per share - diluted (in euros)**

In millions of euros, except per share amounts.

2.2 Earnings review

For the first quarter of 2009, **adjusted net income** was €649 million, or €0.55 per share, compared to €697 million, or €0.60 per share for the first quarter of 2008. The €48 million decrease in adjusted net income (-6.9%) was primarily due to the impact of the following items:

- a €190 million **increase in EBITA**, which amounted to €1,393 million. This evolution notably reflected the consolidation of Neuf Cegetel from April 15, 2008 and Activision from July 10, 2008, as well as efficient cost control in all the group's operations. It notably included the performance of Activision Blizzard (+€128 million, of which €124 million was due to the change in deferred income related to the deferral of net revenues and related cost of sales; please refer to the appendix to this Financial Report) and Canal+ Group (+€84 million). For the first quarter of 2009, EBITA included restructuring charges at UMG (€23 million compared to €12 million for the same period in 2008), Activision Blizzard (€13 million) and SFR (€4 million), as well as a net expense related to stock options and other share-based compensation plans (€25 million compared to a €38 million net reversal in the provision for the same period in 2008). In addition, as of March 31, 2008, Canal+ Group's EBITA included two extra days of broadcasting League 1 soccer match days (-€32 million) and transition costs linked to the TPS merger (-€27 million);
- a €59 million decrease in income from equity affiliates;
- a €71 million increase in interest;
- a €158 million increase in earnings attributable to minority interests; and
- a €51 million decrease in tax expenses.

Breakdown of the main items from the statement of earnings

Revenues were €6,530 million compared to €5,280 million for the first quarter of 2008, an increase of €1,250 million (+23.7%, representing +22.1% at constant currency). For a breakdown of revenues by business segment, please refer to Section 4 "Business segment performance analysis".

Restructuring charges and other operating charges and income were a charge of €30 million compared to a charge of €12 million for the first quarter of 2008, an unfavorable difference of €18 million. In the first quarter of 2009, it mainly included restructuring charges at UMG (€23 million related to the rationalization of the recorded music division), Activision Blizzard (€13 million) and SFR (€4 million), whereas in the first quarter of 2008 it mainly included restructuring charges at UMG (€12 million).

EBITA was €1,393 million compared to €1,203 million for the first quarter of 2008, an increase of €190 million (+15.8%, or +13.8% at constant currency). For a breakdown of EBITA by business segment, please refer to Section 4 "Business segment performance analysis".

Amortization of intangible assets acquired through business combinations were €148 million compared to €85 million for the first quarter of 2008, an additional charge of €63 million, notably due to the amortization of intangible assets acquired from Activision in July 2008 (+€36 million, mainly including internally developed franchises, developments in progress and game engines) as well as customer lists and trade names acquired from Neuf Cegetel in April 2008 (+€17 million).

EBIT was €1,245 million compared to €1,118 million for the first quarter of 2008, an increase of €127 million (+11.4%).

Income from equity affiliates was €26 million compared to €85 million for the first quarter of 2008. Vivendi's share of income earned by NBC Universal represented €29 million compared to €53 million for the first quarter of 2008, a decrease driven by the decline of NBC Universal's performance. In addition, for the first quarter of 2008, our share of income from Neuf Cegetel (fully consolidated by SFR from April 15, 2008) amounted to €33 million.

Interest was an expense of €108 million compared to €37 million for the first quarter of 2008, an increase of €71 million. Interest expense on borrowings amounted to €121 million for the first quarter of 2009 compared to €66 million for the first quarter of 2008, a €55 million increase. This increase was mainly driven by the increase in average outstanding borrowings (€10.5 billion for the first quarter of 2009 compared to €6.3 billion for the first quarter of 2008), primarily resulting from the financing of the Neuf Cegetel acquisition by SFR (€4.3 billion) and the Activision acquisition (€1.1 billion), as well as the consolidation of Neuf Cegetel's Financial Net Debt (approximately €1 billion) from April 15, 2008. Interest expense on borrowings also increased due to a rise in the average interest rate on borrowings to 4.62% for the first quarter of 2009 compared to 4.17% for the first quarter of 2008.
Interest income earned on cash and cash equivalents amounted to €13 million for the first quarter of 2009 compared to €29 million for the first quarter of 2008, a decrease of €16 million. This decrease was mainly driven by the decrease in the average interest income rate to 1.63% for the first quarter of 2009 compared to 4.45% for the first quarter of 2008, slightly offset by the increase in average cash and cash equivalents to €3.3 billion for the first quarter of 2009 compared to €2.6 billion for the first quarter of 2008. As of March 31, 2009, the amount of cash and cash equivalents included Activision Blizzard's cash and cash equivalents of €2,201 million (please refer to Section 5.2 of this Financial Report).
For more information, please refer to Note 3 to the Condensed Financial Statements for the first quarter ended March 31, 2009.

Other financial charges and income generated a net charge of €93 million compared to a net charge of €22 million for the first quarter of 2008, an unfavorable difference of €71 million. For more information, please refer to Note 3 to the Condensed Financial Statements for the first quarter ended March 31, 2009.

Provision for income taxes was a net charge of €225 million compared to a net charge of €276 million for the first quarter of 2008. This decrease notably resulted from the change in deferred tax asset related to the Consolidated Global Profit Tax System, which represented an income of €79 million for the first quarter of 2009 compared to a charge of €69 million for the same period in 2008. The 2008 charge of €69 million reflected the lower expected tax savings from the Consolidated Global Profit Tax System following the anticipated utilization by SFR in 2009 of Neuf Cegetel's ordinary losses carried forward. For more information, please refer to Note 5 to the Condensed Financial Statements for the first quarter ended March 31, 2009.
Excluding the impact of other items excluded from adjusted net income, provision for income taxes was a net charge of €185 million for the first quarter of 2009 compared to a net charge of €236 million for the same period in 2008. The decrease in income tax expenses was mainly driven by the current tax savings generated during the first quarter of 2009 (€182 million) resulting from the expected utilization by SFR in 2009 of Neuf Cegetel's ordinary losses carried forward, partially offset by a decrease in the current tax savings generated by the Consolidated Global Profit Tax System during the first quarter of 2009 (€53 million compared to a €148 million current tax savings for the same period in 2008). The €87 million increase in the current tax savings mainly corresponded to the share attributable to minority interests for the first quarter of 2009 recorded by SFR (€80 million), and was the main driver for the decrease in the effective tax rate to 14.4% for the period compared to 20.2% for the first quarter of 2008.
As a reminder, Neuf Cegetel's ordinary losses carried forward were fully recognized in SFR's statement of financial position (€807 million) as part of the purchase price allocation of Neuf Cegetel. Please refer to Note 6 to the Consolidated Financial Statements for the year ended December 31, 2008 (pages 218 to 222 of the 2008 Annual Report).

Earnings attributable to minority interests amounted to €369 million compared to €315 million for the first quarter of 2008. The €54 million increase was mainly driven by Activision Blizzard's minority interests and the increase in Canal+ Group's performance, partially offset by the decrease in SFR's contribution. Excluding the impact of other items excluded from adjusted net income, adjusted net income attributable to minority interests amounted to €478 million compared to €320 million for the first quarter of 2008. In addition to the contribution of Activision Blizzard's minority interests and the increase in Canal+ Group's contribution, the €158 million increase also included the share attributable to minority interests for the first quarter of 2009 in the current tax savings recorded by SFR (€80 million) arising from the expected utilization by SFR in 2009 of Neuf Cegetel's ordinary losses carried forward.

For the first quarter of 2009, **earnings attributable to equity holders of the parent** amounted to €477 million, or €0.41 per share, compared to €555 million, or €0.48 per share for the first quarter of 2008, a decrease of €78 million (-14.1%).

The reconciliation of earnings attributable to equity holders of the parent with adjusted net income is further described in Note 5 to the Condensed Financial Statements for the first quarter ended March 31, 2009. For the first quarter of 2009, this reconciliation notably included the elimination of the reversal of the deferred tax asset (€182 million) related to the expected utilization by SFR of Neuf Cegetel's ordinary tax losses carried forward.

2.3 Vivendi's outlook for 2009

2009 outlook confirmed: Vivendi forecasts strong growth in EBITA.

3 Cash flow from operations analysis

Preliminary comment: *Vivendi considers that the non-GAAP measures cash flow from operations (CFFO) and cash flow from operations after interest and taxes (CFAIT) are relevant indicators of the group's operating and financial performance. These indicators should be considered in addition to, not as substitutes for, other GAAP measures as reported in Vivendi's cash flow statement, presented within the group's Condensed Financial Statements.*

For the first quarter of 2009, cash flow from operations before capital expenditures, net (CFFO before capex, net) generated by business operations amounted to €1,698 million (compared to €1,625 million for the first quarter of 2008), a €73 million increase (+4.5%). This increase was driven by the growth (+€201 million) in EBITDA after changes in net working capital, resulting from performance growth across all the group's businesses and the favorable impact of the consolidation of Neuf Cegetel from April 15, 2008 and Activision from July 10, 2008, partially offset by the increase in net working capital over the quarter and restructuring charges paid (+€28 million), as well as the decrease in dividends received from equity affiliates (-€8 million). For the first quarter of 2009, dividends received from NBC Universal amounted to €134 million (compared to €142 million for the same period in 2008).

For the first quarter of 2009, after capital expenditures, net, cash flow from operations (CFFO) generated by business operations amounted to €928 million compared to €1,087 million for the first quarter of 2008, a decrease of €159 million (-14.6%) resulting from the increase in capital expenditures, net. For the first quarter of 2009, capital expenditures, net amounted to €770 million compared to €538 million for the first quarter of 2008, an increase of €232 million (+43.1%), primarily due to SFR (+€201 million), mainly reflecting the integration of broadband Internet and fixed operations.

Cash flow from operations after interest and income tax paid (CFAIT) was €598 million compared to €576 million for the first quarter of 2008, an increase of €22 million (+3.8%). In addition to the decrease in CFFO (-€159 million), this increase notably reflected the decrease in income tax paid, net (-€201 million) mainly due to the refund during the first quarter of 2009 of tax payments made by French companies for the fiscal year 2008 (reimbursement of €170 million), partially offset by the increase in interest paid, net (+€71 million) resulting from new borrowings set up in 2008 and in the first quarter of 2009 as well as other cash items related to financial operations (including +€42 million related to fees and premium on borrowing issuances that occurred during the first quarter of 2009).

		1st Quarter Ended March 31,		
(in millions of euros)		2009	2008	% Change
Revenues		6,530	5,280	23.7%
Operating expenses excluding depreciation and amortization		(4,566)	(3,689)	-23.8%
EBITDA		*1,964*	*1,591*	*23.4%*
Restructuring charges paid		(48)	(20)	x 2.4
Content investments, net		(142)	(6)	x 23.7
Neutralization of change in provisions included in EBITDA		(78)	(70)	-11.4%
Other cash operating items excluded from EBITDA		(13)	(6)	x 2.2
Other changes in net working capital		(119)	(6)	x 19.8
Net cash provided by operating activities before income tax paid	(a)	***1,564***	***1,483***	***5.5%***
Dividends received from equity affiliates	(b)	134	142	-5.6%
o/w NBC Universal		*134*	*142*	*-5.6%*
Dividends received from unconsolidated companies	(b)	-	-	na*
Cash flow from operations, before capital expenditures, net (CFFO before capex, net)		***1,698***	***1,625***	***4.5%***
Capital expenditures, net (capex, net)	(c)	(770)	(538)	-43.1%
o/w SFR		*(530)*	*(329)*	*-61.1%*
o/w Maroc Telecom Group		*(136)*	*(130)*	*-4.6%*
Cash flow from operations (CFFO)		**928**	**1,087**	**-14.6%**
Interest paid, net	(d)	(108)	(37)	x 2.9
Other cash items related to financial activities	(d)	4	(47)	na*
o/w fees and premium on borrowing issuances		*(42)*	*-*	*na**
Financial activities cash payments		***(104)***	***(84)***	***-23.8%***
Income tax paid, net	(a)	(226)	(427)	47.1%
Cash flow from operations after interest and income tax paid (CFAIT)		**598**	**576**	**3.8%**

na*: not applicable

a. As presented in operating activities of Vivendi's Statement of Cash Flows (please refer to Section 5.3).
b. As presented in investing activities of Vivendi's Statement of Cash Flows (please refer to Section 5.3).
c. Consists of capital expenditures, net of proceeds from property, plant and equipment and intangible assets as presented in investing activities of Vivendi's Statement of Cash Flows (please refer to Section 5.3).
d. As presented in financing activities of Vivendi's Statement of Cash Flows (please refer to Section 5.3).

4 Business segment performance analysis

	1st Quarter Ended March 31,			
(in millions of euros)	2009	2008	% Change	% Change at constant rate
Revenues				
Activision Blizzard	731	221	x 3.3	x 3.0
Universal Music Group	1,026	1,033	-0.7%	-3.2%
SFR	3,028	2,302	31.5%	31.5%
Maroc Telecom Group	640	614	4.2%	2.3%
Canal+ Group	1,119	1,115	0.4%	1.8%
Non-core operations and others, and elimination of intersegment transactions	(14)	(5)	x 2.8	x 2.8
Total Vivendi	**6,530**	**5,280**	**23.7%**	**22.1%**
EBITA				
Activision Blizzard	178	50	x 3.6	x 3.3
Universal Music Group	110	111	-0.9%	-6.2%
SFR	610	624	-2.2%	-2.2%
Maroc Telecom Group	286	268	6.7%	4.6%
Canal+ Group	254	170	49.4%	51.3%
Holding & Corporate	(37)	(11)	x 3.4	x 3.5
Non-core operations and others	(8)	(9)	11.1%	-2.6%
Total Vivendi	**1,393**	**1,203**	**15.8%**	**13.8%**

The information presented above takes into account the consolidation of the following entities from the reported dates:

- at UMG: Univision Music Group (May 5, 2008);
- at Canal+ Group: Kinowelt (April 2, 2008);
- at SFR: Neuf Cegetel (April 15, 2008); and
- at Activision Blizzard: Activision (July 10, 2008). On July 9, 2008, Vivendi Games merged with and into Activision which was renamed Activision Blizzard. On that date, Vivendi held a 54.47% (non-diluted) controlling interest in Activision Blizzard. From an accounting perspective, Vivendi Games is deemed the acquirer of Activision, thereby the figures reported in this Financial Report under the "Activision Blizzard" caption correspond to: (a) Vivendi Games' historical figures from January 1 to July 9, 2008; and (b) the combined business operations of Activision and Vivendi Games from July 10, 2008.

Activision Blizzard (approximately 56% Vivendi economic interest, non-diluted)

Activision Blizzard[2] reported better than expected results driven by strong global consumer response to the *Call of Duty* and *Guitar Hero* franchises and Blizzard Entertainment's *World of Warcraft* despite challenging economic times. *Call of Duty* and *Guitar Hero* remained two of the top-five best-selling franchises in the U.S. and Europe. *World of Warcraft®*: *Wrath of the Lich King™* remained the #1 PC game in dollars in the U.S. for the quarter, according to The NPD Group. Additionally, Activision Blizzard had two of the top-five best-selling titles across all platforms in the U.S. and Europe.

In IFRS, Activision Blizzard's revenues were €731 million and EBITA was €178 million. These reported results include notably the positive impact of the change in deferred net revenues and the related cost of sales which resulted in a €124 million ($165 million) increase in EBITA, partially offset by non-recurring costs resulting from the combination of Activision and Vivendi Games (€10 million) and restructuring charges (€13 million).

On a non-GAAP comparable basis[3], Activision Blizzard's net revenues were $724 million exceeding the non-GAAP comparable basis outlook of $550 million. Non-GAAP comparable basis operating income of core operations was $119 million and included incremental investments made by Blizzard Entertainment for product development and customer service initiatives.

For calendar 2009, Activision Blizzard has raised its outlook for U.S. GAAP net revenues to $4.3 billion, and U.S. GAAP earnings per diluted

2 On July 9, 2008, Vivendi and Activision completed the creation of Activision Blizzard.
3 For the definition of non-GAAP comparable basis, please refer to the appendix to this Financial Report.

share of $0.24. On a non-GAAP comparable basis, the company now expects net revenues of $4.8 billion and non-GAAP comparable earnings per diluted share are expected to be $0.63.

Universal Music Group (UMG) (100% Vivendi economic interest)

Revenues

Universal Music Group's revenues of €1,026 million were broadly in line with the same period last year reflecting higher music publishing activity and increased recorded music sales in Europe, notably in France and in the United Kingdom, in addition to favorable currency movements. At constant currency, revenues declined 3.2%.
Digital sales increased 27.2% to approximately 28% of recorded music sales in the quarter, and artist services and merchandising activity grew 9.3%.
Major sellers in the quarter included the new release from U2 and titles from Lady Gaga, Taylor Swift and Japan's Dreams Come True.

EBITA

Universal Music Group's EBITA of €110 million was stable when compared with the same period last year (€111 million). A margin improvement resulting from a favorable sales mix including higher digital revenues and a reduction in marketing expenses was offset by restructuring costs. At constant currency, EBITA declined 6.2%, reflecting lower sales in North America while last year's first quarter result also benefited from credits from the downward valuation of compensation schemes linked to equity value.

SFR (56% Vivendi economic interest)

Revenues

SFR's revenues increased by 31.5% to €3,028 million compared to the same period in 2008, due to the consolidation of Neuf Cegetel since April 15, 2008. On a comparable basis[4], SFR's revenues decreased by 0.8%. Excluding the impact of the decrease in switched voice revenues and equipment sales, SFR revenues increased by 1.4%.

Mobile revenues[5] amounted to €2,181 million, stable compared to the same period in 2008 due to the decrease in equipment sales by €22 million to €77 million. Mobile service revenues[6] increased by 1.2% to €2,104 million. This increase mainly resulted from the growth of the customer base and of data revenues (+36% compared to the same period in 2008 due to unlimited SMS and MMS offers and mobile Internet development for the mass market and the Enterprise segment). However, the roaming traffic decreased.
For the first quarter of 2009, SFR achieved very good commercial results, adding 118,000 net new mobile customers[7]. This represents a 51% market share of net adds. In addition, SFR improved its customer mix (+3.5 percentage points year-on-year at 69.6%), adding 178,000 new postpaid customers in the period to achieve 13.760 million postpaid customers at the end of March 2009. Moreover, SFR successfully launched the sale of the iPhone on April 8, 2009 (120,000 iPhones already sold).

Broadband Internet and fixed revenues[5] were €934 million, decreasing by 2.7% compared to the same period in 2008 on a comparable basis. Broadband Internet and fixed revenues increased by 2.3%, excluding the impact of the decrease in switched voice revenues.
With the launch of the "neufbox by SFR",SFR achieved an excellent performance once again during the first quarter 2009, adding 163,000 net new broadband Internet active customers in the period, which represents more than 30% of the market net adds.
At the end of March 2009, SFR broadband Internet customer base increased by 9.3% compared to the same period in 2008 on a comparable basis and totaled 4.042 million customers. Additionally, SFR had 164,000 Enterprise data links connected to the SFR network[8] (+10.1% compared to March 2008 on a comparable basis).

EBITA

SFR's EBITDA amounted to €960 million decreasing by €65 million compared to the same period in 2008, on a comparable basis.
SFR's mobile EBITDA decreased by €46 million year-on-year to €827 million. The positive effects of the 1.2% growth in mobile service revenues were more than offset by the commercial dynamism (+0.9 percentage point increase in customer acquisition and retention costs) and the increase in variable fees and interconnection costs due to widespread use of unlimited voice, data and email offers.

[4] Comparable basis illustrates the full consolidation of Neuf Cegetel (excluding Edition and International parts of Jet Multimedia) as if this acquisition had taken place on January 1, 2008.
[5] Mobile revenues and broadband Internet and fixed revenues correspond to revenues before elimination of intersegment operations within SFR.
[6] Mobile service revenues correspond to mobile revenues excluding revenues from net equipment sales.
[7] SFR including Debitel and Neuf Mobile offers clients (438,000 added in SFR customer base at the end of June 2008) and excluding wholesale customer total base. Wholesale customer base can be estimated at 1,068,000 at the end of March 2009.
[8] Since January 1, 2009, the number of enterprise sites connected to the SFR network does not take into account any more the ones sold as white label services (31,000 at the end of December 2008).

SFR's broadband Internet and fixed EBITDA, including Neuf Cegetel operations since April 15, 2008, decreased by €19 million on a comparable basis to €133 million. The increase in customer acquisition and retention costs and the decline in switched voice revenues was partially offset by positive effects of mass market ADSL growth and the stable results of Enterprise and Wholesale segments in a difficult environment.

EBITA amounted to €610 million, decreasing by €69 million compared to the same period in 2008, on a comparable basis. EBITA included depreciation and €4 million of restructuring charges and provisions following the integration of Neuf Cegetel by SFR.

Maroc Telecom Group (53% Vivendi economic interest)

Revenues

Maroc Telecom Group reported revenues of €640 million, up 4.2% compared to the first quarter of 2008 (+2.3% at constant currency), with good performances both in Morocco and subsidiaries.

In Morocco, all business operations generated total net revenues[9] of €551 million, up 2.8% (+1.0% at constant currency). The mobile customer base[10] reached 14.630 million customers, up 6.8% compared to the end of March 2008, corresponding to net adds of 174,000 compared to the end of December 2008. The blended ARPU[11] amounted to €8.1, down 4.7% (-6.4% at constant currency) compared to the first quarter of 2008, mainly due to the customer base growth and the decrease of interconnection revenues. At the end of March 2009, the fixed customer base reached 1.286 million lines, down 3.7% compared to March 2008 and the fixed voice average monthly invoice increased slightly by 0.6% at constant currency. At the end of March 2009, the fixed Internet customer base reached 488,000 lines, a slight increase of 0.2% compared to March 2008, to which 65,000 mobile 3G Internet customers have to be added (compared to 28,000 at the end of December 2008).

In Mauritania, Mauritel Group's revenues amounted to €25 million, up 9.2% (+0.5% at constant currency), with good resistance of both mobile and fixed activities despite the highly competitive environment. Mauritel achieved good operational performances with mobile customer base reaching 1.218 million customers (+27%).

In Burkina Faso, Onatel Group's revenues amounted to €37 million, up 16.7% at constant currency, due to the operational performance of all mobile, fixed and Internet activities. At the end of March 2009, Onatel Group's mobile customer base achieved significant growth: +80% to 1.162 million customers.

In Gabon, revenues amounted to €27 million, up 15.9% at constant currency. Gabon Telecom achieved good operational performance.

EBITA

Maroc Telecom Group reported an EBITA of €286 million, up 6.7% compared to 2008 first quarter (+4.6% at constant currency).
In spite of an intensely competitive environment, this performance was the result of the combination of the growth in revenue and the sharp improvement in the subsidiaries' margin, allowing the group to maintain the operating margin at 44.7%.

The Canal+ Group (100% Vivendi economic interest; Vivendi economic interest in Canal+ France: 65%)

Revenues

Canal+ Group reported revenues of €1,119 million, a 1.8% increase at constant currency.

Over the past twelve months, subscription net growth of Canal+ France continued to be impacted by portfolio change of scope carried out in 2008, which included a total of 110,000 subscriptions. Excluding this adjustment, year-on-year portfolio growth was 75,000 subscriptions, mainly driven by the good performance of Canal+ and CanalSat in territories operated by Canal Overseas (French overseas territories and Africa, including North African countries). Despite a globally unfavorable economic context, Canal+ expects the portfolio to grow in 2009.

Revenues from the group's other operations grew sharply by +25.4% at constant currency compared to the first quarter of 2008. Canal+ in Poland posted a strong portfolio growth (+280,000 subscriptions year-on-year). StudioCanal benefited from the integration in April 2008 of Kinowelt, and successful movie releases in France ("Coco", "Change of Plan") and the United Kingdom ("The Wrestler", "Vicky Cristina Barcelona").

[9] These revenues exclude revenues between fixed and mobile activities of each subsidiary, but include revenues generated between subsidiaries within Maroc Telecom Group.
[10] The customer base includes prepaid customers making or receiving a voice call during the last 3 months and not resiliated postpaid customers.
[11] ARPU (Average Revenue Per User) is defined as revenue from incoming and outgoing calls and data services, net of promotions and excluding roaming in and equipment sales, divided by average customer base over the period.

EBITA

Canal+ Group's EBITA grew strongly to reach €254 million, an increase of €84 million year-on-year compared to the same period in 2008 (+49.4%).

EBITA growth was driven by Canal+ France due to the continued benefits of the TPS merger synergies, both in distribution and programming costs (new Ligue 1 contract). EBITA, which was no longer impacted by merger transition costs, also included a favorable but temporary Ligue 1 broadcasting schedule, with two fewer match days compared to the first quarter of 2008 (-€32 million as of March 31, 2008).

Regarding the group's other operations, StudioCanal's results were supported by the successful integration of Kinowelt and strong theatrical releases. Pay-TV operations in Poland were affected by unfavorable exchange rates, as well as an aggressive marketing strategy that resulted in a substantial subscriber portfolio growth.

Holding & Corporate

EBITA

Holding & Corporate EBITA was -€37 million, a €26 million decrease compared to the first quarter of 2008. This decrease notably included a net decrease in the provision for stock options and other share-based compensation plans (€2 million compared to a net decrease of €22 million for the same period in 2008).

5 Treasury and capital resources

Preliminary comment: *Vivendi considers Financial Net Debt, a non-GAAP measure, to be an important indicator measuring Vivendi's indebtedness. Financial Net Debt should be considered in addition to, and not as a substitute for, other GAAP measures reported on the Consolidated Statement of Financial Position, as well as other measures of indebtedness reported in accordance with GAAP. Vivendi Management uses Financial Net Debt for reporting and planning purposes, as well as to comply with certain of Vivendi's debt covenants. Please refer to Section "Treasury and capital resources" of the 2008 Financial Report (pages 165 to172 of the 2008 Annual Report).*

5.1 Summary of Vivendi's exposure to credit, liquidity and market risks

The main factors to be considered in assessing Vivendi's financial flexibility are as follows:

- As of March 31, 2009:
  - Vivendi's Financial Net Debt amounted to €8.3 billion, including the financial liability recorded in respect of the put option granted to TF1/M6 on their 15% stake in Canal+ France (approximately €1.1 billion), which is exercisable in February 2010, as well as the net cash position of Activision Blizzard (approximately €2.2 billion as of March 31, 2009; please refer to Section 5.2, below); and
  - The total amount of Vivendi SA and SFR bank facilities for which banks have some commitments amounted to €11.2 billion, of which €2.3 billion were drawn and €7.7 billion undrawn, taking into account commercial paper backing these lines for €1.2 billion.

- As of May 12, 2009, the date of the Management Board meeting which approved the Financial Statements for the first quarter ended March 31, 2009:
  - Vivendi's credit rating is BBB Stable (Standard & Poor's and Fitch) and Baa2 Stable (Moody's) and its economic average term was 3.9 years compared to 4.1 years at year-end 2008 (please refer to Section 5.4.3, below);
  - the total amount of Vivendi SA and SFR bonds amounted to €5.8 billion, including bonds issued since the beginning of 2009 in the aggregate amount of €1.5 billion, i.e., the bond issued in January 2009 by Vivendi SA for an amount of €1.0 billion, and three extensions, issued and collected in January 2009 and April 2009, of the original bonds issued by Vivendi SA and SFR (please refer to Section 5.4.1, below). Following these last issues, the total amount of bonds represented approximately 58% of borrowings compared to 44% as of December 31, 2008; and
  - The available undrawn facilities of Vivendi SA, net of commercial paper, amounted to approximately €6.8 billion, and available credit lines of SFR, net of commercial paper, amounted to approximately €1.1 billion at the same date. The bank facilities of Vivendi SA and SFR as well as of its subsidiary Neuf Cegetel, have to comply with certain financial covenants computed on June 30, and December 31, of each year. In the event of non-compliance with such financial covenants, the lenders could require the cancellation or early repayment of the bank facilities. As of December 31, 2008, Vivendi SA, SFR and Neuf Cegetel were in compliance with their financial covenants (please refer to Section 5.4.5 to the 2008 Financial Report (pages 171 and 172 of the 2008 Annual Report).

- Consequently, Vivendi has significant available bank credit lines up to 2011 and, excluding the €1.5 billion tranche under a bridging loan, restructured into a revolving facility, which will expire at the end of August 2009, no reimbursement or cancellation of significant bond should occur before 2012.

5.2 Financial Net Debt changes

As of March 31, 2009, Financial Net Debt amounted to €8,340 million, compared to €8,349 million as of December 31, 2008.

(in millions of euros)	March 31, 2009	December 31, 2008
Borrowings and other financial liabilities	11,409	11,630
o/w long-term (a)	*8,505*	*9,975*
o/w short-term (a)	*2,904*	*1,655*
Derivative financial instruments in assets (b)	(38)	(99)
Cash deposits backing borrowings (b)	(50)	(30)
	11,321	**11,501**
Cash and cash equivalents (a)	(2,981)	(3,152)
o/w Activision Blizzard's cash and cash equivalents	*(2,201)*	*(2,117)*
Financial Net Debt	**8,340**	**8,349**

a. As presented in the Consolidated Statement of Financial Position.

b. Included in the Financial Assets items of the Consolidated Statement of Financial Position.

For the first quarter of 2009, Financial Net Debt decreased by €9 million reflecting a €180 million decrease in borrowings and other derivative instruments, partially offset by a €171 million decrease in net cash over the period. Net cash used for financing activities amounted to €923 million, including the repayment of bank facilities (€1,850 million) and the dividends paid by SFR to its minority shareholder (€330 million), partially offset by the new financing put into place over the period (€1,403 million). In addition, net cash used for investing activities amounted to €672 million, and mainly included capital expenditures, net (€770 million), partially offset by dividends received from NBC Universal (€134 million). These net cash outflows were partially financed by the net cash provided by operating activities (€1,338 million).

(in millions of euros)	Cash and cash equivalents	Borrowings and other (a)	Impact on Financial Net Debt
Financial Net Debt as of December 31, 2008	**(3,152)**	**11,501**	**8,349**
Outflows/(inflows) generated by:			
Operating activities	(1,338)	-	(1,338)
Investing activities	672	(28)	644
Financing activities	923	(191)	732
Foreign currency translation adjustments	(86)	39	(47)
Change in Financial Net Debt over the period	171	(180)	(9)
Financial Net Debt as of March 31, 2009	**(2,981)**	**11,321**	**8,340**

a. "Other" comprises commitments to purchase minority interests, derivative financial instruments and cash deposits backing borrowings.

5.3 Analysis of Financial Net Debt changes

For the first quarter of 2009, analysis of Financial Net Debt changes is as follows:

(in millions of euros)		Refer to section	1st Quarter Ended March 31, 2009 Impact on cash and cash equivalents	Impact on borrowings and other	Impact on Financial Net Debt
EBIT		2	(1,245)	-	(1,245)
Adjustments			(580)	-	(580)
Content investments, net			142	-	142
Gross cash provided by operating activities before income tax paid			***(1,683)***	***-***	***(1,683)***
Other changes in net working capital			119	-	119
Net cash provided by operating activities before income tax paid		3	***(1,564)***	***-***	***(1,564)***
Income tax paid, net		3	226	-	226
Operating activities	**A**		**(1,338)**	**-**	**(1,338)**
Financial investments					
Purchases of consolidated companies, after acquired cash			2	(8)	(6)
Investments in equity affiliates			-	-	-
Increase in financial assets			44	(20)	24
Total financial investments			***46***	***(28)***	***18***
Financial divestments					
Proceeds from sales of consolidated companies, after divested cash			-	-	-
Disposal of equity affiliates			-	-	-
Decrease in financial assets			(10)	-	(10)
Total financial divestments			***(10)***	***-***	***(10)***
Financial investment activities			**36**	**(28)**	**8**
Dividends received from equity affiliates		3	(134)	-	(134)
Dividends received from unconsolidated companies			-	-	-
Investing activities excluding capital expenditures and proceeds from sales of property, plant, equipment and intangible assets, net			**(98)**	**(28)**	**(126)**
Capital expenditures			784	-	784
Proceeds from sales of property, plant, equipment and intangible assets			(14)	-	(14)
Capital expenditures, net		3	***770***	***-***	***770***
Investing activities	**B**		**672**	**(28)**	**644**
Transactions with shareholders					
Net proceeds from issuance of common shares			-	-	-
(Sales) purchases of treasury shares (Activision Blizzard)			232	-	232
o/w Activision Blizzard			*234*	-	*234*
Dividends paid by consolidated companies to their minority shareholders			332	-	332
o/w SFR			*330*	-	*330*
Total dividends and other transactions with shareholders			***564***	***-***	***564***
Transactions on borrowings and other financial liabilities					
Setting up of long-term borrowings and increase in other long-term financial liabilities			(1,403)	1,403	-
o/w Vivendi SA's bonds		5.4.1.1	*(1,000)*	*1,000*	-
o/w Vivendi SA's additional redeemable bonds		5.4.1.1	*(200)*	*200*	-
o/w SFR's additional redeemable bonds		5.4.1.1	*(200)*	*200*	-
Principal payments on long-term borrowings and decrease in other long-term financial liabilities			1,850	(1,850)	-
o/w Vivendi SA's revolving facility of €2.0 billion (April 2012)			*725*	*(725)*	-
o/w Vivendi SA's revolving facility of €2.0 billion (August 2013)			*990*	*(990)*	-
Principal payments on short-term borrowings			212	(212)	-
Other changes in short-term borrowings and other financial liabilities			(404)	404	-
o/w Vivendi SA's commercial paper			*(215)*	*215*	-
Non cash transactions			-	108	108
Interest paid, net		3	108	-	108
Other cash items related to financial activities		3	(4)	(44)	(48)
o/w fees and premium on borrowing issuances			*42*	*(42)*	-
Total transactions on borrowings and other financial liabilities			***359***	***(191)***	***168***
Financing activities	**C**		**923**	**(191)**	**732**
Foreign currency translation adjustments	D		(86)	39	(47)
Change in Financial Net Debt	**A+B+C+D**		**171**	**(180)**	**(9)**

For further information about net cash provided by operating activities before income tax paid, income tax paid and capital expenditures, net, please refer to Section 3 "Cash flow from operations analysis" above.

5.4 Changes in borrowings in 2009 and credit ratings

5.4.1 EXTERNAL BORROWINGS

5.4.1.1 Put into place during the first quarter ended March 31, 2009

In January 2009, Vivendi SA put into place the following financings:

- a new bond issue of €1 billion aimed at optimizing debt structure and increasing its average maturity. This fixed-rate bond is denominated in euros with a 5-year maturity, a 7.75% coupon, and an issue price of 99.727%, corresponding to a 7.82% yield; and
- a new tranche of €200 million of the €500 million original bond issue dated October 2006 with a 2013 maturity. This new tranche is denominated in euros with a 4.5% coupon, and an issue price of 87.550% of the nominal value, corresponding to a 7.738% yield.

On January 14, 2009, SFR placed a €200 million increase of its €800 million original bond issue, dated July 2005 with a 2012 maturity. This increase was in addition to a €200 million first increase of this bond issue in May 2008. This new tranche of the 2012 original bond issue is denominated in euros with a 3.375% coupon, and an issue price of 94.212% of the nominal value, corresponding to a 5.236% yield.

5.4.1.2 Put into place after March 31, 2009

In April 2009, Vivendi SA placed a new tranche of €120 million of the €1 billion original bond issue with a January 2014 maturity. This new tranche is denominated in euros with a 7.75% coupon, and an issue price of 107.579% of the nominal value, corresponding to a 5.86% yield.

5.4.2 INTERCOMPANY LOANS

Credit line to be granted to SFR: As of the date of this Financial Report, Vivendi SA and SFR were considering setting up an approximate €1.5 billion loan to SFR.

NBC Universal's cash contribution agreement: Pursuant to a cash contribution agreement dated February 18, 2009, the shareholders of NBCU agreed to make certain cash contributions to NBCU. These cash contributions would enable NBCU to refinance the portion of its $1,670 million existing indebtedness in excess of approximately $1,200 million should NBCU not succeed in refinancing such amount with third party lenders before August 2009. Vivendi's portion of such cash contributions would be limited to 20%, such percentage corresponding to its current shareholding in NBCU.

5.4.3 AVERAGE MATURITY

As of May 12, 2009, taking into account the new borrowings detailed in Section 5.4.1 above, the "economic" average term of Vivendi's consolidated debt is estimated at 3.9 years (compared to 4.1 years at the end of 2008).

5.4.4 CREDIT RATINGS

As of May 12, 2009, the date of the Management Board meeting which approved the Financial Statements for the first quarter of 2009, the credit ratings were as follows:

Rating agency	Rating date	Type of debt	New ratings	Outlook
Standard & Poor's	July 27, 2005	Long-term *corporate*	BBB	
		Short-term *corporate*	A-2	Stable
		Senior unsecured debt	BBB	
Moody's	September 13, 2005	Long-term senior unsecured debt	Baa2	Stable
Fitch Ratings	December 10, 2004	Long-term senior unsecured debt	BBB	Stable

6 Forward looking statements

This report contains forward-looking statements with respect to the financial condition, results of operations, business, strategy and plans of Vivendi. Although Vivendi believes that such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance. Actual results may differ materially from these forward-looking statements as a result of a number of risks and uncertainties, many of which are outside of Vivendi's control, including but not limited to, the risks described in the documents of the group filed with the Autorité des marchés financiers (AMF) (the French securities regulator) and which are also available in English on Vivendi's web site (www.vivendi.com). These forward-looking statements are made as of the date of the present report and Vivendi disclaims any intention or obligation to provide, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

7 Disclaimer

This report is an English translation of the French version of such report and is provided for informational purposes. This translation is qualified in its entirety by the French version which is available on the company's web site (www.vivendi.com). In the event of any inconsistencies between the French version of this report and the English translation, the French version will control.

II - Appendix to Financial Report: unaudited supplementary financial data

Reconciliation of Activision Blizzard U.S. GAAP revenue and EBITA to IFRS

As reported below, the reconciliation of Activision Blizzard's U.S. GAAP revenue and EBITA to IFRS as of March 31, 2009, March 31, 2008 and December 31, 2008 is based on:
- Activision Blizzard's data prepared in compliance with U.S. GAAP standards, in US dollars, contained in its Form 10-Q for the first quarter ended March 31, 2009 available on Activision Blizzard's website (www.activisionblizzard.com), and non-GAAP comparable measures, published by Activision Blizzard in its earnings release on May 7, 2009; and
- Data relating to Activision Blizzard established in accordance with IFRS standards, in euros, as published by Vivendi in its Unaudited Condensed Financial Statements for the first quarter ended March 31, 2009.

Combination of Vivendi Games and Activision on July 9, 2008

As a reminder, on July 9, 2008, a wholly-owned subsidiary of Activision merged with and into Vivendi Games, and hence Vivendi Games became a wholly-owned subsidiary of Activision, which was renamed Activision Blizzard. On that date, Vivendi held a 54.47% (non-diluted) controlling interest in Activision Blizzard. From an accounting perspective, Vivendi Games is deemed the acquirer of Activision; hence the figures reported under the "Activision Blizzard" caption correspond to: (a) Vivendi Games' historical figures from January 1 to July 9, 2008; and (b) the combined business operations of Activision and Vivendi Games from July 10, 2008.

Non-GAAP measures at Activision Blizzard

Activision Blizzard provides net revenues, net income (loss), earnings (loss) per share and operating margin data and guidance both including (in accordance with US GAAP) and excluding (non-GAAP) the impact of:

a. the change in deferred income and related costs of sales, resulting from the deferral of net revenues; as explained below in paragraphs "Deferral of Activision revenue" and "Change in recognition of revenue at Blizzard", Activision Blizzard's non-GAAP results exclude the impact of the change in deferred income and related costs of sales generated by certain of the company's online-enabled games for certain of the Microsoft, Sony, Nintendo and PC platforms and by *World of Warcraft* boxed software, including the sale of expansion packs and other ancillary revenues, in order to provide comparable year-over-year performance;

b. Activision Blizzard's non-core exit operations (which is the operating results of products and operations from the historical Vivendi Games, Inc. businesses that the company has exited or is winding down);

c. expenses related to equity-based compensation costs;

d. one-time costs related to the business combination of Activision, Inc. and Vivendi Games, Inc. (including transaction costs, integration costs, and restructuring activities);

e. the amortization of intangibles and the associated changes in cost of sales resulting from purchase price accounting adjustments from the business combination; and

f. the associated tax benefits.

Deferral of Activision revenue

For most of Activision Blizzard's console game titles released through September 30, 2008, the on-line functionality has not been an important component of gameplay and accordingly, for these titles, revenue is considered to be earned and recognized upon delivery.

However, as online functionality becomes a more important component of gameplay, certain of the company's online-enabled games for certain platforms contain a more-than-inconsequential separate service deliverable in addition to the product, and the company's performance obligations for these games extends beyond the sale of the games. Vendor-specific objective evidence of fair value does not exist for the online services, as the company does not plan to separately charge for this component of online-enabled games. As a result, the company recognizes all of the revenues from the sale of these games ratably over the estimated service period, beginning the month following shipment. In addition, the company defers the costs of sales of those titles to match revenues.

Pursuant to IAS 18 - Revenue, the same treatment applies in IFRS as of December 31, 2008. Please refer to the appendix to the Financial Report for the year ended December 31, 2008 (footnote a page 177 of the 2008 Annual Report).

Change in recognition of revenue at Blizzard

Following the completion of the Activision-Vivendi Games merger in July 2008, Activision Blizzard began a review of the accounting policies and principle of Vivendi Games in order to insure that they were consistent with Activision's. Upon review of the accounting treatment for the revenue generated by the *World of Warcraft*'s first expansion pack, *The Burning Crusade*, Activision Blizzard determined that deferring the revenue generated by the box sale of the expansion pack over the estimated subscriber life was a preferable accounting method to the historical accounting of recognizing the revenue upon the sell-in to the retailer.

This conclusion was reached by Activision Blizzard based upon the view that the expansion pack was dependent on the initial *World of Warcraft* boxed software and the ongoing subscription service in order for the consumer to realize the full benefit of the game, and also upon the recent data gathered since the launch of *The Burning Crusade*.

Therefore, revenues related to the sale of *World of Warcraft* boxed software, including the sale of expansion packs and other ancillary revenues, are deferred and recognized ratably over the estimated customer life beginning upon activation of the software and delivery of the services.

Accordingly, in the third quarter of 2008, Activision Blizzard reflected this retroactive application of the accounting principle in its U.S. GAAP financial statements.

In IFRS, until the third quarter of 2008 and in accordance with IAS 18 - Revenue, revenues from the sale of boxes for Blizzard *World of Warcraft* titles were recorded upon transfer of the ownership and related risks to the distributor, net of a provision for estimated returns and rebates. Revenues generated by subscriptions and prepaid cards for online video-games were recorded on a straight-line basis over the duration of the service.

In the fourth quarter of 2008, Vivendi adopted the IFRS accounting treatment for the year ended December 31, 2008 comparable with the one of Activision Blizzard in U.S. GAAP, by recording a cumulative catch-up adjustment through the current period statement of earnings. Given the non-materiality of the impacts for Vivendi consolidated financial statements, the cumulative adjustment was recorded through the current period statement of earnings, hence was not retroactively brought as an adjustment to prior years' statement of earnings. For a more detailed description of the impacts of the reconciliation of U.S. GAAP to IFRS as of December 31, 2008, please refer to the appendix to the Financial Report for the year ended December 31, 2008 (footnote a page 177 of the 2008 Annual Report).

Nota: For a definition of EBITA, please refer to Note 1.2.3 to the Consolidated Financial Statements for the year ended December 31, 2008 (page 189 of the 2008 Annual Report).

Reconciliation of Activision Blizzard U.S. GAAP revenue and EBITA to IFRS

Reconciliation of U.S. GAAP revenue to IFRS

	1st Quarter Ended March 31, (unaudited)		Year Ended December 31, 2008 (unaudited)
	2009	2008	
Non-GAAP Measurement (U.S. GAAP basis):			
Comparable Basis Net Revenues of Core Operations (in millions of dollars)	**724**	**920**	**5,032**
Eliminate comparable basis adjustments:			
Activision - operations prior to July 10, 2008	na*	(602)	(1,310)
Non-GAAP Net Revenues of Core Operations (in millions of dollars)	**724**	**318**	**3,722**
Eliminate non-GAAP adjustments:			
Changes in deferred net revenues (a)	256	2	(713)
Net revenues of non-core exit operations (b)	1	5	17
U.S. GAAP Measurement:			
Net Revenues in U.S. GAAP (in millions of dollars), as published by Activision Blizzard	**981**	**325**	**3,026**
Eliminate U.S. GAAP vs. IFRS differences:			
Effect of alignment of deferred net revenues balance with U.S. GAAP (a)	na*	(1)	(63)
IFRS Measurement:			
Net Revenues in IFRS (in millions of dollars)	**981**	**324**	**2,963**
Translate from dollars to euros:			
Net Revenues in IFRS (in millions of euros), as published by Vivendi	**731**	**221**	**2,091**
of which:			
Activision	426	26	1,146
Blizzard	241	192	770
Distribution	64	-	164
Non-core operations	-	3	11

Reconciliation of U.S. GAAP EBITA to IFRS

	1st Quarter Ended March 31, (unaudited)		Year Ended December 31, 2008 (unaudited)
	2009	2008	
Non-GAAP Measurement (U.S. GAAP basis):			
Comparable Basis Operating Income/(Loss) of Core Operations (in millions of dollars)	**119**	**207**	**1,200**
Eliminate comparable basis adjustments:			
Activision - operating income/(loss) generated prior to July 10, 2008	na*	(72)	(167)
Non-GAAP Operating Income/(Loss) of Core Operations (in millions of dollars)	**119**	**135**	**1,033**
Eliminate non-GAAP adjustments:			
Changes in deferred net revenues and related cost of sales (a)	167	2	(496)
Results of non-core exit operations (b)	(4)	(65)	(266)
Equity-based compensation expense (c)	(28)	(8)	(90)
One time costs related to the Vivendi transaction, integration and restructuring (d)	(29)	-	(122)
Amortization of intangibles acquired through business combinations and purchase price accounting related adjustments (e)	(46)	(1)	(292)
U.S. GAAP Measurement:			
Operating Income/(Loss) in U.S. GAAP (in millions of dollars), as published by Activision Blizzard	**179**	**63**	**(233)**
Eliminate U.S. GAAP vs. IFRS differences:			
Effect of alignment of deferred net revenues balance with U.S. GAAP (a)	na*	-	(58)
Equity-based compensation expense (c)	(1)	19	30
One time costs related to the Vivendi transaction, integration and restructuring (d)	(2)	-	-
Other	15	(9)	8
IFRS Measurement:			
Operating Income/(Loss) in IFRS (in millions of dollars)	**191**	**73**	**(253)**
Eliminate items excluded from EBITA:			
Impairment of intangible assets acquired through business combinations	-	-	7
Amortization of intangible assets acquired through business combinations (e)	48	-	302
EBITA in IFRS (in millions of dollars)	**239**	**73**	**56**
Translate from dollars to euros:			
EBITA in IFRS (in millions of euros), as published by Vivendi	**178**	**50**	**34**
of which:			
Activision	67	(10)	(76)
Blizzard	114	99	323
Distribution	(3)	-	15
Non-core operations	-	(39)	(228)

na*: not applicable

a. Corresponds to the impact of the change in deferred net revenues, and related costs of sales associated with certain of the company's online-enabled games, as explained in paragraph "Deferral of Activision revenue" and in paragraph "Change in recognition of revenue at Blizzard" (see above).
   - For the first quarter of 2009, in both U.S. GAAP and IFRS, the change in deferred net revenues resulted in the recognition of $256 million (€191 million) in net revenues and, after taking into account related costs of sales, the recognition of $167 million (€125 million) in margin from operations. These impacts were mainly driven by the recognition during the first quarter of 2009 of a portion of the net revenues and margin from operations deferred at the end of fiscal year 2008;
   - As of March 31, 2009, in both U.S. GAAP and IFRS, the deferred net revenues balance in the Statement of Financial Position amounted to $647 million (€477 million) compared to $923 million (€661 million) as of December 31, 2008.

b. Reflects the results of products and operations from the historical Vivendi Games businesses that the Activision Blizzard has exited or wound-down.
   - Included the $61 million write-off of cancelled titles as of December 31, 2008.

c. Expenses related to equity-based compensation costs.
   - In IFRS, existing Activision stock options were neither re-measured at fair value nor allocated to the cost of the business combination at the closing date; hence the incremental fair value recorded in U.S. GAAP is reversed, net of costs capitalized.

d. Includes one-time costs related to the business combination with Vivendi Games (including transaction costs, integration costs, and restructuring activities).
   - Fees, and other transaction costs incurred by Vivendi Games until July 9, 2008, are capitalized in IFRS, and expensed as incurred under U.S. GAAP;
   - Restructuring activities include severance costs, facility exit costs, and balance-sheet write down and exit costs from the cancellation of projects. In IFRS, accrual for restructuring activities is recorded at the time the company is committed to the restructuring plan. In U.S. GAAP, the corresponding expense is recorded on the basis of the actual timing of the restructuring activities;
   - Also includes as of December 31, 2008 the write-off of certain Vivendi Games balance sheet items (goodwill or intangible assets allocated to Sierra businesses).

e. Reflects amortization of intangible assets and the increase in the fair value of inventories and associated cost of sales, all of which relate to purchase price accounting adjustments. Increase in the fair value of inventories and associated cost of sales are not excluded from EBITA.

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III - Condensed Financial Statements for the first quarter ended March 31, 2009 (unaudited)

Condensed Statement of Earnings

	Note	1st Quarter Ended March 31, (unaudited) 2009	2008	Year Ended December 31, 2008
Revenues	2	**6,530**	**5,280**	**25,392**
Cost of revenues		(3,189)	(2,501)	(12,492)
Selling, general and administrative expenses		(2,066)	(1,649)	(8,406)
Restructuring charges and other operating charges and income		(30)	(12)	(194)
Impairment losses of intangible assets acquired through business combinations		-	-	(40)
Earnings before interest and income taxes (EBIT)	2	**1,245**	**1,118**	**4,260**
Income from equity affiliates		26	85	260
Interest	3	(108)	(37)	(354)
Income from investments		1	2	5
Other financial charges and income	3	(93)	(22)	579
Earnings from continuing operations before provision for income taxes		**1,071**	**1,146**	**4,750**
Provision for income taxes	4	(225)	(276)	(1,051)
Earnings from continuing operations		**846**	**870**	**3,699**
Earnings from discontinued operations		-	-	-
Earnings		**846**	**870**	**3,699**
Attributable to:				
Equity holders of the parent		**477**	**555**	**2,603**
Minority interests		369	315	1,096
Earnings from continuing operations attributable to equity holders of the parent per share - basic	6	0.41	0.48	2.23
Earnings from continuing operations attributable to equity holders of the parent per share - diluted	6	0.40	0.47	2.23
Earnings attributable to equity holders of the parent per share - basic	6	**0.41**	**0.48**	**2.23**
Earnings attributable to equity holders of the parent per share - diluted	6	0.40	0.47	2.23
Adjusted net income	5	**649**	**697**	**2,735**
Adjusted net income per share - basic	6	**0.55**	**0.60**	**2.34**
Adjusted net income per share - diluted	6	0.55	0.60	2.34

In millions of euros, except per share amounts, in euros.

The accompanying notes are an integral part of these Condensed Financial Statements.

Condensed Statement of Financial Position

(in millions of euros)	March 31, 2009 (unaudited)	December 31, 2008
ASSETS		
Goodwill	22,821	22,612
Non-current content assets	4,061	4,012
Other intangible assets	3,777	3,872
Property, plant and equipment	6,280	6,317
Investments in equity affiliates	4,465	4,441
Non-current financial assets	648	709
Deferred tax assets	2,171	2,195
Non-current assets	**44,223**	**44,158**
Inventories	657	763
Current tax receivables	681	588
Current content assets	899	927
Trade accounts receivable and other	6,006	6,777
Short-term financial assets	224	287
Cash and cash equivalents	2,981	3,152
	11,448	**12,494**
Assets held for sale	14	14
Current assets	**11,462**	**12,508**
TOTAL ASSETS	**55,685**	**56,666**
EQUITY AND LIABILITIES		
Share capital	6,436	6,436
Additional paid-in capital	7,406	7,406
Treasury shares	(2)	(2)
Retained earnings and other	9,257	8,785
Equity attributable to Vivendi SA's shareholders	**23,097**	**22,625**
Minority interests	4,212	4,001
Total equity	**27,309**	**26,626**
Non-current provisions	1,557	1,585
Long-term borrowings and other financial liabilities	8,505	9,975
Deferred tax liabilities	1,308	1,305
Other non-current liabilities	1,384	1,480
Non-current liabilities	**12,754**	**14,345**
Current provisions	680	719
Short-term borrowings and other financial liabilities	2,904	1,655
Trade accounts payable and other	11,837	13,218
Current tax payables	195	97
	15,616	**15,689**
Liabilities associated with assets held for sale	6	6
Current liabilities	**15,622**	**15,695**
Total liabilities	**28,376**	**30,040**
TOTAL EQUITY AND LIABILITIES	**55,685**	**56,666**

The accompanying notes are an integral part of these Condensed Financial Statements.

Condensed Statement of Cash Flows

(in millions of euros)	1st Quarter Ended March 31, (unaudited) 2009	2008	Year Ended December 31, 2008
Operating activities			
EBIT	1,245	1,118	4,260
Adjustments	580	377	2,415
Including amortization and depreciation of tangible and intangible assets	*676*	*466*	*2,631*
Content investments, net	(142)	(6)	(159)
Gross cash provided by operating activities before income tax paid	***1,683***	***1,489***	***6,516***
Other changes in net working capital	(119)	(6)	241
Net cash provided by operating activities before income tax paid	***1,564***	***1,483***	***6,757***
Income tax paid, net	(226)	(427)	(1,015)
Net cash provided by operating activities	**1,338**	**1,056**	**5,742**
Investing activities			
Capital expenditures	(784)	(565)	(2,105)
Purchases of consolidated companies, after acquired cash	(2)	(73)	(3,735)
Investments in equity affiliates	-	(1)	(114)
Increase in financial assets	(44)	(64)	(98)
Investments	***(830)***	***(703)***	***(6,052)***
Proceeds from sales of property, plant, equipment and intangible assets	14	27	104
Proceeds from sales of consolidated companies, after divested cash	-	(10)	(6)
Disposals of equity affiliates	-	-	18
Decrease in financial assets	10	298	340
Divestitures	***24***	***315***	***456***
Dividends received from equity affiliates	134	142	296
Dividends received from unconsolidated companies	-	-	3
Net cash provided by (used for) investing activities	**(672)**	**(246)**	**(5,297)**
Financing activities			
Net proceeds from issuance of common shares	-	-	101
Sales (purchases) of treasury shares	(232)	1	(85)
Dividends paid by Vivendi SA to its shareholders	-	-	(1,515)
Dividends and reimbursements of contribution of capital paid by consolidated companies to their minority shareholders	(332)	(237)	(636)
Transactions with shareholders	***(564)***	***(236)***	***(2,135)***
Setting up of long-term borrowings and increase in other long-term financial liabilities	1,403	265	3,919
Principal payment on long-term borrowings and decrease in other long-term financial liabilities	(1,850)	(8)	(612)
Principal payment on short-term borrowings	(212)	(184)	(605)
Other changes in short-term borrowings and other financial liabilities	404	364	216
Interest paid, net	(108)	(37)	(354)
Other cash items related to financial activities	4	(47)	34
Transactions on borrowings and other financial liabilities	***(359)***	***353***	***2,598***
Net cash provided by (used for) financing activities	**(923)**	**117**	**463**
Foreign currency translation adjustments	86	(19)	195
Change in cash and cash equivalents	**(171)**	**908**	**1,103**
Cash and cash equivalents			
At beginning of the period	**3,152**	**2,049**	**2,049**
At end of the period	**2,981**	**2,957**	**3,152**

The accompanying notes are an integral part of these Condensed Financial Statements.

Condensed Statement of Changes in Equity

First quarter ended March 31, 2009 (unaudited)

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	Attributable to Vivendi SA shareholders										
	Common shares				Retained Earnings and Other						
(in millions of euros, except number of shares)	*Number of shares* (in thousands)	Amount	Additional paid-in capital	Treasury shares	Retained earnings	Net unrealized gains (losses)	Foreign currency translation adjustments	Total	**Equity, attributable to equity holders of the parent**	Minority interests	**Total equity**
BALANCE AS OF DECEMBER 31, 2008	**1,170,197**	**6,436**	**7,406**	**(2)**	**10,570**	**(17)**	**(1,768)**	**8,785**	**22,625**	**4,001**	**26,626**
Dividends and other transactions with Vivendi SA shareholders	**9**	**-**	**-**	**-**	**7**	**-**	**-**	**7**	**7**	**-**	**7**
Dividends	-	-	-	-	-	-	-	-	**-**	(330)	**(330)**
Other transactions with minority interests	-	-	-	-	(186) (a)	-	-	(186)	**(186)**	(34)	**(220)**
Transactions with minority interests	**-**	**-**	**-**	**-**	**(186)**	**-**	**-**	**(186)**	**(186)**	**(364)**	**(550)**
Earnings	-	-	-	-	477	-	-	477	**477**	369	**846**
Charges and income directly recognized in equity	-	-	-	-	14	(57)	217	174	**174**	206	**380**
Total recognized charges and income for the period	**-**	**-**	**-**	**-**	**491**	**(57)**	**217**	**651**	**651**	**575**	**1,226**
Total changes over the period	***9***	***-***	***-***	***-***	***312***	***(57)***	***217***	***472***	***472***	***211***	***683***
BALANCE AS OF MARCH 31, 2009	**1,170,206**	**6,436**	**7,406**	**(2)**	**10,882**	**(74)**	**(1,551)**	**9,257**	**23,097**	**4,212** (b)	**27,309**

The accompanying notes are an integral part of these Condensed Financial Statements.

a. Resulting from Activision Blizzard's acquisition of treasury shares as part of the stock repurchase program authorized by its Board of Directors on November 5, 2008. Please refer to Note 2.2 to the Consolidated Financial Statements for the year ended December 31, 2008 (page 208 of the 2008 Annual Report).

b. Includes cumulative foreign currency translation adjustments of €245 million.

First quarter ended March 31, 2008 (unaudited)

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(in millions of euros, except number of shares)	Common shares: Number of shares (in thousands)	Common shares: Amount	Additional paid-in capital	Treasury shares	Retained Earnings and Other: Retained earnings	Retained Earnings and Other: Net unrealized gains (losses)	Retained Earnings and Other: Foreign currency translation adjustments	Retained Earnings and Other: Total	**Equity, attributable to equity holders of the parent**	Minority interests	**Total equity**
	Attributable to Vivendi SA shareholders										
BALANCE AS OF DECEMBER 31, 2007	**1,164,743**	**6,406**	**7,332**	**(2)**	**9,209**	**134**	**(2,737)**	**6,606**	**20,342**	**1,900**	**22,242**
Dividends and other transactions with Vivendi SA shareholders	**-**	**-**	**-**	**-**	**9**	**-**	**-**	**9**	**9**	**-**	**9**
Dividends	-	-	-	-	-	-	-	-	**-**	(40)	**(40)**
Other transactions with minority interests	-	-	-	-	-	-	-	-	**-**	(9)	**(9)**
Transactions with minority interests	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(49)**	**(49)**
Earnings	-	-	-	-	555	-	-	555	**555**	315	**870**
Charges and income directly recognized in equity	-	-	-	-	(5)	(110)	(919)	(1,034)	**(1,034)**	(18)	**(1,052)**
Total recognized charges and income for the period	**-**	**-**	**-**	**-**	**550**	**(110)**	**(919)**	**(479)**	**(479)**	**297**	**(182)**
Total changes over the period	**-**	**-**	**-**	**-**	***559***	***(110)***	***(919)***	***(470)***	***(470)***	***248***	***(222)***
BALANCE AS OF MARCH 31, 2008	**1,164,743**	**6,406**	**7,332**	**(2)**	**9,768**	**24**	**(3,656)**	**6,136**	**19,872**	**2,148** (a)	**22,020**

The accompanying notes are an integral part of these Condensed Financial Statements.

a. Includes cumulative foreign currency translation adjustments of -€67 million.

Year ended December 31, 2008

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(in millions of euros, except number of shares)	Attributable to Vivendi SA shareholders									Minority interests	**Total equity**
	Common shares		Additional paid-in capital	Treasury shares	Retained Earnings and Other				**Equity, attributable to equity holders of the parent**		
	Number of shares (in thousands)	Amount			Retained earnings	Net unrealized gains (losses)	Foreign currency translation adjustments	Total			
BALANCE AS OF DECEMBER 31, 2007	**1,164,743**	**6,406**	**7,332**	**(2)**	**9,209**	**134**	**(2,737)**	**6,606**	**20,342**	**1,900**	**22,242**
Dividends paid by Vivendi S.A. (€1.3 per share)	-	-	-	-	(1,515)	-	-	(1,515)	**(1,515)**	-	**(1,515)**
Exercise of stock options	348	2	4	-	-	-	-	-	**6**	-	**6**
Employee Stock Purchase Plans (July 24, 2008)	4,494	25	70	-	-	-	-	-	**95**	-	**95**
Other transactions with shareholders	612	3	-	-	40	-	-	40	**43**	-	**43**
Dividends and other transactions with Vivendi SA shareholders	**5,454**	**30**	**74**	**-**	**(1,475)**	**-**	**-**	**(1,475)**	**(1,371)**	**-**	**(1,371)**
Creation of Activision Blizzard (July 9, 2008)	-	-	-	-	-	-	-	-	**-**	1,399	**1,399**
Dividends	-	-	-	-	-	-	-	-	**-**	(440)	**(440)**
Other transactions with minority interests	-	-	-	-	(69)	-	-	(69)	**(69)**	4	**(65)**
Transactions with minority interests	**-**	**-**	**-**	**-**	**(69)**	**-**	**-**	**(69)**	**(69)**	**963**	**894**
Earnings	-	-	-	-	2,603	-	-	2,603	**2,603**	1,096	**3,699**
Charges and income directly recognized in equity	-	-	-	-	302	(151)	969	1,120	**1,120**	42	**1,162**
Total recognized charges and income for the period	**-**	**-**	**-**	**-**	**2,905**	**(151)**	**969**	**3,723**	**3,723**	**1,138**	**4,861**
Total changes over the period	***5,454***	***30***	***74***	***-***	***1,361***	***(151)***	***969***	***2,179***	***2,283***	***2,101***	***4,384***
BALANCE AS OF DECEMBER 31, 2008	**1,170,197**	**6,436**	**7,406**	**(2)**	**10,570** (a)	**(17)**	**(1,768)**	**8,785**	**22,625**	**4,001** (b)	**26,626**

The accompanying notes are an integral part of these Condensed Financial Statements.

a. Mainly includes previous years' earnings which were not distributed and 2008 earnings attributable to equity holders of the parent.

b. Includes cumulative foreign currency translation adjustments of -€24 million.

Condensed Statement of Recognized Charges and Income

(in millions of euros)	1st Quarter Ended March 31, 2009 (unaudited)			1st Quarter Ended March 31, 2008 (unaudited)			Year Ended December 31, 2008		
	Attributable to Vivendi SA's shareholders	Minority interests	Total	Attributable to Vivendi SA's shareholders	Minority interests	Total	Attributable to Vivendi SA's shareholders	Minority interests	Total
Net income	**477**	**369**	**846**	**555**	**315**	**870**	**2,603**	**1,096**	**3,699**
Foreign currency translation adjustments	**217** (a)	**221**	**438**	**(919)** (a)	**(15)**	**(934)**	**969** (a)	**66**	**1,035**
Assets available for sale	(5)	-	(5)	(1)	-	(1)	(85)	-	(85)
Valuation gains/(losses) taken to equity	*(5)*	-	*(5)*	*(1)*	-	*(1)*	*(2)*	-	*(2)*
Tranferred to profit or loss on divestiture	-	-	-	-	-	-	*(83)*	-	*(83)*
Hedging instruments	(62)	(23)	(85)	(111)	(5)	(116)	(82)	(37)	(119)
Tax	10	8	18	2	2	4	16	13	29
Unrealized gains (losses)	**(57)**	**(15)**	**(72)**	**(110)**	**(3)**	**(113)**	**(151)**	**(24)**	**(175)**
Charges and income directly recorded in equity related to equity affiliates	-	-	-	(4)	-	(4)	(3)	-	(3)
Asset revaluation surplus	-	-	-	-	-	-	341 (b)	-	341
Other	14	-	14	(1)	-	(1)	(36)	-	(36)
Other impacts on retained earnings	**14**	**-**	**14**	**(5)**	**-**	**(5)**	**302**	**-**	**302**
Charges and income directly recognized in equity	**174**	**206**	**380**	**(1,034)**	**(18)**	**(1,052)**	**1,120**	**42**	**1,162**
TOTAL RECOGNIZED CHARGES AND INCOME FOR THE PERIOD	**651**	**575**	**1,226**	**(479)**	**297**	**(182)**	**3,723**	**1,138**	**4,861**

The accompanying notes are an integral part of these Condensed Financial Statements.

a. Includes changes in foreign currency translation adjustments relating to the investment in NBC Universal of €136 million for the first quarter of 2009, -€445 million for the first quarter of 2008 and €160 million in fiscal year 2008.

b. Includes the positive revaluation of Neuf Cegetel's assets and liabilities. Please refer to Note 2.1 to the Consolidated Financial Statements of Vivendi for the year ended December 31, 2008 (pages 206 to 208 of the 2008 Annual Report).

Notes to the Condensed Financial Statements

On May 12, 2009, the Management Board approved the Financial Report and the unaudited Condensed Financial Statements for the first quarter ended March 31, 2009.

The unaudited Condensed Financial Statements for the first quarter ended March 31, 2009 should be read in conjunction with the audited Consolidated Financial Statements of Vivendi for the year ended December 31, 2008, as published in the 2008 "Rapport annuel - Document de référence" that was filed under number D.09-0139 with the "Autorité des marchés financiers" (AMF) on March 19, 2009 (the "Document de référence"). Please also refer to pages 179 to 290 of the English translation[1] of the "Document de référence" (the "2008 Annual Report") which is provided on our website (www.vivendi.com) for informational purposes.

Note 1. Accounting policies and valuation methods

1.1. Interim financial statements

The Condensed Financial Statements of Vivendi for the first quarter of 2009 are presented and have been prepared in accordance with the provisions of IAS 34 "Interim financial reporting" as endorsed in the European Union (EU) and published by the International Accounting Standards Board (IASB). As a result, Vivendi applied the same accounting methods used for the Consolidated Financial Statements for the year ended December 31, 2008 (please refer to Note 1 "Accounting policies and valuation methods" presented in those financial statements from pages 188 to 205 of the 2008 Annual Report) and the following provisions were applied:

- Provisions for income taxes have been calculated on the basis of the estimated effective annual tax rate applied to the pre-tax earnings. The assessment of the annual effective tax rate takes into consideration notably the recognition of anticipated deferred tax assets for the full year which were not previously recognized.
- Compensation costs recorded for stock options, employee benefits and profit-sharing have been included on a pro rata basis of the estimated cost for the year, adjusted for non-recurring events which occurred over the period, if necessary.

1.2. New IFRS applicable as of January 1, 2009

The new IFRS effective from January 1, 2009, as described in Note 1.5 "New IFRS standards and IFRIC interpretations that have been published but are not yet effective" to the audited Consolidated Financial Statements of Vivendi for the year ended December 31, 2008 (page 205 of the 2008 Annual Report), which were applicable to the first quarter of 2009, had no material impact on Vivendi's Financial Statements.

[1] This translation is qualified in its entirety by reference to the "Document de référence".

Note 2. Condensed statements of earnings by business segment

The group operates through five different communication and entertainment businesses: Activision Blizzard (please refer to note a below), Universal Music Group, SFR (please refer to note b below), Maroc Telecom Group, and Canal+ Group.

1st Quarter Ended March 31, 2009

(in millions of euros)	Activision Blizzard (a)	Universal Music Group	SFR (b)	Maroc Telecom Group	Canal+ Group	Holding & Corporate	Non-core operations and others	Eliminations	**Total Vivendi**
External revenues	731	1,021	3,027	633	1,117	-	1	-	6,530
Intersegment revenues	-	5	1	7	2	-	-	(15)	-
Revenues	**731**	**1,026**	**3,028**	**640**	**1,119**	**-**	**1**	**(15)**	**6,530**
Operating expenses excluding amortization and depreciation as well as charges related to share-based compensation plans	(479)	(887)	(2,062)	(261)	(822)	(36)	(9)	15	(4,541)
Charges related to stock options and other share-based compensation plans	(23)	4	(6)	(1)	(1)	2	-	-	(25)
EBITDA	**229**	**143**	**960**	**378**	**296**	**(34)**	**(8)**	**-**	**1,964**
Restructuring charges	(13)	(23)	(4)	-	-	-	-	-	(40)
Gain (losses) on tangible and intangible assets	-	-	(1)	-	-	-	-	-	(1)
Other non recurring items	-	-	1	-	-	(3)	-	-	(2)
Depreciation of tangible assets	(15)	(10)	(201)	(70)	(28)	-	-	-	(324)
Amortization of intangible assets excluding those acquired through business combinations	(23)	-	(145)	(22)	(14)	-	-	-	(204)
Adjusted earnings before interest and income taxes (EBITA)	**178**	**110**	**610**	**286**	**254**	**(37)**	**(8)**	**-**	**1,393**
Amortization of intangible assets acquired through business combinations	(36)	(74)	(25)	(6)	(7)	-	-	-	(148)
Impairment losses of intangible assets acquired through business combinations	-	-	-	-	-	-	-	-	-
Earnings before interest and income taxes (EBIT)	**142**	**36**	**585**	**280**	**247**	**(37)**	**(8)**	**-**	**1,245**
Income from equity affiliates									26
Interest									(108)
Income from investments									1
Other financial charges and income									(93)
Provision for income taxes									(225)
Earnings from discontinued operations									-
Earnings									**846**
Attributable to:									
Equity holders of the parent									**477**
Minority interests									369

1st Quarter Ended March 31, 2008

(in millions of euros)	Activision Blizzard (a)	Universal Music Group	SFR (b)	Maroc Telecom Group	Canal+ Group	Holding & Corporate	Non-core operations and others	Eliminations	**Total Vivendi**
External revenues	221	1,032	2,299	612	1,116	-	-	-	5,280
Intersegment revenues	-	1	3	2	(1)	-	-	(5)	-
Revenues	**221**	**1,033**	**2,302**	**614**	**1,115**	**-**	**-**	**(5)**	**5,280**
Operating expenses excluding amortization and depreciation as well as charges related to share-based compensation plans	(167)	(913)	(1,444)	(264)	(903)	(34)	(7)	5	(3,727)
Charges related to stock options and other share-based compensation plans	7	13	(2)	(1)	(2)	23	-	-	38
EBITDA	**61**	**133**	**856**	**349**	**210**	**(11)**	**(7)**	**-**	**1,591**
Restructuring charges	-	(12)	-	1	-	1	-	-	(10)
Gain (losses) on tangible and intangible assets	-	-	-	3	-	-	-	-	3
Other non recurring items	-	1	-	(1)	1	1	(2)	-	-
Depreciation of tangible assets	(10)	(11)	(133)	(63)	(27)	(2)	-	-	(246)
Amortization of intangible assets excluding those acquired through business combinations	(1)	-	(99)	(21)	(14)	-	-	-	(135)
Adjusted earnings before interest and income taxes (EBITA)	**50**	**111**	**624**	**268**	**170**	**(11)**	**(9)**	**-**	**1,203**
Amortization of intangible assets acquired through business combinations	-	(64)	(7)	(6)	(8)	-	-	-	(85)
Impairment losses of intangible assets acquired through business combinations	-	-	-	-	-	-	-	-	-
Earnings before interest and income taxes (EBIT)	**50**	**47**	**617**	**262**	**162**	**(11)**	**(9)**	**-**	**1,118**
Income from equity affiliates									85
Interest									(37)
Income from investments									2
Other financial charges and income									(22)
Provision for income taxes									(276)
Earnings from discontinued operations									-
Earnings									**870**
Attributable to:									
Equity holders of the parent									**555**
Minority interests									315

a. On July 9, 2008, Vivendi Games merged with and into Activision, which was renamed Activision Blizzard. On that date, Vivendi held a 54.47% (non-diluted) controlling interest in Activision Blizzard. From an accounting perspective, Vivendi Games is deemed the acquirer of Activision, hence the figures reported in this Report under the "Activision Blizzard" caption correspond to: (a) Vivendi Games' historical figures from January 1 to July 9, 2008; and (b) the combined business operations of Activision and Vivendi Games from July 10, 2008.

b. Following the acquisition by SFR of the 60.15% equity interest in Neuf Cegetel that it did not own during the second quarter of 2008, Neuf Cegetel has been fully consolidated by SFR from April 15, 2008.

Income from equity affiliates mainly comprised the group's pro rata share in earnings of NBC Universal (€29 million compared to €53 million for the first quarter of 2008), an investment allocated to the Holding & Corporate business segment.
For the first quarter of 2008, the group's pro rata share of Neuf Cegetel's earnings amounted to €33 million. This investment was allocated to the SFR operating segment until April 14, 2008.

Note 3. Financial charges and income

Interest

(in millions of euros)	1st Quarter Ended March 31, 2009	2008	Year Ended December 31, 2008
Interest expense on borrowings	121	66	450
Interest income from cash and cash equivalents	(13)	(29)	(96)
Interest at nominal rate	**108**	**37**	**354**
Impacts of amortized cost on borrowings	*4*	*9*	*16*
Interest at effective rate	***112***	***46***	***370***

The impact of amortized cost on borrowings is recorded under "other financial charges" (below). This impact represents the difference between the interest at nominal rate and the interest at effective rate.

Other financial charges and income

(in millions of euros)	1st Quarter Ended March 31, 2009	2008	Year Ended December 31, 2008
Other capital gain on the divestiture of businesses	-	1	2,332
o/w the gain on the dilution of Vivendi's interest in Vivendi Games by 45.53% following the creation of Activision Blizzard	-	-	*2,318*
Downside adjustment on the divestiture of businesses	(19)	-	(100)
o/w impact of certain non-cash adjustments relating to the acquisition of Neuf Cegetel by SFR	-	-	*(77)*
Other capital gain on financial investments	1	11	100
o/w early redemption of the Vivendi bonds exchangeable for Sogecable shares	-	-	*83*
Downside adjustment on financial investments	(5)	(1)	(134)
Depreciation of the minority stake in NBC Universal	-	-	(1,503)
Financial components of employee benefits	(6)	(6)	(28)
Impacts of amortized cost on borrowings	(4)	(9)	(16)
Change in derivative instruments	(15)	(11)	(37)
Effect of undiscounting assets and liabilities	(19)	(11)	(45)
Other	(26)	4	10
Other financial charges and income	**(93)**	**(22)**	**579**

Note 4. Income taxes

(in millions of euros)	1st Quarter Ended March 31, 2009	1st Quarter Ended March 31, 2008	Year Ended December 31, 2008
Provision for income taxes:			
Impact of the Consolidated Global Profit Tax System	132 (a)	79	56
Other components of the provision for income taxes	(357)	(355)	(1,107)
Provision for income taxes	**(225)**	**(276)**	**(1,051)**

a. Corresponding to 25% of the expected tax savings relating to the 2010 fiscal year. As a reminder, in 2008, the 2009 expected tax savings decreased following the anticipated utilization by SFR in 2009 of Neuf Cegetel losses carried forward. According to a decision dated March 13, 2009, the permission to benefit from the tax regime provided by Article 209 *quinquies* of the French General Tax Code (the Consolidated Global Profit Tax System) was renewed for the period beginning January 1, 2009 and ending December 31, 2011. As a reminder, the Consolidated Global Profit Tax System allows Vivendi to consolidate its own profits and losses with the profits and losses of its subsidiaries that are at least 50% directly or indirectly owned and located in France or abroad, as well as Canal+ SA. Please refer to Note 6.1 to the Consolidated Financial Statements for the year ended December 31, 2008 (page 218 of the 2008 Annual Report).

Note 5. Reconciliation of earnings attributable to equity holders of the parent and adjusted net income

(in millions of euros)	1st Quarter Ended March 31, 2009	1st Quarter Ended March 31, 2008	Year Ended December 31, 2008
Earnings attributable to equity holders of the parent (a)	**477**	**555**	**2,603**
Adjustments			
Amortization of intangible assets acquired through business combinations	148	85	653
Impairment losses of intangible assets acquired through business combinations (a)	-	-	40
Other financial charges and income (a)	93	22	(579)
Change in deferred tax asset related to the Consolidated Global Profit Tax System	(79)	69	378
Non recurring items related to provision for income taxes	182 (b)	4	26
Provision for income taxes on adjustments	(63)	(33)	(273)
Minority interests on adjustments	(109)	(5)	(113)
Adjusted net income	**649**	**697**	**2,735**

a. As presented in the condensed statement of earnings.

b. Corresponding to the cancellation of a credit for the consumption of the deferred tax asset related to the expected utilization by SFR of Neuf Cegetel ordinary tax losses. As a reminder, these ordinary tax losses were fully recognized in SFR's statement of financial position (€807 million) on April 15, 2008, as part of the purchase price allocation of Neuf Cegetel. Please refer to Note 6 to the Consolidated Financial Statements for the year ended December 31, 2008 (pages 218 to 222 of the 2008 Annual Report).

Note 6. Earnings per share

	1st Quarter Ended March 31,				Year Ended December 31,	
	2009		2008		2008	
	Basic	Diluted	Basic	Diluted	Basic	Diluted
Earnings (in millions of euros)						
Earnings attributable to equity holders of the parent	477	474 (a)	555	555	2,603	2,606 (a)
Adjusted net income	649	646 (a)	697	697	2,735	2,735
Number of shares (in millions)						
Weighted average number of shares outstanding restated (b)	1,170.2	1,170.2	1,164.7	1,164.7	1,167.1	1,167.1
Potential dilutive effects related to share-based compensation	-	1.9	-	5.7	-	4.1
Adjusted weighted average number of shares	**1,170.2**	**1,172.1**	**1,164.7**	**1,170.4**	**1,167.1**	**1,171.2**
Earnings per share (in euros)						
Earnings attributable to equity holders of the parent per share	0.41	0.40	0.48	0.47	2.23	2.23
Adjusted net income per share	0.55	0.55	0.60	0.60	2.34	2.34

Earnings from discontinued operations are not applicable over presented periods. Therefore, earnings from continuing operations, attributable to the equity holders of the parent, correspond to earnings attributable to the equity holders of the parent.

a. Includes the potential dilutive effect related to employee stock purchase plans, restricted stock units and restricted stock of Activision Blizzard.

b. Net of treasury shares (79,114 shares as of March 31, 2009).

Note 7. Commitments

The following note should be read in conjunction with Note 26 "Contractual obligations and other commitments" to the Consolidated Financial Statements for the year ended December 31, 2008 (pages 273 to 281 of the 2008 Annual report). The main contractual commitments undertaken during the first quarter ended March 31, 2009 are described below:

- **Obligations related to the permission to use the Consolidated Global Profit Tax System:** According to a decision dated March 13, 2009, the permission to benefit from the tax regime provided by Article 209 *quinquies* of the French General Tax Code (the Consolidated Global Profit Tax System) was renewed for the period beginning January 1, 2009 and ending December 31, 2011. As part of this regime, Vivendi undertook to continue performing its previous years' commitments, in particular with regard to job creation.

Note 8. Litigation

Vivendi is subject to various lawsuits, arbitrations and governmental, administrative or other proceedings (collectively "Legal Proceedings") in the normal course of its business.

Certain Legal Proceedings involving Vivendi or its subsidiaries (as plaintiff or defendant) are described in the 2008 Annual Report (pages 282 to 287). The following paragraphs update such disclosure through May 12, 2009, the date of the Management Board meeting held to approve Vivendi's financial statements for the first quarter ended on March 31, 2009.

To the company's knowledge, there are no Legal Proceedings or any facts of an exceptional nature (including, to the company's knowledge, any pending or threatened proceedings) in which it is a defendant, which may have or have had in the recent past a significant effect on the company and on its group's financial position, profit, business and property, other than those described herein.

Securities Class Action in the United States

Since July 18, 2002, sixteen claims have been filed against Vivendi, Messrs. Jean-Marie Messier and Guillaume Hannezo in the United States District Court for the Southern District of New York and in the United States District Court for the Central District of California. On September 30, 2002, the New York court decided to consolidate these claims in a single action under its jurisdiction entitled In re Vivendi Universal S.A. Securities Litigation. The plaintiffs allege that, between October 30, 2000 and August 14, 2002, the defendants violated certain provisions of the US Securities Act of 1933 and US Securities Exchange Act of 1934, particularly with regard to financial communications. On January 7, 2003, the plaintiffs filed a consolidated class action suit that may benefit potential groups of shareholders seeking damages for an unspecified amount. Vivendi contests these allegations and has not set aside any sums in its accounts for this contingency.

Fact discovery and depositions closed on June 30, 2007.

In parallel with these proceedings, the Court, on March 22, 2007, has decided, concerning the procedure for certification of the potential claimants as a class ("class certification"), that the persons from the United States, France, England and the Netherlands who purchased or acquired shares or ADS of Vivendi (formerly Vivendi Universal SA) between October 30, 2000 and August 14, 2002, could be included in the class. On April 9, 2007, Vivendi filed an appeal against this decision. On May 8, 2007, the United States Court of Appeals for the Second Circuit denied both Vivendi's and some other plaintiffs' petitions seeking review of the district court's decision with respect to class certification. On August 6, 2007, Vivendi filed a petition with the Supreme Court of the United States for a Writ of Certiori seeking to appeal the Second Circuit's decision on class certification. On October 9, 2007, the Supreme Court denied the petition.

On March 12, 2008, Vivendi filed a motion for reconsideration of the Court's class certification decision with respect to the French shareholders included in the class. On March 31, 2009, the judge denied Vivendi's motion. On April 14, 2009, Vivendi filed a petition with the United States Court of Appeals for the Second Circuit seeking leave to appeal the order denying its motion for reconsideration of the certification of a class including French shareholders.

Following the March 22, 2007 order, a number of individual cases have recently been filed against Vivendi by plaintiffs who were excluded from the certified class. On December 14, 2007, the judge issued an order consolidating the individual actions with the securities class action. The trial is likely to commence at the end of September 2009.

Elektrim Telekomunikacja

As of today, Vivendi is a 51% shareholder in each of Elektrim Telekomunikajca Sp. z o.o. (Telco) and Carcom Warszawa (Carcom), companies organized under and existing under the laws of Poland which own, either directly and indirectly, 51% of the capital of Polska Telefonia Cyfrowa Sp. Z.o.o. (PTC), one of the primary mobile telephone operators in Poland. These shareholdings are the subject of several litigation proceedings. The paragraphs below discuss the most recent developments in such proceedings.

Tort Claim initiated by Elektrim against Vivendi before the Warsaw District Court

Elektrim started a tort action against Vivendi before the Warsaw District Court on October 4, 2006, claiming that Vivendi prevented Elektrim from recovering the PTC shares following the Vienna Award dated November 26, 2004. Elektrim is claiming compensation in the amount of approximately €2.2 billion corresponding to the difference between the fair market value of 48% of PTC and the price paid by DT to Elektrim as a result of the exercise of its call option. On January 5, 2009, the Warsaw Tribunal dismissed Elektrim's claim. On February 26, 2009, the Warsaw District Court reversed its decision and, as a result, will reexamine Elektrim's claim.

Vivendi Deutschland against FIG

Further to a claim filed by CGIS BIM (a subsidiary of Vivendi) against FIG to obtain the release of a part of the amount remaining due pursuant to a buildings sale contract, FIG obtained, on May 29, 2008, the cancellation of the sale by a judgment of the Berlin Court of Appeal, which invalidated a judgment rendered by the Berlin High Court. Vivendi was ordered to repurchase the buildings and to pay damages of an amount to be determined. Vivendi appealed this decision to the Supreme Court. Vivendi delivered a guarantee so as to pursue settlement negotiation. As no settlement was reached, on September 3, 2008, CGIS BIM challenged the validity of the judgment execution. On October 8, 2008, the Berlin Court rejected CGIS BIM demands. Vivendi appealed before the Federal Court. In its judgment dated April 23, 2009, the Berlin Regional Court declared the decision dated May 29, 2008 ineffective.

French Competition Council – Mobile Telephone Market

On June 29, 2007, the Commercial Chamber of the French Supreme Court partially reversed the decision rendered by the Paris Court of appeal on December 12, 2006, confirming the order rendered by the French Competition Council ordering SFR to pay a fine of €220 million, and recognizing that an illegal agreement existed due to exchange of information among French mobile telephone operators between 1997 and 2003 and imposing a financial penalty on this basis. The French Supreme Court remanded the case to the Paris Court of Appeal otherwise composed. A hearing on the pleadings took place on January 20, 2009. On March 11, 2009, the Court of Appeal confirmed the financial penalties ordered against the three mobile telephone operators. On April 10, 2009, SFR filed an appeal to the French Supreme Court.

Complaint of Bouygues Telecom against SFR and Orange in connection with the call termination and mobile markets

Bouygues Telecom brought a claim before the French Competition Council against SFR and Orange for certain alleged unfair trading practices on the call termination and mobile markets. On March 13, 2008, SFR received a notification of grievances and filed its brief in response on May 19, 2008. The Competition Council rendered its report on August 4, 2008. The hearing before the French Competition Council took placed in March 2009 and a decision is expected in May 2009.

Complaint of SFR against Orange on its "Unik 1 euro" offer

On December 5, 2008, SFR brought a claim before the French Competition Council (now known as the French Competition Authority) against Orange for unfair trading practices relating to its "Unik 1 euro" offer. On April 2, 2009, the French Competition Authority denied the request for protective measures filed by SFR but determined that there were grounds to pursue the matter.

Neuf Cegetel against France Telecom regarding the broadcasting of the Orange Foot channel

On June 27, 2008, Neuf Cegetel voluntarily joined a proceeding initiated by Free against France Telecom regarding the broadcasting of the Orange Foot channel. On February 23, 2009, the Commercial Court ruled in favour of the request of Free and Neuf Cegetel and determined that the Orange Foot channel offer, which conditioned the subscription to the Orange Foot channel upon a prior subscription to the Internet Orange offer, constituted a related sale transaction prohibited by the French Code of Consumption. As a consequence, the Court ordered France Telecom to terminate its related sale practices related to the Orange Foot channel within one month or be penalized, and appointed an expert to produce a report evaluating the amount of the loss suffered by Neuf Cegetel and Free. Orange requested that the First President of the Paris Court of Appeal suspend the provisional execution of the judgement. On March 31, 2009, this request was denied. Orange also appealed on the merits of the case.

Tenor against Groupe SFR Cegetel, Groupe France Telecom and Bouygues Telecom

Tenor (a fixed operators association, which has became ETNA) brought a claim before the French Competition Council alleging anticompetitive practices by France Telecom, Cegetel, SFR and Bouygues Telecom in the telecommunications sector. On October 14, 2004, the French Competition Council fined SFR, among others, for abuse of dominant position. On November 20, 2004, SFR appealed. On April 12, 2005, the Court of Appeal quashed the decision of the Competition Council. On April 29, 2005, ETNA appealed against that ruling before the French Supreme Court. On May 10, 2006, the Supreme Court rejected the decision of the Court of Appeal stating that it should have examined whether the alleged practices had an adverse impact on competition. On April 2, 2008, the second Court of Appeal denied the requests made by SFR. On April 30, 2008, SFR appealed to the French Supreme Court. On March 3, 2009, the French Supreme Court reversed the decision dated April 2, 2008, determining that “price scissoring” practices do not per se constitute anti-competitive practices and remanded the case to the Paris Court of Appeal otherwise composed for further consideration.

Complaint against France Telecom before the European Commission for abuse of dominant position

On March 2, 2009, Vivendi and Free jointly filed a complaint before the European Commission against France Telecom for abuse of dominant position. Vivendi and Free claim that France Telecom imposed excessive tariffs on its offerings in respect of fixed-line and telephone subscription access.

Note 9. Subsequent events

The main events that occurred since March 31, 2009 were as follows:

- **Project of license agreement with the NetEase.com group for *World of Warcraft* in mainland China:** On April 16, 2009, Blizzard Entertainment Inc., a subsidiary of Activision Blizzard, announced that Blizzard Entertainment®'s *World of Warcraft®* will be licensed to an affiliated company of NetEase.com, Inc. in mainland China for a term of 3 years.

- **New tranche of €120 million of the €1 billion original bond issue dated January 2009:** In April 2009, Vivendi SA placed a new tranche of €120 million of the €1 billion original bond issue with a January 2014 maturity. This new tranche is denominated in euros with a 7.75% coupon, and an issue price of 107.579% of the nominal value, corresponding to a 5.86% yield.

- **Annual Shareholders’ Meeting of Vivendi held on April 30, 2009:** At the Annual Shareholders’ Meeting held on April 30, 2009, Vivendi’s shareholders notably approved the following recommendations:
  - **Dividend paid with respect to fiscal year 2008:** At the Annual Shareholders’ Meeting held on April 30, 2009, Vivendi’s shareholders approved the Management Board’s recommendations relating to the allocation of distributable earnings for fiscal year 2008. As a result, the dividend was set at €1.40 per share, representing a total distribution of approximately €1.6 billion. The ex-dividend date will be May 12, 2009. Each shareholder will have the option to receive the dividend in cash or in ordinary shares at an issue price of €17 per share (ex-dividend). The dividend in cash or in ordinary shares will be paid beginning on June 4, 2009.
  - **Conditional compensation upon termination of employment for the Chairman of the Management Board:** As described in Note 25.1 to the Consolidated Financial Statements for the year ended December 31, 2008 (please refer to page 271 of the 2008 Annual Report), the Supervisory Board of Vivendi, at its meeting of February 26, 2009, noted the intention of Mr. Jean-Bernard Lévy, Chairman of the Management Board, to renounce his employment contract upon the renewal of his term of office on April 27, 2009, in accordance with the AFEP-MEDEF recommendations regarding the compensation of corporate officers of listed companies. The recommendations were reviewed during the joint meeting of the Corporate Governance Committee and the Human Resources Committee on November 19, 2008. On December 18, 2008, the Supervisory Board resolved to apply these recommendations in their entirety.
    At its meeting of February 26, 2009, the Supervisory Board approved details of the compensation and benefits in kind granted to the Chairman of the Management Board and compensation payable on the termination of his duties. The latter were approved at the Annual Shareholders’ Meeting held on April 30, 2009, in accordance with the provisions of Article L.225-90-1 of the French Commercial Code. A breakdown of these items is presented in Sections 3.2.2.1 and 3.2.2.2 of the 2008 Annual Report (pages 107 and 108).