Financial Report and Unaudited Condensed Financial Statements for the first quarter ended March 31, 2015

MAY 12, 2015

vivendi

VIVENDI

Société anonyme with a Management Board and a Supervisory Board with a share capital of €7,494,122,559.00

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Selected key consolidated financial data

Preliminary comments:

In compliance with IFRS 5, GVT, SFR, Maroc Telecom and Activision Blizzard have been reported in Vivendi's Consolidated Financial Statements as discontinued operations. Vivendi deconsolidated SFR, Maroc Telecom group and Activision Blizzard as from November 27, 2014, May 14, 2014, and October 11, 2013, respectively, i.e., the date of their effective sale by Vivendi.

	1st Quarter ended March 31, (unaudited)		Year ended December 31,			
	2015	2014	2014	2013	2012	2011
Consolidated data						
Revenues	2,492	2,317	10,089	10,252	9,597	9,064
EBIT	117	100	736	637	(1,131)	1,269
Earnings attributable to Vivendi SA shareowners	33	431	4,744	1,967	179	2,681
of which earnings from continuing operations attributable to Vivendi SA shareowners	16	(10)	(290)	43	(1,565)	571
Income from operations (IFO) (a)	218	204	1,108	1,131	na	na
EBITA (a)	218	185	999	955	1,074	1,086
Adjusted net income (a)	136	109	626	454	318	270
Net Cash Position/(Financial Net Debt) (a)	4,966	(11,242)	4,637	(11,097)	(13,419)	(12,027)
Total equity	23,627	19,623	22,988	19,030	21,291	22,070
of which Vivendi SA shareowners' equity	23,224	17,964	22,606	17,457	18,325	19,447
Cash flow from operations, before capital expenditures, net (CFFO before capex, net)	190	200	1,086	1,139	1,139	1,205
Capital expenditures, net (capex, net) (b)	(72)	(53)	(243)	(245)	(293)	(308)
Cash flow from operations (CFFO) (a)	118	147	843	894	846	897
Cash flow from operations after interest and income tax paid (CFAIT) (a)	(109)	166	421	503	772	826
Financial investments	(178)	(131)	(1,244)	(107)	(1,689)	(289)
Financial divestments	(8)	(12)	17,807	3,471	201	4,205
Dividends paid with respect to previous fiscal year	na	na	1,348 (c)	1,325	1,245	1,731
Per share data						
Weighted average number of shares outstanding	1,353.9	1,340.8	1,345.8	1,330.6	1,298.9	1,281.4
Adjusted net income per share	**0.10**	**0.08**	**0.46**	**0.34**	**0.24**	**0.21**
Number of shares outstanding at the end of the period (excluding treasury shares)	1,360.6	1,342.7	1,351.6	1,339.6	1,322.5	1,287.4
Equity per share, attributable to Vivendi SA shareowners	17.07	13.38	16.73	13.03	13.86	15.11
Dividends per share paid with respect to previous fiscal year	**na**	**na**	**1.00** (c)	**1.00**	**1.00**	**1.40**

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

na: not applicable.

a. The non-GAAP measures of Income from operations (a measure of the operating performance of business segments recently applied by Vivendi Management), EBITA, Adjusted net income, Net Cash Position (or Financial Net Debt), Cash flow from operations (CFFO) and Cash flow from operations after interest and income tax paid (CFAIT) should be considered in addition to, and not as a substitute for, other GAAP measures of operating and financial performance as presented in the Consolidated Financial Statements and the related notes, or as described in this Financial Report, and Vivendi considers that they are relevant indicators of the group's operating and financial performance. Each of these indicators is defined in the appropriate section of this Financial Report or in its Appendix. In addition, it should be noted that other companies may define and calculate these indicators differently from Vivendi, thereby affecting comparability.

b. Relates to cash used for capital expenditures, net of proceeds from sales of property, plant and equipment, and intangible assets.

c. On June 30, 2014, Vivendi SA paid an ordinary €1 per share to its shareholders from the additional paid-in capital, considered as a return of capital distribution to shareholders.

I- Financial Report for the first quarter of 2015

Preliminary comments:

On May 5, 2015, the Management Board approved the Financial Report and the Unaudited Condensed Financial Statements for the first quarter ended March 31, 2015. Upon the recommendation of the Audit Committee which met on May 6, 2015, the Supervisory Board, at its meeting held on May 12, 2015, reviewed the Financial Report and the Unaudited Condensed Financial Statements for the first quarter ended March 31, 2015, as previously approved by the Management Board on May 5, 2015.

The Financial Report for the first quarter of 2015 should be read in conjunction with the Financial Report for the year ended December 31, 2014 as published in the 2014 "*Rapport annuel - Document de référence*" filed on March 13, 2015 with the French *Autorité des Marchés Financiers* (the "AMF") (the "*Document de référence 2014*"). Please also refer to pages 161 through 194 of the English translation[1] of the "*Document de référence 2014*" (the "2014 Annual Report") which is available on Vivendi's website (www.vivendi.com) for informational purposes.

In compliance with IFRS 5 - *Non-current Assets Held for Sale and Discontinued Operations*, GVT, SFR and Maroc Telecom have been reported in Vivendi's Consolidated Financial Statements for the years 2015 and 2014 as discontinued operations in accordance with the following terms:

- **Ongoing sale as of March 31, 2015:** On September 18, 2014, Vivendi and Telefonica entered into an agreement for the sale of GVT. As a result, GVT has been reported in the Consolidated Statement of Earnings and Statement of Cash Flows as a discontinued operation. Its contribution to each line of Vivendi's Consolidated Statement of Financial Position as of March 31, 2015 and December 31, 2014 has been grouped under the lines "Assets of discontinued businesses" and "Liabilities associated with assets of discontinued businesses".
- **Completed sales as of December 31, 2014:** Vivendi deconsolidated SFR and Maroc Telecom group as from November 27, 2014 and May 14, 2014, respectively. Both businesses have been reported in the Consolidated Statement of Earnings and Statement of Cash Flows as discontinued operations.

1 Significant events

1.1 Significant events during the period

1.1.1 Sale of 20% interest in Numericable-SFR

As a reminder, on November 27, 2014, Vivendi announced the closing of the combination between SFR and Numericable. Pursuant to this transaction, Vivendi received a net cash proceed of €13,050 million, which takes into account, the €250 million final price adjustment (including an additional €116 million paid by Vivendi on May 6, 2015), as well as, Vivendi's €200 million contribution to the financing of the acquisition of Virgin Mobile by Numericable-SFR. In addition to the cash proceed, Vivendi received a 20% interest in the new entity Numericable-SFR as well as the right to an earn-out of €750 million contingent upon the operating performance of Numericable-SFR. Vivendi granted specific guarantees to Numericable-SFR which are limited in amount and issued certain undertakings to the French Competition Authority.

On February 27, 2015, after review by the Management Board, Vivendi's Supervisory Board unanimously decided to accept the offer received on February 17, 2015 from Numericable-SFR and Altice, to purchase the Numericable-SFR shares held by Vivendi, which represented 20% of the share capital of Numericable-SFR, as follows:

a. Purchase by Numericable-SFR of 10% of its own shares:

   In accordance with the Share Repurchase Agreement signed on February 27, 2015, at Numericable-SFR General Shareholders' Meeting held on April 28, 2015, shareholders approved the purchase of 48,693,922 of the company's own shares (i.e. a 10% interest) at €40 per share, for an aggregate amount of €1,948 million, paid on May 6, 2015.

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

b. Purchase by Altice of a 10% interest in Numericable-SFR:

On May 6, 2015, the closing date of the share repurchase, Altice will acquire 48,693,923 shares at €40 per share, for an aggregate amount of €1,948 million. Payment will be made no later than April 7, 2016, with the possibility to advance payment of the full amount; the amount owed to Vivendi bears interest at 3.80% per year. A first demand bank guarantee was issued by two leading banks.

This transaction permitted Vivendi to complete its divestment of SFR under financial conditions that result in it receiving, with respect to this minority interest, a 20% premium over the closing price of Numericable-SFR shares on November 27, 2014. The low liquidity level of Numericable-SFR shares made an exit under optimal conditions uncertain. In total, net proceeds received by Vivendi from the sale of SFR amounted to approximately €17 billion, in line with the valuation projected by Vivendi in April 2014.

The completion of these transactions terminated: (i) the agreements which gave Vivendi the right to a potential earn-out of €750 million and a specific guarantee provided by Vivendi; (ii) the Shareholders Agreement including in particular a non-compete clause relating to Canal+ Group in certain sectors and territories; and (iii) the discussions on the adjustment to the sale price for SFR based on its level of debt as of the date of its sale, resulting in the payment by Vivendi of €116 million.

As of March 31, 2015, the 20% interest in Numericable-SFR was recognized as "available-for-sale securities" in Vivendi's Condensed Statement of Financial position and re-evaluated according to the agreement related to the sale of this interest to Altice and Numericable-SFR executed on February 27, 2015 (€3,896 million). The capital gain on the sale of this interest amounted to €651 million (before taxes), recognized in equity for the first quarter of 2015. In accordance with IFRS, for the second quarter of 2015, this capital gain will be recorded in the Statement of Earnings as "other income" included in the EBIT and the receivable from Altice (€1,948 million) will be recognized in current financial assets.

In addition, Vivendi has been informed that the tax authorities are challenging the merger of SFR and Vivendi Telecom International (VTI) which occurred in December 2011 and, consequently, they intend to contest the inclusion of SFR within the Vivendi tax group in respect of fiscal year 2011. The tax authorities plan to require the separation of SFR from Vivendi's tax group for that fiscal year and will make a claim against SFR for a total of €1,374 million, representing a principal tax amount of €711 million plus default interest and penalties of €663 million.

As part of the agreement entered into on February 27, 2015 among Vivendi, Altice and Numericable-SFR, Vivendi agreed to return to SFR, if appropriate, taxes and contributions that could be borne by SFR for fiscal year 2011 and that SFR would have already paid at that time to Vivendi up to €711 million (including €154 million corresponding to the use by SFR of VTI tax losses in 2011 or 2012) covering the entire period of inclusion of SFR within the Vivendi tax group, if the merger of SFR and VTI in 2011 were to be ultimately invalidated for tax purposes. Vivendi and Altice/Numericable-SFR agreed to cooperate in order to challenge the position of the tax authorities.

Vivendi Management believes that it has solid legal grounds on which to defend the inclusion of SFR within the Vivendi tax group in respect of fiscal year 2011 or, failing that, its consolidation as part of application of the Consolidated Global Profit Tax System in respect of that fiscal year. Therefore, Vivendi believes that the agreement entered into on February 27, 2015 between Vivendi and Altice/Numericable-SFR should not have a materially adverse impact on the financial position or liquidity of the company.

1.1.2 Plan to sell GVT

On August 28, 2014, Vivendi's Supervisory Board decided to enter into exclusive negotiations with Telefonica to sell GVT. After receiving a positive opinion from employee representatives, on September 18, 2014 it authorized the execution of an agreement with Telefonica for the sale of GVT. This agreement, the key terms of which are described below, represents a total enterprise value of €7.45 billion (based on the stock market value and foreign exchange rates on the date the exclusive negotiations were entered into with Telefonica), corresponding to a 2014 estimated EBITDA multiple of 10x. The closing of the sale of GVT is subject to certain conditions, including the approval by the relevant regulatory authorities which have already been obtained and is expected to occur at the end of May 2015.

Cash proceeds	€4.66 billion subject to the sale price adjustment, based, among other things, on exceptional changes in net working capital, GVT's bank debt, as well as certain restatements as contractually defined by the parties, at the completion date of the sale. Depending on these adjustments and the actual numbers as of the completion date, the amount of cash consideration paid may be increased or decreased. Moreover, the cash proceeds, net of adjustments, will also be decreased by any applicable taxes related to the sale, currently estimated at approximately €600 million. The net sale price is estimated at approximately €3.6 billion.

Consideration shares	A 7.467% interest in Telefonica Brasil (after the contribution of GVT) and a 5.7% interest (8.3% voting rights) in Telecom Italia. As of May 4, 2015, these shares held an aggregate value of €3 billion: €1.8 billion for the 7.467% interest in Telefonica Brasil and €1.2 billion for the 5.7% interest in Telecom Italia based on stock market prices and exchange rates at this date.
Financing	Capital increase at Telefonica Brasil to fund cash proceeds, guaranteed by Telefonica.
Conditions precedent	Completion of the sale is subject to obtaining approvals from ANATEL (Agência Nacional de Telecomunicações) which were received on December 22, 2014 and March 12, 2015 in respect of certain aspects of the transaction and CADE (Conselho Administrativo de Defesa Econômica) in Brazil which was received on March 25, 2015, and other conditions customary in this type of transaction.
Commitments given	- Limited representations and warranties. - Vivendi has given a commitment to CADE to progressively exit from Telefonica Brasil.
Liquidity	With respect to Vivendi's interest in the combined entity Telefonica Brasil: - maximum 90 day lock-up period starting as from the date of the tender offer pricing; and - tag-along rights.
Governance	No specific governance rights in Telefonica Brasil and Telecom Italia.

1.1.3 Canal+ Group

Plan to sell TVN interest in Poland

On March 16, 2015, Canal+ Group and ITI Group announced the sale of their controlling interest in TVN (Poland's free-to-air) to Southbank Media Ltd., a London-based subsidiary of Scripps Networks Interactive Inc. Group.
Under the terms of the transaction, N-Vision B.V., which at the time of closing of the transaction will directly and indirectly hold a 52.7% controlling interest in TVN, will be acquired by Southbank Media Ltd. for an aggregate cash amount of €584 million (approximately €273 million for Canal+ Group).
The transaction remains subject to regulatory approval. Closing is expected to occur in the next few months.

Broadcasting rights for sport events

On January 19, 2015, following a call for tenders carried out by the National Rugby League, Canal+ Group secured exclusive rights related to all of the National French Rugby Championship's "TOP 14" matches. These rights, which include all seven games on each match day, play-off games, as well as the *Jour de Rugby* show, cover the seasons 2015-2016 to 2018-2019.

1.2 Subsequent events

The significant events that occurred since March 31, 2015 were as follows:

- On April 7, 2015, Orange and Vivendi entered into exclusive negotiations for the acquisition by Vivendi of an 80% interest in Dailymotion for €217 million. As part of this transaction, which corresponds to an enterprise value of €265 million for Dailymotion, Orange would retain a 20% interest in Dailymotion. Information-consultation processes with employee representative organizations of Vivendi, Orange and Dailymotion were achieved and the closing is expected to occur in the next few months.
- Since April 9, 2015, Bolloré Group has held a 14.52% interest in Vivendi (compared to 5.14% as of December 31, 2014).
- On April 17, 2015, Vivendi's Annual General Shareholder's Meeting notably approved the following main resolutions:
    - the distribution of an ordinary dividend of €1 paid with respect to 2014, comprising €0.20 relative to the group's business performance and a €0.80 return to shareholders as a result of the disposals of assets. This dividend was paid in cash on April 23, 2015, following the coupon detachment on April 21, 2015, for an aggregate amount of €1,363 million.
    - the appointment of Messrs. Tarak Ben Ammar and Dominique Delport as members of the Supervisory Board.

  In addition, Vivendi's Annual General Shareholder's Meeting of April 17, 2015 rejected the resolution, proposed by shareholders and not approved by Vivendi's Management Board, seeking the non-application of double voting rights to registered shares held for more than two years by the same shareholder as provided for in the "Florange" law.
- On May 6, 2015, Vivendi will complete the sale of its 20% interest in Numericable-SFR and will receive an initial cash proceed of €1.8 billion, net of the €116 million price adjustment. A second cash proceed of €1.9 billion will be payable by Altice no later than April 7, 2016 (please refer to Section 1.1.1).

2 Earnings analysis

Preliminary comments:

- *Income from operations (IFO), EBITA and adjusted net income, non-GAAP measures, should be considered in addition to, and not as a substitute for, other GAAP measures of operating and financial performance, as presented in the Consolidated Financial Statements and the related notes or as described in the Financial Report, and Vivendi considers that they are relevant indicators to assess the group's operating and financial performance.*

  Vivendi Management uses income from operations, EBITA and adjusted net income for reporting, management, and planning purposes because they better illustrate the underlying performance of continuing operations by excluding most non-recurring and non-operating items.

  - *The difference between EBITA and EBIT consists of the amortization of intangible assets acquired through business combinations, the impairment of goodwill and other intangibles acquired through business combinations, and EBIT's "other charges" and "other income" as defined in Note 1.2.3 to the Consolidated Financial Statements for the year ended December 31, 2014 (page 207 of the "2014 Annual Report").*

  - *As defined by Vivendi, income from operations is calculated as EBITA as presented in the Adjusted Statement of Earnings, before share-based compensation costs related to equity-settled plans, and special items due to their unusual nature or particular significance (please refer to Appendix 1 to this Financial Report).*

  Moreover, it should be noted that other companies may define and calculate non-GAAP measures differently from Vivendi, thereby affecting comparability.

- *In compliance with IFRS 5, SFR and Maroc Telecom (businesses sold in 2014), as well as GVT (in the process of being sold) have been reported as discontinued operations. In practice, income and charges from these businesses have been reported as follows:*

  - *their contribution until the effective divestiture, if any, to each line of Vivendi's Consolidated Statement of Earnings (before non-controlling interests) has been reported on the line "Earnings from discontinued operations"; and*

  - *their share of net income has been excluded from Vivendi's adjusted net income.*

2.1 Consolidated Statement of Earnings and Adjusted Statement of Earnings

CONSOLIDATED STATEMENT OF EARNINGS			ADJUSTED STATEMENT OF EARNINGS		
	1st Quarter ended March 31,		1st Quarter ended March 31,		
	2015	2014	2015	2014	
Revenues	**2,492**	**2,317**	**2,492**	**2,317**	**Revenues**
Cost of revenues	(1,510)	(1,448)	(1,510)	(1,448)	Cost of revenues
Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations	(757)	(678)	(764)	(665)	Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations
			218	**204**	**Income from operations (IFO)**
Restructuring charges	(7)	(6)	(7)	(6)	Restructuring charges
			7	(13)	Other operating charges and income
Amortization of intangible assets acquired through business combinations	(98)	(83)			
Other income	1	-			
Other charges	(4)	(2)			
EBIT	**117**	**100**	**218**	**185**	**EBITA**
Income from equity affiliates	(6)	(6)	(6)	(6)	Income from equity affiliates
Interest	(5)	(11)	(5)	(11)	Interest
Income from investments	9	-	9	-	Income from investments
Other financial income	12	3			
Other financial charges	(18)	(15)			
Earnings from continuing operations before provision for income taxes	**109**	**71**	**216**	**168**	**Adjusted earnings from continuing operations before provision for income taxes**
Provision for income taxes	(76)	(67)	(61)	(40)	Provision for income taxes
Earnings from continuing operations	**33**	**4**			
Earnings from discontinued operations	17	584			
Earnings	**50**	**588**	**155**	**128**	**Adjusted net income before non-controlling interests**
Of which					*Of which*
Earnings attributable to Vivendi SA shareowners	**33**	**431**	**136**	**109**	**Adjusted net income**
continuing operations	**16**	**(10)**			
discontinued operations	17	441			
Non-controlling interests	17	157	19	19	Non-controlling interests
Earnings attributable to Vivendi SA shareowners per share - basic (in euros)	**0.02**	**0.32**	**0.10**	**0.08**	**Adjusted net income per share - basic (in euros)**
Earnings attributable to Vivendi SA shareowners per share - diluted (in euros)	**0.02**	**0.32**	**0.10**	**0.08**	**Adjusted net income per share - diluted (in euros)**

In millions of euros, except per share amounts.

Reconciliation of EBIT to EBITA and to income from operations as well as earnings attributable to Vivendi SA shareowners to adjusted net income is presented in Appendix 1 of this Financial Report.

2.2 Earnings review

Earnings attributable to Vivendi SA shareowners analysis

For the first quarter of 2015, **earnings attributable to Vivendi SA shareowners for continuing operations, after non-controlling interests** (Canal+ Group, Universal Music Group and Vivendi Village, as well as Corporate) was a €16 million profit, compared to a €10 million loss for the first quarter of 2014, a €26 million favorable change. This change primarily reflected the €17 million increase in EBIT, the €6 million decrease in interest expense and €9 million dividends received from Activision Blizzard, partially offset by the €9 million increase in income tax expense.

In addition, **earnings attributable to Vivendi SA shareowners for discontinued operations, after non-controlling interests** amounted to €17 million, compared to €441 million for the first quarter of 2014, a €424 million decrease. For the first quarter of 2014, earnings notably included SFR, Maroc Telecom and GVT's contributions, as well as the gain on the change in value of the remaining interest in Activision Blizzard.

For the first quarter of 2015, **earnings attributable to Vivendi SA shareowners** amounted to €33 million (or €0.02 per share), compared to €431 million (or €0.32 per share) for the same period in 2014.

Adjusted net income analysis

For the first quarter of 2015, **adjusted net income** was €136 million (or €0.10 per share[2]), compared to €109 million for the same period in 2014 (or €0.08 per share), a €27 million increase (+24.1%). As a reminder, according to the application of IFRS 5 to SFR and Maroc Telecom (businesses sold in 2014), as well as GVT (in the process of being sold), the Adjusted Statement of Earnings includes the results of Canal+ Group, Universal Music Group and Vivendi Village's operations, as well as Corporate costs.
The increase in adjusted net income resulted from the increase in EBITA (+€33 million), the decrease in interest expense (+€6 million) and dividends received from Activision Blizzard (+€9 million), partially offset by the increase in income tax expense (-€21 million).

Detailed analysis of the main items from the Statement of Earnings

Revenues were €2,492 million, compared to €2,317 million for the first quarter of 2014 (+7.5%, or +2.5% at constant currency and perimeter[3]). Revenues included a €101 million favorable impact, primarily attributable to Universal Music Group, as a result of the appreciation of the U.S. dollar (USD) and the British pound (GBP) against the euro for the first quarter of 2015. For a breakdown of revenues by business segment, please refer to Section 4 of this Financial Report.

Income from operations was €218 million, compared to €204 million for the first quarter of 2014, a €14 million increase (+7.0%). At constant currency, income from operations increased by €8 million (+4.0%) and primarily reflected the improved operating performance of Vivendi Village (+€24 million) thanks to cost management at Watchever since the second half of 2014, and of Universal Music Group (+€17 million), mainly attributable to strong recorded music sales. Whereas, for the first quarter of 2014, income from operations included a non-recurring positive impact related to the settlement of a litigation at Canal+ Group. For a breakdown of income from operations by business segment, please refer to Section 4 of this Financial Report.

Restructuring charges amounted to €7 million, compared to €6 million for the first quarter of 2014, at Universal Music Group.

Other operating charges and income excluded from income from operations amounted to a net income of €7 million (compared to a net charge of €13 million for the first quarter of 2014). For the first quarter of 2014, they included Universal Music Group's integration costs (-€4 million) and charges related to equity-settled share-based compensation plans (-€8 million).

EBITA was €218 million, compared to €185 million for the first quarter of 2014, a €33 million increase (+17.9%). At constant currency, EBITA increased by €28 million, i.e. +15.1% (+€26 million and +14.1%, at constant currency and perimeter). This change primarily reflected the increase in income from operations. For a breakdown of EBITA by business segment, please refer to Section 4 of this Financial Report.

EBIT was €117 million, compared to €100 million for the first quarter of 2014, a €17 million increase (+17.1%). This amount included amortization of intangible assets acquired through business combinations for €98 million, compared to €83 million for the first quarter of 2014, a €15 million increase attributable to a currency impact as a result of the appreciation of the U.S. dollar (USD) against the euro at Universal Music Group.

Income from equity affiliates was stable at €6 million.

Interest was an expense of €5 million, compared to €11 million for the first quarter of 2014, a €6 million decrease (-56.4%).
For the first quarter of 2015, interest expense on borrowings amounted to €17 million (compared to €78 million for the first quarter of 2014). This €61 million decrease was attributable for €64 million, to the decrease in the average outstanding borrowings to €2.5 billion for the first quarter of 2015 (compared to €11.8 billion for the first quarter of 2014), slightly offset by the increase in the average interest rate on borrowings to 2.75% for the first quarter of 2015 (compared to 2.65% for the first quarter of 2014). The redemption of bonds in 2014 for an aggregate amount of €5.6 billion resulted in interest savings of €48 million. The remaining bonds (€1,950 million as of March 31, 2015) generated a €15 million interest expense for the first quarter of 2015.
Moreover, as a result of the application of IFRS 5 to GVT and SFR, interest expense was reported net of interest received by Vivendi SA on the financings granted to these entities, under market conditions. Interest expense amounted to €3 million for the first quarter of 2015 related to GVT, compared to €66 million for the first quarter of 2014 related to SFR and GVT, a €63 million decrease, primarily attributable to the sale of SFR in November 2014.
Interest income earned on cash and cash equivalents amounted to €9 million for the first quarter of 2015, compared to €1 million for the first quarter of 2014. This change resulted from the increase in average cash and cash equivalents to €7.1 billion in 2015 (compared to €0.6 billion in 2014), which reflected the impact of the sales of SFR and Maroc Telecom in 2014.

[2] For the details of adjusted net income per share, please refer to Appendix 1 to this Financial Report.

[3] Constant perimeter reflects the following changes made in the consolidation scope: acquisitions of Mediaserv (on February 13, 2014) and Thema (on October 28, 2014) at Canal+ Group.

Income from investments amounted to €9 million for the first quarter of 2015, corresponding to the dividend distribution approved by Activision Blizzard (recorded as receivable in the second quarter of 2015).

Other financial charges and income were a net charge of €6 million, compared to €12 million for the first quarter of 2014, a €6 million decrease.

Income taxes reported to adjusted net income were a net charge of €61 million, compared to €40 million for the first quarter of 2014, a €21 million increase (+53.1%). This change included (i) a non-recurring negative impact (-€11 million) related to an adjustment of tax expense from a previous year, and (ii) the increase in taxable income due to the improved operating performance of the group's businesses. The effective tax rate reported to adjusted net income was at 27.6% for the first quarter of 2015. Excluding the non-recurring negative impact, the effective tax rate reported to adjusted net income would be at 22.8% for the first quarter of 2015, compared to 23.0% for the first quarter of 2014.
In addition, **provision for income taxes** was a net charge of €76 million, compared to €67 million for the first quarter of 2014. In addition to the non-recurring negative impact and the effect of the increase in taxable income, this €9 million increase reflected the change in deferred tax savings related to Vivendi SA's Tax Group System, which was a €44 million charge in 2015, compared to a €49 million charge in 2014.

Earnings from discontinued operations amounted to €17 million, compared to €584 million for the first quarter of 2014. For the first quarter of 2015, they included GVT's net earnings for €84 million, including the impact related to the discontinuation of the amortization of tangible and intangible assets since September 1, 2014, in compliance with IFRS 5 (+€95 million for the first quarter of 2015), as well as the remaining impact related to the sale of the 80% interest in SFR to Numericable (-€67 million). For the first quarter of 2014, they included GVT's net earnings, before non-controlling interests (€68 million), SFR's net earnings (€94 million), Maroc Telecom group's net earnings (€270 million, including the impact of €120 million for the first quarter of 2014 related to the discontinuation of amortization of tangible and intangible assets since July 1, 2013, in compliance with IFRS 5). In addition, earnings included the €83 million change in value of Activision Blizzard shares owned by Vivendi as of March 31, 2014 (+€152 million).
Please refer to Note 2 to the Condensed Financial Statements for the first quarter ended March 31, 2015.

Earnings attributable to non-controlling interests amounted to €17 million, compared to €157 million for the first quarter of 2014, a €140 million decrease attributable to the sale of Maroc Telecom group on May 14, 2014.

Adjusted net income attributable to non-controlling interests remained stable at €19 million and included non-controlling interests of Société d'Edition de Canal Plus, Canal+ Overseas, and nc+.

2.3 Outlook

On April 8, 2015, Vivendi's Management Board announced that, after completion of the sales of GVT and the residual interest in Numericable-SFR, it will propose to shareholders a distribution of €2 per share, with €1 being payable in the fourth quarter of 2015 and €1 in the first quarter of 2016.

These distributions would be in addition to Vivendi's existing commitment to pay an ordinary dividend of €1 per share, in each of fiscal years 2016 and 2017. The Management Board and the Supervisory Board have reaffirmed their commitment to this €1 dividend. In total, Vivendi is committing to return €6.75 billion (€5.00 per share) to shareholders.

Vivendi Management believes that, on December 31, 2017, after receipt of the cash proceeds from the sales of the 20% interest in Numericable-SFR (+€3.8 billion), of GVT (+€3.6 billion) and of TVN (+€0.3 billion), and the cash payments to be made for the acquisition of Dailymotion (-€0.2 billion) and distributions to shareholders (-€6.8 billion), the group's Net Cash Position should amount to €5.2 billion (compared to €4.6 billion on December 31, 2014). This amount does not include the generation of cash flow, any operational investments made by the group's businesses, or any potential acquisitions/sales.

3 Cash flow from operations analysis

Preliminary comments:

- *The non-GAAP measures cash flow from operations (CFFO), cash flow from operations before capital expenditures (CFFO before capex, net), and cash flow from operations after interest and taxes (CFAIT) should be considered in addition to, and not as substitutes for, other GAAP measures of operating and financial performance as presented in the Consolidated Financial Statements and the related notes or as described in the Financial Report, and Vivendi considers that they are relevant indicators of the group's operating and financial performance.*
- *In compliance with IFRS 5, SFR and Maroc Telecom (businesses sold in 2014), as well as GVT (in the process of being sold) have been reported as discontinued operations. In practice, cash flows from these businesses have been reported as follows:*
  - *their contribution until the effective sale, if any, to each line of Vivendi's Consolidated Statement of Cash Flows has been grouped under the line "Cash flows from discontinued operations"; and*
  - *their cash flow from operations (CFFO), cash flow from operations before capital expenditures (CFFO before capex, net) and cash flow from operations after interest and income taxes (CFAIT) have been excluded from Vivendi's CFFO, CFFO before capex, net and CFAIT.*

For the first quarter of 2015, cash flow from operations (CFFO) generated by the business segments was €118 million (compared to €147 million for the first quarter of 2014), a €29 million decrease (-19.5%). The favorable impact of the businesses' operating performance (+€41 million) and of the decrease in cash payments related to restructuring (+€23 million) and content investments (+€24 million) was notably offset by an unfavorable change in the net working capital (-€102 million) and an increase in capital expenditures (-€19 million).

For the first quarter of 2015, cash flow from operations after interest and income tax paid (CFAIT) represented a net €109 million outflow, compared to a net €166 million inflow for the same period in 2014, a €275 million decrease. Excluding the change in CFFO (-€29 million), this decrease reflected the unfavorable change in cash flow related to income taxes (-€328 million) partially offset by net cash inflows from financial activities (+€82 million).

For the first quarter of 2015, financial activities generated a net €67 million inflow, compared to a net €15 million outflow for the same period in 2014. For the first quarter of 2015, they mainly included cash inflows generated by foreign exchange risk hedging, following the appreciation of the U.S. dollar (USD) against the euro, for €73 million, compared to a loss of €6 million for the same period in 2014. In addition, net interest paid was €5 million, compared to €11 million for the same period in 2014.

Cash flow related to income taxes represented a €294 million outflow for the first quarter of 2015, compared to a €34 million inflow for the same period in 2014. They notably included the payment of €321 million on March 31, 2015, related to an ongoing litigation with tax authorities for the tax payable with respect to Vivendi SA's 2012 Tax Group System (please refer to Section 6). This payment was notably offset by the receipt on January 16, 2015 of moratorium interest of €43 million, related to the refund received on December 23, 2014 with respect to the 2011 Consolidated Global Profit Tax System (€366 million). For the first quarter of 2014, income tax received, net notably included the tax installment paid by SFR to Vivendi SA for €61 million.

(in millions of euros)		1st Quarter ended March 31, 2015	2014	% Change
Revenues		2,492	2,317	+7.5%
Operating expenses excluding depreciation and amortization		(2,193)	(2,046)	-7.2%
		299	*271*	*+10.3%*
Restructuring charges paid		(14)	(37)	+62.9%
Content investments, net		63	31	x 2.1
of which content investments paid		*(552)*	*(576)*	*+4.3%*
recoupments of advances/consumption of rights		*615*	*607*	*+1.4%*
Neutralization of change in provisions included in operating expenses		(34)	(39)	+11.9%
Other cash operating items		-	(3)	+79.3%
Other changes in net working capital		(125)	(23)	x 5.4
Net cash provided by operating activities before income tax paid	(a)	***189***	***200***	***-5.2%***
Dividends received from equity affiliates	(b)	1	-	na
Cash flow from operations, before capital expenditures, net (CFFO before capex, net)		**190**	**200**	**-5.0%**
Capital expenditures, net (capex, net)	(c)	(72)	(53)	-35.2%
Cash flow from operations (CFFO)		**118**	**147**	**-19.5%**
Interest paid, net	(d)	(5)	(11)	+56.4%
Other cash items related to financial activities	(d)	72	(4)	na
Financial activities cash (outflows)/inflows		***67***	***(15)***	***na***
Income tax (paid to)/received from the French State Treasury as part of the Vivendi SA's French Tax Group and Consolidated Global Profit Tax Systems		(278)	-	na
Other taxes (paid)/received		(16)	34	na
Income tax (paid)/received, net	(a)	***(294)***	***34***	***na***
Cash flow from operations after interest and income tax paid (CFAIT)		**(109)**	**166**	**na**

na: not applicable.

a. As presented in net cash provided by operating activities of continuing operations in Vivendi's Net Cash Position table (please refer to Section 5.3).

b. As presented in net cash provided by/(used for) investing activities of continuing operations in Vivendi's Net Cash Position table (please refer to Section 5.3).

c. Relates to cash used for capital expenditures, net of proceeds from sales of property, plant and equipment, and intangible assets as presented in the investing activities of continuing operations in Vivendi's Net Cash Position table (please refer to Section 5.3).

d. As presented in net cash provided by/(used for) financial activities of continuing operations in Vivendi's Net Cash Position table (please refer to Section 5.3).

4 Business segment performance analysis

Preliminary comments:

- *Vivendi Management evaluates the performance of Vivendi's business segments and allocates the necessary resources to them based on certain operating performance indicators, notably the non-GAAP measures: income from operations (IFO) and EBITA (Adjusted Earnings Before Interest and Income Taxes).*

  The difference between EBITA and EBIT consists of the amortization of intangible assets acquired through business combinations, the impairment of goodwill and other intangibles acquired through business combinations, and EBIT's "other charges" and "other income" as defined in Note 1.2.3 to the Consolidated Financial Statements for the year ended December 31, 2014 (page 207 of the "2014 Annual Report").

  As defined by Vivendi, income from operations is calculated as EBITA as presented in the Adjusted Statement of Earnings, before share-based compensation costs related to equity-settled plans, and special items due to their unusual nature or particular significance (please refer to Appendix 1 to this Financial Report).

  Moreover, it should be noted that other companies may define and calculate non-GAAP measures differently from Vivendi, thereby affecting comparability.

- *In compliance with IFRS 5, SFR and Maroc Telecom (businesses sold in 2014), as well as GVT (in the process of being sold) have been reported as discontinued operations. In practice, income and charges from these businesses have been reported as follows:*

  - *their contribution until the effective divestiture, if any, to each line of Vivendi's Consolidated Statement of Earnings (before non-controlling interests) has been reported on the line "Earnings from discontinued operations"; and*
  - *their share of net income has been excluded from Vivendi's adjusted net income.*

4.1 Revenues, Income from operations and EBITA by business segment

	1st Quarter ended March 31,				
(in millions of euros)	2015	2014	% Change	% Change at constant currency	% Change at constant currency and perimeter (a)
Revenues					
Canal+ Group	1,370	1,317	+4.0%	+3.6%	+2.5%
Universal Music Group	1,097	984	+11.6%	+2.0%	+2.3%
Vivendi Village	25	21			
Elimination of intersegment transactions	-	(5)			
Total Vivendi	**2,492**	**2,317**	**+7.5%**	**+3.2%**	**+2.5%**
Income from operations (IFO)					
Canal+ Group	154	179	-14.1%	-14.7%	-15.7%
Universal Music Group	88	66	+32.8%	+25.2%	+26.1%
Vivendi Village	4	(20)			
Corporate	(28)	(21)			
Total Vivendi	**218**	**204**	**+7.0%**	**+4.0%**	**+3.1%**
EBITA					
Canal+ Group	165	175	-5.6%	-6.2%	-7.3%
Universal Music Group	82	56	+45.6%	+38.1%	+39.3%
Vivendi Village	4	(20)			
Corporate	(33)	(26)			
Total Vivendi	**218**	**185**	**+17.9%**	**+15.1%**	**+14.1%**

a. Constant perimeter reflects the following changes made in the consolidation scope:
   - acquisitions of Mediaserv (on February 13, 2014) and Thema (on October 28, 2014) at Canal+ Group;
   - managerial transfer of The Olympia music hall from UMG to Vivendi Village (on January 1, 2015).

4.2 Comments on the operating performance of business segments

Canal+ Group

Canal+ Group's revenues amounted to €1,370 million, a 4.0% increase (+2.5% at constant currency and perimeter) compared to the first quarter of 2014.
Canal+ Group had a total of 15.2 million subscriptions, an increase of 605,000 year-on-year, thanks to the strong performance of Canal+ in Africa and Vietnam, and Canalplay in mainland France.
Revenues from pay-TV operations in mainland France were nearly stable year-on-year, in a difficult economic environment. International pay-TV revenues were up 13.9% compared to the first quarter of 2014, thanks to the continuous growth of the subscriber base.
Advertising revenues from free-to-air channels benefited from growing audience ratings at D8 and i>Télé.
Studiocanal's revenues grew significantly thanks to successful theatrical releases, including Paddington, Imitation Game and Shaun the sheep.

Canal+ Group's EBITA was €165 million, compared to €175 million for the first quarter of 2014. This change resulted from an increased investment in sport content (exclusive Eurosport channel on Canalsat and secured rights to the National French Rugby Championship's "TOP 14" on Canal+), partially offset by a favorable effect related to the release schedule of the French Soccer League 1 and by the favorable outcome of a tax litigation during the first quarter of 2014.
Income from operations was €154 million, compared to €179 million for the first quarter of 2014.

Universal Music Group (UMG)

Universal Music Group's (UMG) revenues were €1,097 million, up 2.3% at constant currency and perimeter (+11.6% at actual currency) compared to the first quarter of 2014, driven by growth in both recorded music and music publishing.
Recorded music revenues grew 2.4% at constant currency and perimeter thanks to strong new release and carryover sales. Growth in subscription and streaming revenues more than offset the decline in both digital download sales and physical sales. Music publishing revenues grew 3.0% at constant currency and perimeter, also driven by increasing subscription and streaming revenues.
Recorded music best sellers for the first quarter of 2015 included the Fifty Shades of Grey soundtrack, strong carryover sales from Taylor Swift and Sam Smith and new releases from Drake, Madonna and Kendrick Lamar.

UMG's EBITA was €82 million, up 39.3% at constant currency and perimeter (+45.6% at actual currency) compared to the first quarter of 2014. The favorable performance reflected the benefit of both revenue growth and mix, as the continued transition to digital sales, improved licensing income and a lower proportion of sales from distributed repertoire all helped margins.
UMG's income from operations was €88 million, up 26.1% at constant currency and perimeter (+32.8% at actual currency) compared to the first quarter of 2014 after adjusting out higher restructuring and integration charges in the first quarter of 2014.

Vivendi Village

Vivendi Village's revenues were €25 million, mainly driven by the growth in operations at Vivendi Ticketing and at Wengo, an online personal consulting services marketplace.
Vivendi Ticketing's revenues grew 6.6% compared to the first quarter of 2014. This growth was mainly driven by See Tickets in the United Kingdom. Among the platforms managed by Wengo, RDVmedicaux.com stood out with a strong increase in traffic (x4) during the quarter.

Vivendi Village's EBITA, like the income from operations, both of which amounted to €4 million, turned positive during the first quarter of 2015 thanks to the transformation plan implemented by the subscription video-on-demand service, Watchever.

In March 2015, Watchever entered into a distribution agreement with Telefonica and its brand O2 to market its services in Germany.

Corporate

Corporate's income from operations was a net charge of €28 million, compared to €21 million for the first quarter of 2014, a €7 million increase, primarily due to the decrease in management fees.
Corporate's EBITA was a net charge of €33 million, compared to €26 million for the first quarter of 2014.

GVT (discontinued operation)

GVT's revenues were €458 million, a 10.1% increase at constant currency compared to the first quarter of 2014. This performance was driven by continuous growth of the core segment (retail and SME), which increased by 10.7% at constant currency year-on-year; including a 39.2% increase in pay-TV revenues. This service, which now represents 15.9% of GVT's total revenues, had 912,570 pay-TV subscribers, reflecting a 28.6% increase compared to the first quarter of 2014.

GVT's EBITDA was €180 million, an 11.3% increase at constant currency compared to the first quarter of 2014. Its EBITDA margin reached 39.3% (39.9% for its telecom activities alone), which is the highest margin in the Brazilian telecom operator market.

5 Treasury and capital resources

Preliminary comments:

- *Vivendi considers Net Cash Position, a non-GAAP measure, to be a relevant indicator in measuring Vivendi's treasury and capital resources. The Net Cash Position is calculated as the sum of:*
  - i. *cash and cash equivalents as reported on the Consolidated Statement of Financial Position, corresponding to cash in banks, money market funds, which meet the requirements of AMF position No. 2011-13, and other highly liquid investments with initial maturities of generally three months or less, as prescribed by IAS 7 (please refer to Note 1.3.5.11 to the Consolidated Financial Statements for the year ended December 31, 2014 - page 214 of the "2014 Annual Report");*
  - ii. *cash management financial assets, included in the Consolidated Statement of Financial Position under "financial assets", corresponding to financial investments which do not meet the criteria for classification as cash equivalents set out in IAS 7, and, with respect to money market funds, the requirements of AMF position No. 2011-13; and*
  - iii. *derivative financial instruments in assets, and cash deposits backing borrowings, included in the Consolidated Statement of Financial Position under "financial assets"; less*
  - iv. *long-term and short-term borrowings and other financial liabilities as reported on the Consolidated Statement of Financial Position.*
- *Net Cash Position should be considered in addition to, and not as a substitute for, other GAAP measures as presented in the Consolidated Statement of Financial Position, as well as other measures of indebtedness reported in accordance with GAAP, and Vivendi considers that it is a relevant indicator of treasury and capital resources of the group. Vivendi Management uses this indicator for reporting, management, and planning purposes, as well as to comply with certain debt covenants.*

5.1 Vivendi's Cash Position

As of March 31, 2015, Vivendi's Net Cash Position was €4,966 million (compared to €4,637 million as of December 31, 2014). This amount included Vivendi's cash position for €7,106 million, of which €6,738 million was held by Vivendi SA and invested as follows:

- €4,577 million invested in 11 money market funds, managed by six management companies, classified as "cash and cash equivalents";
- €2,110 million invested in term deposits, interest-bearing current accounts and MTN within eight banks having at least an A2/A-credit rating, of which €1,985 million is classified as "cash and cash equivalents", and the remaining balance (€125 million) as "financial assets"; and
- €50 million invested in one bond fund, classified as "financial assets".

As of March 31, 2015, Vivendi's borrowings and other financial liabilities (net of derivative financial instruments in assets) amounted to €2,140 million, compared to €2,208 million as of December 31, 2014, a €68 million decrease. They primarily comprised three Vivendi SA bonds for an aggregate amount of €1,950 million, maturing in 2016, 2017 and 2019 respectively.

In addition, Vivendi SA has a €2 billion bank credit facility, maturing in 2019. As of March 31, 2015, this credit facility was undrawn.

(in millions of euros)	March 31, 2015	December 31, 2014
Cash and cash equivalents (a)	6,931	6,845
of which Vivendi SA's money market funds	*4,577*	*4,754*
Vivendi SA's term deposits, interest-bearing current accounts, and MTN	*1,985*	*1,770*
Cash management financial assets (b) (c)	175	-
Cash position	**7,106**	**6,845**
Derivative financial instruments in assets (b)	154	139
Borrowings and other financial liabilities	(2,294)	(2,347)
of which long-term (a)	*(2,079)*	*(2,074)*
short-term (a)	*(215)*	*(273)*
Borrowings and other financial liabilities	**(2,140)**	**(2,208)**
Net Cash Position (d)	**4,966**	**4,637**

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

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

c. Related to Vivendi SA's short-term financial assets (investments which do not meet the criteria for classification as cash equivalents set out in IAS 7, and, with respect to money market funds, the requirements of AMF position No. 2011-13).

d. In compliance with IFRS 5, Vivendi's Net Cash Position does not include GVT's external Financial Net Debt: -€648 million as of March 31, 2015 (compared to -€217 million as of December 31, 2014).

On May 5, 2015, the date of the Management Board Meeting that approved Vivendi's Financial Statements for the first quarter of 2015, after taking into account the dividend with respect to 2014 paid on April 23, 2015 for an aggregate amount of €1,363 million and the net cash proceeds of €1,832 million received on May 6, 2015 related to the sale of 48.7 million Numericable-SFR shares (€1,948 million), net of SFR's sale price adjustment to Numericable (-€116 million), Vivendi's cash position should amount to €7.8 billion.

In addition, on September 18, 2014, Vivendi and Telefonica entered into an agreement for the sale of GVT. The agreement represents a total enterprise value of €7.45 billion (on the basis of stock market prices and exchange rates on the date the exclusive negotiation agreements were entered into with Telefonica). The sale is expected to occur at the end of May 2015. After taking into account the estimated tax impact, GVT's external debt and the price adjustments at closing of the transaction, the net cash proceeds expected upon the sale is anticipated to amount to approximately €3.6 billion (please refer to Section 1.1.2).

5.2 Changes in Cash Position during the first quarter of 2015

As of March 31, 2015, Vivendi's Net Cash Position was €4,966 million, compared to €4,637 million as of December 31, 2014, a €329 million increase which notably reflected:

- cash flow provided by operating activities of continuing operations[4] (+€189 million);
- cash received from the exercise of stock options by the executive management and employees (+€129 million);
- cash inflows generated by foreign exchange risk hedging following the appreciation of the U.S. dollar (USD) against the euro (+€73 million); and
- the partial redemption made by GVT, at maturity, of its loan from Vivendi (+€324 million);

partially offset by:

- income tax paid, net (-€294 million); and
- cash outflows related to capital expenditures by continuing operations[4] (-€72 million).

As GVT is reported as a discontinued operation in compliance with IFRS 5, the partial redemption made on March 17, 2015 by GVT of its loan from Vivendi resulted in a €324 million favorable impact on the group's Net Cash Position as of March 31, 2015. Excluding this impact, the group's Net Cash Position would be €4.6 billion as of March 31, 2015.

(in millions of euros)	Cash and cash equivalents	Borrowings and other financial items (a)	Net Cash Position
Net Cash Position as of December 31, 2014	**6,845**	**(2,208)**	**4,637**
Outflows/(inflows) related to continuing operations:			
Operating activities	(105)	-	(105)
Investing activities	(257)	175	(82)
Financing activities	102	91	193
Foreign currency translation adjustments of continuing operations	22	(23)	(1)
Outflows/(inflows) related to continuing operations	**(238)**	**243**	**5**
Net Cash Position as of March 31, 2015 before the partial redemption made by GVT of its loan from Vivendi			*4,642*
Outflows/(inflows) related to discontinued operations	276	(383)	(107)
Reclassification of discontinued operations' Financial Net Debt as of March 31, 2015	48	383	431
Change related to discontinued operations	**324**	**-**	**324**
Net Cash Position as of March 31, 2015	**6,931**	**(1,965)**	**4,966**

a. "Other financial items" include cash management financial assets, commitments to purchase non-controlling interests, derivative financial instruments (assets and liabilities) and cash deposits backed to borrowings.

[4] *Continuing operations include Canal+ Group, Universal Music Group, Vivendi Village, and Corporate.*

5.3 Analysis of changes in Net Cash Position

(in millions of euros)	Refer to section	1st Quarter 2015 Impact on cash and cash equivalents	Impact on borrowings and other financial items	Impact on Net Cash Position
EBIT	2	**117**	**-**	**117**
Adjustments		134	-	134
Content investments, net	3	63	-	63
Gross cash provided by operating activities before income tax paid		***314***	***-***	***314***
Other changes in net working capital		(125)	-	(125)
Net cash provided by operating activities before income tax paid	3	***189***	***-***	***189***
Income tax (paid)/collected, net	3	(294)	-	(294)
Net cash provided by operating activities of continuing operations		**(105)**	**-**	**(105)**
Net cash provided by operating activities of discontinued operations		153	-	153
Operating activities		**48**	**-**	**48**
Financial investments				
Purchases of consolidated companies, after acquired cash		(1)	-	(1)
Increase in financial assets		(177)	175	(2)
Total financial investments		***(178)***	***175***	***(3)***
Financial divestments				
Proceeds from sales of consolidated companies, after divested cash		(9)	-	(9)
Decrease in financial assets		1	-	1
Total financial divestments		***(8)***	***-***	***(8)***
Financial investment activities		**(186)**	**175**	**(11)**
Dividends received from equity affiliates		1	-	1
Net investing activities excluding capital expenditures, net		**(185)**	**175**	**(10)**
Capital expenditures, net	3	(72)	-	(72)
Net cash provided by/(used for) investing activities of continuing operations		**(257)**	**175**	**(82)**
Net cash provided by/(used for) investing activities of discontinued operations		(262)	-	(262)
Investing activities		**(519)**	**175**	**(344)**
Transactions with shareowners				
Net proceeds from issuance of common shares in connection with Vivendi SA's share-based compensation plans		129	-	129
Other transactions with shareowners		(4)	-	(4)
Dividends paid by consolidated companies to their non-controlling interests		(10)	-	(10)
Total transactions with shareowners		***115***	***-***	***115***
Transactions on borrowings and other financial liabilities				
Principal payments on short-term borrowings		(71)	71	-
Other changes in short-term borrowings and other financial liabilities		(9)	9	-
Non-cash transactions		-	11	11
Interest paid, net	3	(5)	-	(5)
Other cash items related to financial activities	3	72	-	72
Total transactions on borrowings and other financial liabilities		***(13)***	***91***	***78***
Net cash provided by/(used for) financing activities of continuing operations		**102**	**91**	**193**
Net cash provided by/(used for) financing activities of discontinued operations		393	(441)	(48)
Financing activities		**495**	**(350)**	**145**
Foreign currency translation adjustments of continuing operations		22	(23)	(1)
Foreign currency translation adjustments of discontinued operations		(8)	58	50
Reclassification of Financial Net Debt from discontinued operations		48	383	431
Change in Net Cash Position		**86**	**243**	**329**

6 Litigation

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

Certain Legal Proceedings involving Vivendi or its subsidiaries (as plaintiff or defendant) are described in the 2014 Annual Report: Section 6 of the Financial Report for the fiscal year ended December 31, 2014 (pages 184 through 189), Note 26 of the Notes to the Consolidated Financial Statements for year ended December 31, 2014 (pages 282 through 287) and Section 3 of Chapter 1 (pages 32 through 37). The following paragraphs update such disclosure through May 5, 2015, the date of the Management Board meeting held to approve Vivendi's Financial Statements for the first quarter ended March 31, 2015.

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.

Parabole Réunion

In July 2007, the group Parabole Réunion filed a legal action before the Paris Tribunal of First Instance following the termination of its rights to exclusively distribute the TPS channels in Reunion Island, Mayotte, Madagascar and Mauritius. Pursuant to a decision dated September 18, 2007, Canal+ Group was prohibited, under threat of a fine, from allowing the broadcast by third parties of these channels or replacement channels that have substituted these channels. Canal+ Group appealed this decision. In a ruling dated June 19, 2008, the Paris Court of Appeal partially reversed the judgment and stated that these replacement channels were not to be granted exclusively if the channels were made available to third parties prior to the merger with TPS. Parabole Réunion was unsuccessful in its claims concerning the content of the channels in question. On September 19, 2008, Parabole Réunion appealed to the French Supreme Court. On November 10, 2009, the French Supreme Court dismissed the appeal brought by Parabole Réunion. In the context of this dispute, various jurisdictions have taken the opportunity to apply the fact that in the event of the loss of the TPS Foot channel, Canal+ Group must make available to Parabole Réunion a channel of similar attractiveness. Noncompliance with this order would result in a penalty. On September 24, 2012, Parabole Réunion filed a claim against Canal+ France, Canal+ Group and Canal+ Distribution before the enforcement magistrate of the Court of First Instance of Nanterre (Tribunal de grande instance de Nanterre) seeking enforcement of this fine (a request for such enforcement having been previously rejected by the enforcement magistrate of Nanterre, the Paris Court of Appeal and the French Supreme Court). On November 6, 2012, Parabole Réunion expanded its claim to cover the TPS Star, Cinecinema Classic, Cult and Star channels. On April 9, 2013, the enforcement magistrate dismissed in part Parabole Réunion's claim and declared the rest inadmissible. He took care to recall that Canal+ Group had no legal obligation with respect to the content or the maintaining of programming on channels made available to Parabole Réunion. Parabole Réunion filed a first appeal against this judgment on April 11, 2013. On May 22, 2014, the Versailles Court of Appeal declared this appeal inadmissible. On February 14, 2014, Parabole Réunion filed an appeal on points of law and filed a second appeal against the April 9, 2013 decision. On April 9, 2015, the French Supreme Court overturned the May 22, 2014 decision of the Versailles Court of Appeal in which the appeal filed by Parabole Réunion on April 11, 2013 was declared inadmissible. The case was remanded to the Paris Court of Appeal, brought before the Court by Parabole Réunion on April 23, 2015. In parallel, the second appeal filed on February 14, 2014 by Parabole Réunion is currently pending before the Versailles Court of Appeal, following denial by the French Supreme Court on September 18, 2014, of the motion seeking the recusal of the 16th chamber of the Versailles Court of Appeal filed by Parabole Réunion.

At the same time, on August 11, 2009, Parabole Réunion filed a complaint against Canal+ Group before the Paris Tribunal of First Instance, requesting that the Tribunal order Canal+ Group to make available a channel with a level of attractiveness similar to that of TPS Foot in 2006 and to pay damages. On April 26, 2012, Parabole Réunion filed a complaint against Canal+ France, Canal+ Group and Canal+ Distribution before the Paris Tribunal of First Instance asking the Tribunal to acknowledge the failure of the companies of the group to fulfill their contractual obligations to Parabole Réunion and their commitments to the Ministry of Economy. These two actions have been consolidated into a single action. On April 29, 2014, the Paris Tribunal of First Instance recognized the contractual liability of Canal+ Group due to the degradation of the quality of channels made available to Parabole Réunion. The Tribunal ordered an expert report on the damages suffered by Parabole Réunion, rejecting the assessment produced by the latter. On November 14, 2014, Canal+ Group appealed against the decision of the Paris Tribunal of First Instance.

beIN Sports against the National Rugby League and Canal+ Group

On March 11, 2014, beIN Sports lodged a complaint with the French Competition authority against Canal+ Group and the National Rugby League, challenging the award to Canal+ Group of exclusive broadcasting rights to the "TOP 14" for the 2014-2015 to 2018-2019 seasons. On July 30, 2014, the French Competition Authority imposed interim measures suspending Canal+ Group's agreement with the National Rugby League as from the 2015-2016 season and mandated that a new call for tenders process be organized. Canal+ Group and the National Rugby League appealed this decision before the Paris Court of Appeal.

On October 9, 2014, the Paris Court of Appeal dismissed the appeal of Canal+ Group and the National Rugby League and directed the

National Rugby League to complete a new tender process for rights to the "TOP 14" for the 2015-2016 season as well as the following seasons by no later than March 31, 2015. On October 30, 2014, Canal+ Group appealed against this decision. On March 10, 2015, Canal+ Group withdrew its appeal and an order of discontinuance was issued on April 9, 2015, by the President of the Commercial Chamber of the Paris Court of Appeal.

Complaints against UMG regarding Royalties for Digital Downloads

Since 2011, as has been the case with other music industry majors, several purported class action complaints have been filed against UMG by recording artists generally seeking additional royalties for on line sales of music downloads and master ringtones. On April 14, 2015, a global transaction terminating the litigation was entered into. This settlement transaction is expected to be formally approved by the Court shortly.

Tax audits

The fiscal year ended on December 31, 2014 and prior years are open to tax audits by the respective tax authorities in the jurisdictions in which Vivendi has or had operations. Various tax authorities have proposed adjustments to the taxable income reported for prior years. It is not possible, at this stage of the current tax audits, to accurately assess the impact that could result from an unfavorable outcome of these audits. Vivendi Management believes that these tax audits should not have a material unfavorable impact on the financial position or liquidity of the group.

Regarding Vivendi SA, in respect of the Consolidated Global Profit Tax System, the consolidated income reported for fiscal years 2006, 2007, and 2008 is under audit by the French tax authorities. This tax audit began in January 2010. In addition, in January 2011, the French tax authorities began a tax audit on the consolidated income reported for fiscal year 2009 and in February 2013, the French tax authorities expanded the audit to include the consolidated income reported for fiscal year 2010. Finally, the audit of Vivendi SA's tax group System for the years 2011 and 2012 began in July 2013. As of March 31, 2015, all of these audits were ongoing. Vivendi Management believes that it has solid legal grounds to defend its positions for determining the taxable income for the fiscal years under audit. In any event, Vivendi has accrued a provision for the impact of the Consolidated Global Profit Tax System in 2011 (€409 million), notwithstanding the decision of the Administrative Court of Montreuil on October 6, 2014, subject to the appeal filed by the Tax Authorities (please refer to Note 6.1 to the Consolidated Financial Statements for the Year Ended December 31, 2014 - page 235 of the "2014 Annual Report"), as well as a provision for the impact in relation to the use of tax credits in 2012 (€232 million) which remained unchanged as of March 31, 2015:

- as Vivendi considers that its entitlement to use the Consolidated Global Profit Tax System was effective until the end of the authorization granted by the French Ministry of Finance, including fiscal year ending December 31, 2011, on November 30, 2012, Vivendi filed for a refund of €366 million with respect to the tax saving for the fiscal year ended December 31, 2011. As this request was denied by the tax authorities, Vivendi accrued a €366 million provision for the associated risk, in its Financial Statements for the year ended December 31, 2012. On October 6, 2014, the Administrative Court of Montreuil ruled in favor of Vivendi. Pursuant to this ruling, on December 23, 2014, Vivendi received a €366 million refund and moratorium interest of €43 million, which was received on January 16, 2015. On December 2, 2014, the tax authorities appealed this ruling. As a result, in its Financial Statements for the year ended December 31, 2014, Vivendi maintained the provision related to the €366 million principal refund and increased it by €43 million to take into account the moratorium interest, for a total amount of €409 million, which remained unchanged as of March 31, 2015;
- moreover, considering that the Consolidated Global Profit Tax System permitted tax credits to be carried forward upon the end of the authorization on December 31, 2011, Vivendi requested a refund of taxes due, under the French Tax Group System for the year ended December 31, 2012, i.e. €208 million, increased to €221 million in 2013 at the time of the tax return filing with respect to fiscal year ended December 31, 2012. On May 8, 2013, Vivendi received a €201 million refund related to the tax installment paid in 2012. This position was challenged by the tax authorities as part of an ongoing audit and Vivendi accrued the associated risk for a principal amount of €208 million in provision in its Financial Statements for the year ended December 31, 2012, increased to €221 million as of December 31, 2013. In its Financial Statements for the year ended December 31, 2014, Vivendi maintained the €221 million principal refund and increased it by an additional default interest of €11 million, for a total amount of €232 million, which remained unchanged as of March 31, 2015. As part of this process, Vivendi made a payment of €321 million on March 31, 2015, comprising the payment of taxes for €221 million due under the French Tax Group System for the year ended December 31, 2012, €11 million in default interest and additional penalties of €89 million. This payment allows Vivendi to initiate litigation in which Vivendi is asking for a refund of the principal tax amount, the default interest, as well as the penalties, for which no provision had been accrued, upon the recommendation of the company's advisors.

In respect of the US tax group, the fiscal years ending December 31, 2005, 2006, and 2007 were under a tax audit. The final outcome of this tax audit did not materially impact the amount of tax attributes. Vivendi's US tax group was also under audit for the fiscal years ending December 31, 2008, 2009, and 2010. This tax audit has now been completed and its final outcome did not materially impact the amount of tax attributes. In June 2014, the US tax authorities began a tax audit for fiscal years 2011 and 2012, and in December 2014, stated that they undertook a tax audit for fiscal year 2013. As of March 31, 2015, the audit with respect to these fiscal years was ongoing. Vivendi Management believes that it has solid legal grounds to defend its positions for determining the taxable income for the fiscal years under audit.

7 Forward looking statements

Cautionary note

This Financial Report, notably in Section 2.3, contains forward-looking statements with respect to Vivendi's financial condition, results of operations, business, strategy, plans and outlook of Vivendi, including the impact of certain transactions and the payment of dividends and distributions as well as share repurchases. 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 the forward-looking statements as a result of a number of risks and uncertainties, many of which are outside Vivendi's control, including, but not limited to, the risks related to antitrust and other regulatory approvals as well as any other approvals which may be required in connection with certain transactions and the risks described in the documents of the group filed with the Autorité des Marchés Financiers (the "AMF") (the French securities regulator), which are also available in English on Vivendi's website (www.vivendi.com). Accordingly, we caution you against relying on forward looking statements. These forward-looking statements are made as of the date of this Financial Report. 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.

8 Other Disclaimers

Unsponsored ADRs

Vivendi does not sponsor an American Depositary Receipt (ADR) facility in respect of its shares. Any ADR facility currently in existence is "unsponsored" and has no ties whatsoever to Vivendi. Vivendi disclaims any liability in respect of any such facility.

Translation

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

II- Appendices to the Financial Report: Unaudited supplementary financial data

1. Non-GAAP measures in Statement of Earnings

Income from operations (IFO), EBITA and adjusted net income, non-GAAP measures, should be considered in addition to, and not as a substitute for, other GAAP measures of operating and financial performance, as presented in the Condensed Financial Statements and the related notes or as described in the Financial Report, and Vivendi considers that they are relevant indicators to assess the group's operating and financial performance. Vivendi Management uses income from operations, EBITA and adjusted net income for reporting, management, and planning purposes because they better illustrate the underlying performance of continuing operations by excluding most non-recurring and non-operating items. Each of these indicators are defined in Section 4 of this report or in Notes to the Consolidated Financial Statements for the year ended December 31, 2014.

Reconciliation of EBIT to EBITA and to income from operations

(in millions of euros)	1st Quarter ended March 31, 2015	1st Quarter ended March 31, 2014
EBIT (a)	**117**	**100**
Adjustments		
Amortization of intangible assets acquired through business combinations	98	83
Impairment losses on intangible assets acquired through business combinations (a)	-	-
Other income (a)	(1)	-
Other charges (a)	4	2
EBITA	**218**	**185**
Adjustments		
Restructuring charges (a)	7	6
Charges related to equity-settled share-based compensation plans	2	8
Other non-current operating charges and income	(9)	5
Income from operations (IFO)	**218**	**204**

Reconciliation of earnings attributable to Vivendi SA shareowners to adjusted net income

(in millions of euros)	1st Quarter ended March 31, 2015	1st Quarter ended March 31, 2014
Earnings attributable to Vivendi SA shareowners (a)	**33**	**431**
Adjustments		
Amortization of intangible assets acquired through business combinations	98	83
Other income (a)	(1)	-
Other charges (a)	4	2
Other financial income (a)	(12)	(3)
Other financial charges (a)	18	15
Earnings from discontinued operations (a)	(17)	(584)
Change in deferred tax asset related to Vivendi SA's French Tax Group and to the Consolidated Global Profit Tax Systems	44	49
Non-recurring items related to provision for income taxes	2	5
Provision for income taxes on adjustments	(31)	(27)
Non-controlling interests on adjustments	(2)	138
Adjusted net income	**136**	**109**

a. As reported in the Consolidated Statement of Earnings.

Adjusted net income per share

	1st Quarter ended March 31,			
	2015		2014	
	Basic	Diluted	Basic	Diluted
Adjusted net income (in millions of euros)	136	136	109	109
Number of shares (in millions)				
Weighted average number of shares outstanding (a)	1,353.9	1,353.9	1,340.8	1,340.8
Potential dilutive effects related to share-based compensation	-	4.8	-	7.9
Adjusted weighted average number of shares	**1,353.9**	**1,358.7**	**1,340.8**	**1,348.7**
Adjusted net income per share (in euros)	0.10	0.10	0.08	0.08

a. Net of treasury shares (53 thousands of shares for the first quarter of 2015).

2. Revenues, Income from operations and EBITA by business segment - 2015 and 2014 quarterly data

(in millions of euros)	2015 1st Quarter ended March 31
Revenues	
Canal+ Group	1,370
Universal Music Group	1,097
Vivendi Village	25
Elimination of intersegment transactions	-
Total Vivendi	**2,492**
Income from operations (IFO)	
Canal+ Group	154
Universal Music Group	88
Vivendi Village	4
Corporate	(28)
Total Vivendi	**218**
EBITA	
Canal+ Group	165
Universal Music Group	82
Vivendi Village	4
Corporate	(33)
Total Vivendi	**218**

	2014			
(in millions of euros)	1st Quarter ended March 31	2nd Quarter ended June 30	3rd Quarter ended Sept. 30	4th Quarter ended Dec. 31
Revenues				
Canal+ Group	1,317	1,350	1,300	1,489
Universal Music Group	984	1,019	1,094	1,460
Vivendi Village	21	25	23	27
Elimination of intersegment transactions	(5)	(5)	(5)	(5)
Total Vivendi	**2,317**	**2,389**	**2,412**	**2,971**
Income from operations (IFO)				
Canal+ Group	179	246	208	(15)
Universal Music Group	66	93	131	316
Vivendi Village	(20)	(17)	-	3
Corporate	(21)	(19)	(15)	(27)
Total Vivendi	**204**	**303**	**324**	**277**
EBITA				
Canal+ Group	175	245	206	(43)
Universal Music Group	56	97	121	291
Vivendi Village	(20)	(67)	-	8
Corporate	(26)	(5)	(17)	(22)
Total Vivendi	**185**	**270**	**310**	**234**

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III - Condensed Financial Statements for the first quarter ended March 31, 2015

Condensed Statement of Earnings

	Note	1st Quarter ended March 31, (unaudited) 2015	2014	Year ended December 31, 2014
Revenues	3	**2,492**	**2,317**	**10,089**
Cost of revenues		(1,510)	(1,448)	(6,121)
Selling, general and administrative expenses		(855)	(761)	(3,209)
Restructuring charges		(7)	(6)	(104)
Impairment losses on intangible assets acquired through business combinations		-	-	(92)
Other income		1	-	203
Other charges		(4)	(2)	(30)
Earnings before interest and income taxes (EBIT)		**117**	**100**	**736**
Income from equity affiliates		(6)	(6)	(18)
Interest	4	(5)	(11)	(96)
Income from investments		9	-	3
Other financial income		12	3	19
Other financial charges		(18)	(15)	(751)
Earnings from continuing operations before provision for income taxes		**109**	**71**	**(107)**
Provision for income taxes	5	(76)	(67)	(130)
Earnings from continuing operations		**33**	**4**	**(237)**
Earnings from discontinued operations	2	17	584	5,262
Earnings		**50**	**588**	**5,025**
Of which				
Earnings attributable to Vivendi SA shareowners		**33**	**431**	**4,744**
of which earnings from continuing operations attributable to Vivendi SA shareowners		**16**	**(10)**	**(290)**
earnings from discontinued operations attributable to Vivendi SA shareowners	2	17	441	5,034
Non-controlling interests		17	157	281
of which earnings from continuing operations		17	14	53
earnings from discontinued operations	2	-	143	228
Earnings from continuing operations attributable to Vivendi SA shareowners per share - basic	6	0.01	(0.01)	(0.22)
Earnings from continuing operations attributable to Vivendi SA shareowners per share - diluted	6	0.01	(0.01)	(0.22)
Earnings from discontinued operations attributable to Vivendi SA shareowners per share - basic	6	0.01	0.33	3.74
Earnings from discontinued operations attributable to Vivendi SA shareowners per share - diluted	6	0.01	0.33	3.73
Earnings attributable to Vivendi SA shareowners per share - basic	6	**0.02**	**0.32**	**3.52**
Earnings attributable to Vivendi SA shareowners per share - diluted	6	0.02	0.32	3.51

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

In compliance with IFRS 5 - *Non-current Assets Held for Sale and Discontinued Operations*, SFR and Maroc Telecom (businesses sold in 2014), as well as GVT (in the process of being sold) have been reported as discontinued operations.

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

Condensed Statement of Comprehensive Income

(in millions of euros)	1st Quarter ended March 31, (unaudited) 2015	2014	Year ended December 31, 2014
Earnings	**50**	**588**	**5,025**
Actuarial gains/(losses) related to employee defined benefit plans, net	-	-	(68)
Items not reclassified to profit or loss	**-**	**-**	**(68)**
Foreign currency translation adjustments	550	62	778
Unrealized gains/(losses), net	44	4	936
of which hedging instruments	*(75)*	*(9)*	*(43)*
assets available for sale	*119*	*13*	*979*
Other impacts, net	(2)	17	(94)
Items to be subsequently reclassified to profit or loss	**592**	**83**	**1,620**
Charges and income directly recognized in equity	**592**	**83**	**1,552**
Total comprehensive income	**642**	**671**	**6,577**
of which			
Total comprehensive income attributable to Vivendi SA shareowners	**619**	**520**	**6,312**
Total comprehensive income attributable to non-controlling interests	23	151	265

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

Condensed Statement of Financial Position

(in millions of euros)	March 31, 2015 (unaudited)	December 31, 2014
ASSETS		
Goodwill	9,898	9,329
Non-current content assets	2,668	2,550
Other intangible assets	225	229
Property, plant and equipment	718	717
Investments in equity affiliates	313	306
Non-current financial assets	6,290	6,144
Deferred tax assets	716	710
Non-current assets	**20,828**	**19,985**
Inventories	123	114
Current tax receivables	554	234
Current content assets	1,024	1,135
Trade accounts receivable and other	1,906	1,983
Current financial assets	242	49
Cash and cash equivalents	6,931	6,845
	10,780	**10,360**
Assets of discontinued businesses	5,193	5,393
Current assets	**15,973**	**15,753**
TOTAL ASSETS	**36,801**	**35,738**
EQUITY AND LIABILITIES		
Share capital	7,442	7,434
Additional paid-in capital	5,152	5,160
Treasury shares	(1)	(1)
Retained earnings and other	10,631	10,013
Vivendi SA shareowners' equity	**23,224**	**22,606**
Non-controlling interests	403	382
Total equity	**23,627**	**22,988**
Non-current provisions	2,865	2,888
Long-term borrowings and other financial liabilities	2,079	2,074
Deferred tax liabilities	702	657
Other non-current liabilities	116	121
Non-current liabilities	**5,762**	**5,740**
Current provisions	267	290
Short-term borrowings and other financial liabilities	215	273
Trade accounts payable and other	5,440	5,306
Current tax payables	153	47
	6,075	**5,916**
Liabilities associated with assets of discontinued businesses	1,337	1,094
Current liabilities	**7,412**	**7,010**
Total liabilities	**13,174**	**12,750**
TOTAL EQUITY AND LIABILITIES	**36,801**	**35,738**

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

Condensed Statement of Cash Flows

(in millions of euros)	1st Quarter ended March, 31 (unaudited) 2015	2014	Year ended December 31, 2014
Operating activities			
EBIT	117	100	736
Adjustments	134	92	447
Including amortization and depreciation of tangible and intangible assets	*170*	*158*	*743*
Content investments, net	63	31	19
Gross cash provided by operating activities before income tax paid	***314***	***223***	***1,202***
Other changes in net working capital	(125)	(23)	(123)
Net cash provided by operating activities before income tax paid	***189***	***200***	***1,079***
Income tax (paid)/received, net	(294)	34	280
Net cash provided by operating activities of continuing operations	***(105)***	***234***	***1,359***
Net cash provided by operating activities of discontinued operations	***153***	***652***	***2,234***
Net cash provided by operating activities	**48**	**886**	**3,593**
Investing activities			
Capital expenditures	(72)	(54)	(249)
Purchases of consolidated companies, after acquired cash	(1)	(46)	(100)
Investments in equity affiliates	-	(62)	(87)
Increase in financial assets	(177)	(23)	(1,057)
Investments	***(250)***	***(185)***	***(1,493)***
Proceeds from sales of property, plant, equipment and intangible assets	-	1	6
Proceeds from sales of consolidated companies, after divested cash	(9)	(16)	16,929
Disposal of equity affiliates	-	-	-
Decrease in financial assets	1	4	878
Divestitures	***(8)***	***(11)***	***17,813***
Dividends received from equity affiliates	1	-	4
Dividends received from unconsolidated companies	-	-	2
Net cash provided by/(used for) investing activities of continuing operations	***(257)***	***(196)***	***16,326***
Net cash provided by/(used for) investing activities of discontinued operations	***(262)***	***(836)***	***(2,034)***
Net cash provided by/(used for) investing activities	**(519)**	**(1,032)**	**14,292**
Financing activities			
Net proceeds from issuance of common shares in connection with Vivendi SA's share-based compensation plans	129	67	197
Sales/(purchases) of Vivendi SA's treasury shares	-	(21)	(32)
Dividends paid by Vivendi SA to its shareowners	-	-	(1,348)
Other transactions with shareowners	(4)	(2)	(2)
Dividends paid by consolidated companies to their non-controlling interests	(10)	(1)	(34)
Transactions with shareowners	***115***	***43***	***(1,219)***
Setting up of long-term borrowings and increase in other long-term financial liabilities	-	1,176	3
Principal payment on long-term borrowings and decrease in other long-term financial liabilities	-	(1,657)	(1,670)
Principal payment on short-term borrowings	(71)	(977)	(7,680)
Other changes in short-term borrowings and other financial liabilities	(9)	1,706	140
Interest paid, net	(5)	(11)	(96)
Other cash items related to financial activities	72	(4)	(606)
Transactions on borrowings and other financial liabilities	***(13)***	***233***	***(9,909)***
Net cash provided by/(used for) financing activities of continuing operations	***102***	***276***	***(11,128)***
Net cash provided by/(used for) financing activities of discontinued operations	***393***	***(141)***	***(756)***
Net cash provided by/(used for) financing activities	**495**	**135**	**(11,884)**
Foreign currency translation adjustments of continuing operations	22	(4)	10
Foreign currency translation adjustments of discontinued operations	(8)	3	(4)
Change in cash and cash equivalents	**38**	**(12)**	**6,007**
Reclassification of discontinued operations' cash and cash equivalents	**48**	**(161)**	**(203)**
Cash and cash equivalents			
At beginning of the period	**6,845**	**1,041**	**1,041**
At end of the period	**6,931**	**868**	**6,845**

In compliance with IFRS 5 - *Non-current Assets Held for Sale and Discontinued Operations*, SFR and Maroc Telecom (businesses sold in 2014), as well as GVT (in the process of being sold) have been reported as discontinued operations.

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

Condensed Statements of Changes in Equity

First quarter ended March 31, 2015 (unaudited)

(in millions of euros, except number of shares)	**Capital**					**Retained earnings and other**				**Total equity**
	Common shares		Additional paid-in capital	Treasury shares	Subtotal	Retained earnings	Net unrealized gains/(losses)	Foreign currency translation adjustments	Subtotal	
	Number of shares (in thousands)	Share capital								
BALANCE AS OF DECEMBER 31, 2014	***1,351,601***	**7,434**	**5,160**	**(1)**	**12,593**	**10,634**	**1,121**	**(1,360)**	**10,395**	**22,988**
Attributable to Vivendi SA shareowners	***1,351,601***	***7,434***	***5,160***	***(1)***	***12,593***	***10,185***	***1,120***	***(1,292)***	***10,013***	***22,606***
Attributable to non-controlling interests	-	-	-	-	-	***449***	***1***	***(68)***	***382***	***382***
Contributions by/distributions to Vivendi SA shareowners	*1,482*	8	(8)	-	-	2	-	-	2	2
Capital increase related to Vivendi SA's share-based compensation plans	*1,482*	*8*	*(8)*	-	-	*2*	-	-	*2*	*2*
Changes in Vivendi SA's ownership interest in its subsidiaries that do not result in a loss of control	-	-	-	-	-	(3)	-	-	(3)	(3)
CHANGES IN EQUITY ATTRIBUTABLE TO VIVENDI SA SHAREOWNERS (A)	**1,482**	**8**	**(8)**	**-**	**-**	**(1)**	**-**	**-**	**(1)**	**(1)**
Dividends paid by subsidiaries to non-controlling interests	-	-	-	-	-	(2)	-	-	(2)	(2)
Changes in non-controlling interests that do not result in a gain/(loss) of control	-	-	-	-	-	-	-	-	-	-
CHANGES IN EQUITY ATTRIBUTABLE TO NON-CONTROLLING INTERESTS (B)	**-**	**-**	**-**	**-**	**-**	**(2)**	**-**	**-**	**(2)**	**(2)**
Earnings	-	-	-	-	-	50	-	-	50	50
Charges and income directly recognized in equity	-	-	-	-	-	(2)	44	550	592	592
TOTAL COMPREHENSIVE INCOME (C)	**-**	**-**	**-**	**-**	**-**	**48**	**44**	**550**	**642**	**642**
TOTAL CHANGES OVER THE PERIOD (A+B+C)	***1,482***	***8***	***(8)***	**-**	**-**	***45***	***44***	***550***	***639***	***639***
Attributable to Vivendi SA shareowners	*1,482*	*8*	*(8)*	-	-	*32*	*44*	*542*	*618*	*618*
Attributable to non-controlling interests	-	-	-	-	-	*13*	-	*8*	*21*	*21*
BALANCE AS OF MARCH 31, 2015	***1,353,083***	**7,442**	**5,152**	**(1)**	**12,593**	**10,679**	**1,165**	**(810)**	**11,034**	**23,627**
Attributable to Vivendi SA shareowners	***1,353,083***	***7,442***	***5,152***	***(1)***	***12,593***	***10,217***	***1,164***	***(750)***	***10,631***	***23,224***
Attributable to non-controlling interests	-	-	-	-	-	***462***	***1***	***(60)***	***403***	***403***

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

First quarter ended March 31, 2014 (unaudited)

(in millions of euros, except number of shares)	Capital: Common shares – *Number of shares* (in thousands)	Capital: Common shares – Share capital	Capital: Additional paid-in capital	Capital: Treasury shares	Capital: Subtotal	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: Subtotal	**Total equity**
BALANCE AS OF DECEMBER 31, 2013	***1,339,610***	**7,368**	**8,381**	**(1)**	**15,748**	**5,236**	**184**	**(2,138)**	**3,282**	**19,030**
Attributable to Vivendi SA shareowners	***1,339,610***	***7,368***	***8,381***	***(1)***	***15,748***	***3,604***	***185***	***(2,080)***	***1,709***	***17,457***
Attributable to non-controlling interests	**-**	**-**	**-**	**-**	**-**	***1,632***	***(1)***	***(58)***	***1,573***	***1,573***
Contributions by/distributions to Vivendi SA shareowners	-	-	-	(21)	(21)	6	-	-	6	(15)
Changes in Vivendi SA's ownership interest in its subsidiaries that do not result in a loss of control	-	-	-	-	-	2	-	-	2	2
CHANGES IN EQUITY ATTRIBUTABLE TO VIVENDI SA SHAREOWNERS (A)	**-**	**-**	**-**	**(21)**	**(21)**	**8**	**-**	**-**	**8**	**(13)**
Contributions by/distributions to non-controlling interests	-	-	-	-	-	(66)	-	-	(66)	(66)
of which dividends paid by subsidiaries to non-controlling interests	-	-	-	-	-	*(66)*	-	-	*(66)*	*(66)*
Changes in non-controlling interests that do not result in a gain/(loss) of control	-	-	-	-	-	1	-	-	1	1
CHANGES IN EQUITY ATTRIBUTABLE TO NON-CONTROLLING INTERESTS (B)	**-**	**-**	**-**	**-**	**-**	**(65)**	**-**	**-**	**(65)**	**(65)**
Earnings	-	-	-	-	-	588	-	-	588	588
Charges and income directly recognized in equity	-	-	-	-	-	17	4	62	83	83
TOTAL COMPREHENSIVE INCOME (C)	**-**	**-**	**-**	**-**	**-**	**605**	**4**	**62**	**671**	**671**
TOTAL CHANGES OVER THE PERIOD (A+B+C)	**-**	**-**	**-**	***(21)***	***(21)***	***548***	***4***	***62***	***614***	***593***
Attributable to Vivendi SA shareowners	-	-	-	*(21)*	*(21)*	*458*	*4*	*66*	*528*	*507*
Attributable to non-controlling interests	-	-	-	-	-	*90*	-	*(4)*	*86*	*86*
BALANCE AS OF MARCH 31, 2014	***1,339,610***	**7,368**	**8,381**	**(22)**	**15,727**	**5,784**	**188**	**(2,076)**	**3,896**	**19,623**
Attributable to Vivendi SA shareowners	***1,339,610***	***7,368***	***8,381***	***(22)***	***15,727***	***4,062***	***189***	***(2,014)***	***2,237***	***17,964***
Attributable to non-controlling interests	**-**	**-**	**-**	**-**	**-**	***1,722***	***(1)***	***(62)***	***1,659***	***1,659***

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

Year ended December 31, 2014

(in millions of euros, except number of shares)	Capital: Common shares – Number of shares (in thousands)	Capital: Common shares – Share capital	Capital: Additional paid-in capital	Capital: Treasury shares	Capital: Subtotal	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: Subtotal	Total equity
BALANCE AS OF DECEMBER 31, 2013	***1,339,610***	**7,368**	**8,381**	**(1)**	**15,748**	**5,236**	**184**	**(2,138)**	**3,282**	**19,030**
Attributable to Vivendi SA shareowners	***1,339,610***	***7,368***	***8,381***	***(1)***	***15,748***	***3,604***	***185***	***(2,080)***	***1,709***	***17,457***
Attributable to non-controlling interests	-	-	-	-	-	***1,632***	***(1)***	***(58)***	***1,573***	***1,573***
Contributions by/distributions to Vivendi SA shareowners	***11,991***	***66***	***(3,221)***	-	***(3,155)***	***1,986***	-	-	***1,986***	***(1,169)***
Sales/(purchases) of treasury shares	-	-	-	(32)	(32)	-	-	-	-	(32)
Allocation of 2013 result	-	-	(2,004)	-	(2,004)	2,004	-	-	2,004	-
Distribution to Vivendi SA's shareowners (€1 per share)	-	-	(1,348)	-	(1,348)	-	-	-	-	(1,348)
Capital increase related to Vivendi SA's share-based compensation plans	*11,991*	66	131	32	229	(18)	-	-	(18)	211
of which exercise of stock options by executive management and employees	*11,264*	*62*	*135*	-	*197*	-	-	-	-	*197*
Changes in Vivendi SA's ownership interest in its subsidiaries that do not result in a loss of control	-	-	-	-	-	***6***	-	-	***6***	***6***
CHANGES IN EQUITY ATTRIBUTABLE TO VIVENDI SA SHAREOWNERS (A)	***11,991***	**66**	**(3,221)**	-	**(3,155)**	**1,992**	-	-	**1,992**	**(1,163)**
Contributions by/distributions to non-controlling interests	-	-	-	-	-	***(107)***	-	-	***(107)***	***(107)***
of which dividends paid by subsidiaries to non-controlling interests	-	-	-	-	-	(107)	-	-	(107)	(107)
Changes in non-controlling interests that result in a gain/(loss) of control	-	-	-	-	-	***(1,346)***	-	-	***(1,346)***	***(1,346)***
of which sale of the 53% interest in Maroc Telecom group	-	-	-	-	-	(1,328)	-	-	(1,328)	(1,328)
Changes in non-controlling interests that do not result in a gain/(loss) of control	-	-	-	-	-	***(4)***	-	-	***(4)***	***(4)***
CHANGES IN EQUITY ATTRIBUTABLE TO NON-CONTROLLING INTERESTS (B)	-	-	-	-	-	**(1,457)**	-	-	**(1,457)**	**(1,457)**
Earnings	-	-	-	-	-	***5,025***	-	-	***5,025***	***5,025***
Charges and income directly recognized in equity	-	-	-	-	-	***(162)***	***936***	***778***	***1,552***	***1,552***
TOTAL COMPREHENSIVE INCOME (C)	-	-	-	-	-	**4,863**	**936**	**778**	**6,577**	**6,577**
TOTAL CHANGES OVER THE PERIOD (A+B+C)	***11,991***	***66***	***(3,221)***	-	***(3,155)***	***5,398***	***937***	***778***	***7,113***	***3,958***
Attributable to Vivendi SA shareowners	*11,991*	*66*	*(3,221)*	-	*(3,155)*	*6,581*	*935*	*788*	*8,304*	*5,149*
Attributable to non-controlling interests	-	-	-	-	-	*(1,183)*	*2*	*(10)*	*(1,191)*	*(1,191)*
BALANCE AS OF DECEMBER 31, 2014	***1,351,601***	**7,434**	**5,160**	**(1)**	**12,593**	**10,634**	**1,121**	**(1,360)**	**10,395**	**22,988**
Attributable to Vivendi SA shareowners	***1,351,601***	***7,434***	***5,160***	***(1)***	***12,593***	***10,185***	***1,120***	***(1,292)***	***10,013***	***22,606***
Attributable to non-controlling interests	-	-	-	-	-	***449***	***1***	***(68)***	***382***	***382***

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

Notes to the Condensed Financial Statements

On May 5, 2015, at a meeting held at Vivendi's headquarters, the Management Board approved the Financial Report and the Unaudited Condensed Financial Statements for the first quarter ended March 31, 2015. Upon the recommendation of the Audit Committee which met on May 6, 2015, the Supervisory Board, at its meeting held on May 12, 2015, reviewed the Financial Report and Unaudited Condensed Financial Statements for the first quarter ended March 31, 2015, as previously approved by the Management Board on May 5, 2015.

The Unaudited Condensed Financial Statements for the first quarter ended March 31, 2015 should be read in conjunction with the audited Consolidated Financial Statements of Vivendi for the year ended December 31, 2014, as published in the "*Rapport annuel - Document de référence*" filed on March 13, 2015 with the French "*Autorité des marchés financiers*" (AMF) (the "*Document de référence 2014*"). Please also refer to pages 195 to 293 of the English translation[1] of the "*Document de référence 2014*" (the "2014 Annual Report") which is available on Vivendi's website (www.vivendi.com).

Note 1 Accounting policies and valuation methods

Vivendi's interim Condensed Financial Statements for the first quarter of 2015 are presented and have been prepared in accordance with 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 has applied the same accounting methods used in its Consolidated Financial Statements for the year ended December 31, 2014 (please refer to Note 1 "Accounting policies and valuation methods" presented in the Financial Statements from pages 206 to 219 of the "2014 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 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; and
- 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, if necessary, for any non-recurring events which occurred over the period.

In addition and as a reminder, Vivendi applied, from January 1, 2014, IFRIC 21 interpretation – *Levies*, which clarifies IAS 37 – *Provisions, Contingent Liabilities and Contingent Assets*, and specifically addresses the accounting of a liability to pay a levy imposed by public authorities on entities in accordance with legislation (i.e., laws or regulations), except for income tax and value-added taxes. Thus, its application has led to the modification, where necessary, of the analysis of the obligating event triggering recognition of the liability. This interpretation, which mandatorily applies to accounting periods beginning on or after January 1, 2014, and retrospectively as from January 1, 2013, had no material impact on Vivendi's Financial Statements.

Note 2 Discontinued operations and investments

As a reminder, in compliance with IFRS 5 - Non-current Assets Held for Sale and Discontinued Operations, SFR and Maroc Telecom (businesses sold in 2014), as well as GVT (in the process of being sold) have been reported as discontinued operations.

2.1 Sale of 20% interest in Numericable – SFR

As a reminder, on November 27, 2014, Vivendi announced the closing of the combination between SFR and Numericable. Pursuant to this transaction, Vivendi received a net cash proceed of €13,050 million, which takes into account, the €250 million final price adjustment (including an additional €116 million paid by Vivendi on May 6, 2015), as well as, Vivendi's €200 million contribution to the financing of the acquisition of Virgin Mobile by Numericable-SFR. In addition to the cash proceed, Vivendi received a 20% interest in the new entity Numericable-SFR as well as the right to an earn-out of €750 million contingent upon the operating performance of Numericable-SFR. Vivendi granted specific guarantees to Numericable-SFR which are limited in amount and issued certain undertakings to the French Competition Authority.

On February 27, 2015, after review by the Management Board, Vivendi's Supervisory Board unanimously decided to accept the offer received on February 17, 2015 from Numericable-SFR and Altice, to purchase the Numericable-SFR shares held by Vivendi, which represented 20% of the share capital of Numericable-SFR, as follows:

[1] *This translation is qualified in its entirety by reference to the "Document de référence 2014".*

a. Purchase by Numericable-SFR of 10% of its own shares:

   In accordance with the Share Repurchase Agreement signed on February 27, 2015, at Numericable-SFR General Shareholders' Meeting held on April 28, 2015, shareholders approved the purchase of 48,693,922 of the company's own shares (i.e. a 10% interest) at €40 per share, for an aggregate amount of €1,948 million, paid on May 6, 2015.

b. Purchase by Altice of a 10% interest in Numericable-SFR:

   On May 6, 2015, the closing date of the share repurchase, Altice will acquire 48,693,923 shares at €40 per share, for an aggregate amount of €1,948 million. Payment will be made no later than April 7, 2016, with the possibility to advance payment of the full amount; the amount owed to Vivendi bears interest at 3.80% per year. A first demand bank guarantee was issued by two leading banks.

This transaction permitted Vivendi to complete its divestment of SFR under financial conditions that result in it receiving, with respect to this minority interest, a 20% premium over the closing price of Numericable-SFR shares on November 27, 2014. The low liquidity level of Numericable-SFR shares made an exit under optimal conditions uncertain. In total, net proceeds received by Vivendi from the sale of SFR amounted to approximately €17 billion, in line with the valuation projected by Vivendi in April 2014.

The completion of these transactions terminated: (i) the agreements which gave Vivendi the right to a potential earn-out of €750 million and a specific guarantee provided by Vivendi; (ii) the Shareholders Agreement including in particular a non-compete clause relating to Canal+ Group in certain sectors and territories; and (iii) the discussions on the adjustment to the sale price for SFR based on its level of debt as of the date of its sale, resulting in the payment by Vivendi of €116 million.

As of March 31, 2015, the 20% interest in Numericable-SFR was recognized as "available-for-sale securities" in Vivendi's Condensed Statement of Financial position and re-evaluated according to the agreement related to the sale of this interest to Altice and Numericable-SFR executed on February 27, 2015 (€3,896 million). The capital gain on the sale of this interest amounted to €651 million (before taxes), recognized in equity for the first quarter of 2015. In accordance with IFRS, for the second quarter of 2015, this capital gain will be recorded in the Statement of Earnings as "other income" included in the EBIT and the receivable from Altice (€1,948 million) will be recognized in current financial assets.

In addition, Vivendi has been informed that the tax authorities are challenging the merger of SFR and Vivendi Telecom International (VTI) which occurred in December 2011 and, consequently, they intend to contest the inclusion of SFR within the Vivendi tax group in respect of fiscal year 2011. The tax authorities plan to require the separation of SFR from Vivendi's tax group for that fiscal year and will make a claim against SFR for a total of €1,374 million, representing a principal tax amount of €711 million plus default interest and penalties of €663 million.

As part of the agreement entered into on February 27, 2015 among Vivendi, Altice and Numericable-SFR, Vivendi agreed to return to SFR, if appropriate, taxes and contributions that could be borne by SFR for fiscal year 2011 and that SFR would have already paid at that time to Vivendi up to €711 million (including €154 million corresponding to the use by SFR of VTI tax losses in 2011 or 2012) covering the entire period of inclusion of SFR within the Vivendi tax group, if the merger of SFR and VTI in 2011 were to be ultimately invalidated for tax purposes. Vivendi and Altice/Numericable-SFR agreed to cooperate in order to challenge the position of the tax authorities.

Vivendi Management believes that it has solid legal grounds on which to defend the inclusion of SFR within the Vivendi tax group in respect of fiscal year 2011 or, failing that, its consolidation as part of application of the Consolidated Global Profit Tax System in respect of that fiscal year. Therefore, Vivendi believes that the agreement entered into on February 27, 2015 between Vivendi and Altice/Numericable-SFR should not have a materially adverse impact on the financial position or liquidity of the company.

2.2 Plan to sell GVT

On August 28, 2014, Vivendi's Supervisory Board decided to enter into exclusive negotiations with Telefonica to sell GVT. After receiving a positive opinion from employee representatives, on September 18, 2014 it authorized the execution of an agreement with Telefonica for the sale of GVT. This agreement, the key terms of which are described below, represents a total enterprise value of €7.45 billion (based on the stock market value and foreign exchange rates on the date the exclusive negotiations were entered into with Telefonica), corresponding to a 2014 estimated EBITDA multiple of 10x. The closing of the sale of GVT is subject to certain conditions, including the approval by the relevant regulatory authorities which have already been obtained and is expected to occur at the end of May 2015.

Cash proceeds	€4.66 billion subject to the sale price adjustment, based, among other things, on exceptional changes in net working capital, GVT's bank debt, as well as certain restatements as contractually defined by the parties, at the completion date of the sale. Depending on these adjustments and the actual numbers as of the completion date, the amount of cash consideration paid may be increased or decreased. Moreover, the cash proceeds, net of adjustments, will also be decreased by any applicable taxes related to the sale, currently estimated at approximately €600 million. The net sale price is estimated at approximately €3.6 billion.
Consideration shares	A 7.467% interest in Telefonica Brasil (after the contribution of GVT) and a 5.7% interest (8.3% voting rights) in Telecom Italia. As of May 4, 2015, these shares held an aggregate value of €3 billion: €1.8 billion for the 7.467% interest in Telefonica Brasil and €1.2 billion for the 5.7% interest in Telecom Italia based on stock market prices and exchange rates at this date
Financing	Capital increase at Telefonica Brasil to fund cash proceeds, guaranteed by Telefonica.
Conditions precedent	Completion of the sale is subject to obtaining approvals from ANATEL (Agência Nacional de Telecomunicações) which were received on December 22, 2014 and March 12, 2015 in respect of certain aspects of the transaction and CADE (Conselho Administrativo de Defesa Econômica) in Brazil which was received on March 25, 2015, and other conditions customary in this type of transaction.
Commitments given	- Limited representations and warranties. - Vivendi has given a commitment to CADE to progressively exit from Telefonica Brasil.
Liquidity	With respect to Vivendi's interest in the combined entity Telefonica Brasil: - maximum 90 day lock-up period starting as from the date of the tender offer pricing; and - tag-along rights.
Governance	No specific governance rights in Telefonica Brasil and Telecom Italia.

2.3 Plan to sell Canal+ Group's interest in TVN

On March 16, 2015, Canal+ Group and ITI Group announced the sale of their controlling interest in TVN (Poland's free-to-air) to Southbank Media Ltd., a London-based subsidiary of Scripps Networks Interactive Inc. Group.
Under the terms of the transaction, N-Vision B.V., which at the time of closing of the transaction will directly and indirectly hold a 52.7% controlling interest in TVN, will be acquired by Southbank Media Ltd. for an aggregate cash amount of €584 million (approximately €273 million for Canal+ Group).
The transaction remains subject to regulatory approval. Closing is expected to occur in the next few months.

2.4 Earnings from discontinued operations

In compliance with IFRS 5, the line "Earnings from discontinued operations" presented in Vivendi's Consolidated Statement of Earnings includes the operations of GVT (for the years 2015 and 2014), SFR (until the date of its sale on November 27, 2014), Maroc Telecom group (until the date of its sale on May 14, 2014) as well as the capital gains realized upon completion of the divestiture of these discontinued operations.

	1st quarter ended March 31, 2015		
(in million of euros)	GVT	Other	**Total**
Revenues	458	-	458
EBITDA	180	-	180
Adjusted earnings before interest and income taxes (EBITA)	84	-	84
EBITA after discontinuation of amortization (a)	179	-	179
Earnings before interest and income taxes (EBIT)	179	-	179
Earnings before provision for income taxes	79	-	79
Provision for income taxes	5	-	5
Earnings	**84**	**-**	**84**
Other	-	(67) (b)	(67)
Earnings from discontinued operations	**84**	**(67)**	**17**
Of which attributable to Vivendi SA shareowners	84	(67)	17
non-controlling interests	-	-	-

(in million of euros)	1st quarter ended March 31, 2014 GVT	SFR	Maroc Telecom Group	Other	Total
Revenues	405	2,443	641	-	3,489
EBITDA	158	625	351	-	1,134
Adjusted earnings before interest and income taxes (EBITA)	83	255	237	-	575
EBITA after discontinuation of amortization (a)	83	255	351	-	689
Earnings before interest and income taxes (EBIT)	76	237	351	-	664
Earnings before provision for income taxes	102	164	351	-	617
Provision for income taxes	(34)	(70)	(81)	-	(185)
Earnings	**68**	**94**	**270**	**-**	**432**
Other	-	-	-	152 (c)	152
Earnings from discontinued operations	**68**	**94**	**270**	**152**	**584**
Of which attributable to Vivendi SA shareowners	68	92	129	152	441
non-controlling interests	-	2	141	-	143

(in million of euros)	2014 year contributions GVT	SFR	Maroc Telecom Group	Other	Total
Revenues	1,765	8,981	969	-	11,715
EBITDA	702	2,129	530	-	3,361
Adjusted earnings before interest and income taxes (EBITA)	367	689	360	-	1,416
EBITA after discontinuation of amortization (a)	478	1,732	531	-	2,741
Earnings before interest and income taxes (EBIT)	457	1,676	531	-	2,664
Earnings before provision for income taxes	393	1,487	527	-	2,407
Provision for income taxes	(89)	(188)	(120)	-	(397)
Earnings	**304**	**1,299**	**407**	**-**	**2,010**
Capital gain on completed divestiture	na	2,378	786	84 (d)	3,248
Other	(2)	-	-	6	4
Earnings from discontinued operations	**302**	**3,677**	**1,193**	**90**	**5,262**
Of which attributable to Vivendi SA shareowners	302	3,663	979	90	5,034
non-controlling interests	-	14	214	-	228

na: not applicable.

a. In compliance with IFRS 5, Vivendi discontinued the amortization of tangible and intangible assets of GVT as from September 1, 2014, SFR as from April 1, 2014 and Maroc Telecom group as from July 1, 2013.

b. Includes the remaining impact related to the sale of an 80% interest in SFR to Numericable, notably the final sale price adjustment.

c. Includes the increase in value in the first quarter of 2014 of the 83 million Activision Blizzard shares held by Vivendi as of March 31, 2014, due to the appreciation of Activision Blizzard's stock market price.

d. Includes the capital gain on the divestiture of 41.5 million Activision Blizzard shares, completed on May 22, 2014. As of December 31, 2014, the remaining 41.5 million Activision Blizzard shares were reclassified as "available-for-sale securities" as Vivendi Management has decided not to sell these shares in the immediate future.

Note 3 Segment data

Vivendi Management evaluates the performance of its business segments and allocates necessary resources to them based on certain operating performance indicators (segment earnings and cash flow from operations). Income from operations (IFO) and EBITA correspond to the earnings of each business segment.

As defined by Vivendi, income from operations is calculated as EBITA as presented in the Adjusted Statement of Earnings, before share-based compensation costs related to equity-settled plans, and special items due to their unusual nature or particular significance.

Main aggregates of the Statement of Earnings

(in millions of euros)	1st Quarter ended March 31, 2015	1st Quarter ended March 31, 2014	Year ended December 31, 2014
Revenues			
Canal+ Group	1,370	1,317	5,456
Universal Music Group	1,097	984	4,557
Vivendi Village	25	21	96
Eliminations	-	(5)	(20)
	2,492	**2,317**	**10,089**
Income from operations (IFO)			
Canal+ Group	154	179	618
Universal Music Group	88	66	606
Vivendi Village	4	(20)	(34)
Corporate	(28)	(21)	(82)
	218	**204**	**1,108**
Restructuring charges			
Canal+ Group	-	-	-
Universal Music Group	(7)	(6)	(50)
Vivendi Village	-	-	(44)
Corporate	-	-	(10)
	(7)	**(6)**	**(104)**
Charges related to equity-settled share-based compensation plans			
Canal+ Group	1	(4)	(3)
Universal Music Group	1	(1)	(2)
Vivendi Village	-	-	(1)
Corporate	(4)	(3)	(3)
	(2)	**(8)**	**(9)**
Other non-current operating charges and income			
Canal+ Group	10	-	(32)
Universal Music Group	-	(3)	11
Vivendi Village	-	-	-
Corporate	(1)	(2)	25
	9	**(5)**	**4**
Adjusted earnings before interest and income taxes (EBITA)			
Canal+ Group	165	175	583
Universal Music Group	82	56	565
Vivendi Village	4	(20)	(79)
Corporate	(33)	(26)	(70)
	218	**185**	**999**

Reconciliation of EBIT to EBITA and to income from operations

(in millions of euros)	1st Quarter ended March 31, 2015	1st Quarter ended March 31, 2014	Year ended December 31, 2014
EBIT (a)	**117**	**100**	**736**
Adjustments			
Amortization of intangible assets acquired through business combinations	98	83	344
Impairment losses on intangible assets acquired through business combinations (a)	-	-	92
Other income (a)	(1)	-	(203)
Other charges (a)	4	2	30
EBITA	**218**	**185**	**999**
Adjustments			
Restructuring charges (a)	7	6	104
Charges related to equity-settled share-based compensation plans	2	8	9
Other non-current operating charges and income	(9)	5	(4)
Income from operations (IFO)	**218**	**204**	**1,108**

a. As reported in the Consolidated Statement of Earnings.

Consolidated Statement of Financial Position

(in millions of euros)	March 31, 2015	December 31, 2014
Segment assets (a)		
Canal+ Group	7,686	7,829
Universal Music Group	9,362	8,677
Vivendi Village	173	154
Corporate	6,187	5,896
	23,408	**22,556**
Segment liabilities (b)		
Canal+ Group	2,545	2,609
Universal Music Group	3,390	3,463
Vivendi Village	129	129
Corporate	2,622	2,404
	8,686	**8,605**

a. Segment assets include goodwill, content assets, other intangible assets, property, plant and equipment, investments in equity affiliates, financial assets, inventories and trade accounts receivable, and other.

b. Segment liabilities include provisions, other non-current liabilities, and trade accounts payable.

Depreciations and amortizations

(in millions of euros)	1st Quarter ended March 31, 2015	2014	Year ended December 31, 2014
Depreciation of tangible assets			
Canal+ Group	41	43	170
Universal Music Group	14	14	58
Vivendi Village	-	-	3
Corporate	-	-	1
	55	**57**	**232**
Amortization of intangible assets excluding those acquired through business combinations			
Canal+ Group	17	17	72
Universal Music Group	-	-	-
Vivendi Village	-	1	3
Corporate	-	-	-
	17	**18**	**75**
Amortization of intangible assets acquired through business combinations			
Canal+ Group	2	1	8
Universal Music Group	96	81	334
Vivendi Village	-	1	2
Corporate	-	-	-
	98	**83**	**344**

Note 4 Interest

(in millions of euros)	1st Quarter ended March 31, 2015	2014	Year ended December 31, 2014
(Charge)/Income			
Interest expense on borrowings	*(17)*	*(78)*	*(283)*
Interest income on SFR's loans	*na*	*63*	*159*
Interest income on GVT's loans	*3*	*3*	*13*
Interest expense net of borrowings	(14)	(12)	(111)
Interest income from cash, cash equivalents and investments	9	1	15
Interest from continuing operations	**(5)**	**(11)**	**(96)**
Premium paid and other costs related to the early redemptions of bonds	(1)	(3)	(698) (a)
	(6)	**(14)**	**(794)**

na: not applicable.

a. Included a €642 million net premium paid related to the early redemption of bonds following the completion of the sale of SFR in November 2014.

Note 5 Income taxes

(in millions of euros)	1st Quarter ended March 31, 2015	2014	Year ended December 31, 2014
(Charge)/Income			
Impact of the Vivendi SA's French Tax Group and Consolidated Global Profit Tax Systems	(24)	(23)	110
Other components of the provision for income taxes	(52)	(44)	(240)
Provision for income taxes	**(76)**	**(67)**	**(130)**

Note 6 Earnings per share

	1st Quarter ended March 31,				Year ended December 31, 2014	
	2015		2014			
	Basic	Diluted	Basic	Diluted	Basic	Diluted
Earnings (in millions of euros)						
Earnings from continuing operations attributable to Vivendi SA shareowners	16	16	(10)	(10)	(290)	(290)
Earnings from discontinued operations attributable to Vivendi SA shareowners	17	17	441	441	5,034	5,034
Earnings attributable to Vivendi SA shareowners	33	33	431	431	4,744	4,744
Number of shares (in millions)						
Weighted average number of shares outstanding (a)	1,353.9	1,353.9	1,340.8	1,340.8	1,345.8	1,345.8
Potential dilutive effects related to share-based compensation	-	4.8	-	7.9	-	5.5
Adjusted weighted average number of shares	**1,353.9**	**1,358.7**	**1,340.8**	**1,348.7**	**1,345.8**	**1,351.3**
Earnings per share (in euros)						
Earnings from continuing operations attributable to Vivendi SA shareowners per share	0.01	0.01	(0.01)	(0.01)	(0.22)	(0.22)
Earnings from discontinued operations attributable to Vivendi SA shareowners per share	0.01	0.01	0.33	0.33	3.74	3.73
Earnings attributable to Vivendi SA shareowners per share	0.02	0.02	0.32	0.32	3.52	3.51

a. Net of treasury shares (53 thousands of shares for the first quarter of 2015).

Note 7 Commitments

On January 19, 2015, following to a call for tenders carried out by the National Rugby League, Canal+ Group secured exclusive rights related to all of the National French Rugby Championship's "TOP 14" matches. These rights, which include all seven games on each match day, play-off games, as well as the Jour de Rugby show, cover the seasons 2015/2016 to 2018/2019.

Note 8 Litigation

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

Certain Legal Proceedings involving Vivendi or its subsidiaries (as plaintiff or defendant) are described in the 2014 Annual Report: Section 6 of the Financial Report for the fiscal year ended December 31, 2014 (pages 184 through 189), Note 26 of the Notes to the Consolidated Financial Statements for year ended December 31, 2014 (pages 282 through 287) and Section 3 of Chapter 1 (pages 32 through 37). The following paragraphs update such disclosure through May 5, 2015, the date of the Management Board meeting held to approve Vivendi's Financial Statements for the first quarter ended March 31, 2015.

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.

Parabole Réunion

In July 2007, the group Parabole Réunion filed a legal action before the Paris Tribunal of First Instance following the termination of its rights to exclusively distribute the TPS channels in Reunion Island, Mayotte, Madagascar and Mauritius. Pursuant to a decision dated September 18, 2007, Canal+ Group was prohibited, under threat of a fine, from allowing the broadcast by third parties of these channels or replacement channels that have substituted these channels. Canal+ Group appealed this decision. In a ruling dated June 19, 2008, the Paris Court of Appeal partially reversed the judgment and stated that these replacement channels were not to be granted exclusively if the channels were made available to third parties prior to the merger with TPS. Parabole Réunion was unsuccessful in its claims concerning the content of the channels in question. On September 19, 2008, Parabole Réunion appealed to the French Supreme Court. On November 10, 2009, the French Supreme Court dismissed the appeal brought by Parabole Réunion. In the context of this dispute, various jurisdictions have taken the opportunity to apply the fact that in the event of the loss of the TPS Foot channel, Canal+ Group must make available to Parabole Réunion a channel of similar attractiveness. Noncompliance with this order would result in a penalty. On September 24, 2012, Parabole Réunion filed a claim against Canal+ France, Canal+ Group and Canal+ Distribution before the enforcement magistrate of the Court of First Instance of Nanterre (Tribunal de grande instance de Nanterre) seeking enforcement of this fine (a request for such enforcement having been previously rejected by the enforcement magistrate of Nanterre, the Paris Court of Appeal and the French Supreme Court). On November 6, 2012, Parabole Réunion expanded its claim to cover the TPS Star, Cinecinema Classic, Cult and Star channels. On April 9, 2013, the enforcement magistrate dismissed in part Parabole Réunion's claim and declared the rest inadmissible. He took care to recall that Canal+ Group had no legal obligation with respect to the content or the maintaining of programming on channels made available to Parabole Réunion. Parabole Réunion filed a first appeal against this judgment on April 11, 2013. On May 22, 2014, the Versailles Court of Appeal declared this appeal inadmissible. On February 14, 2014, Parabole Réunion filed an appeal on points of law and filed a second appeal against the April 9, 2013 decision. On April 9, 2015, the French Supreme Court overturned the May 22, 2014 decision of the Versailles Court of Appeal in which the appeal filed by Parabole Réunion on April 11, 2013 was declared inadmissible. The case was remanded to the Paris Court of Appeal, brought before the Court by Parabole Réunion on April 23, 2015. In parallel, the second appeal filed on February 14, 2014 by Parabole Réunion is currently pending before the Versailles Court of Appeal, following denial by the French Supreme Court on September 18, 2014, of the motion seeking the recusal of the 16th chamber of the Versailles Court of Appeal filed by Parabole Réunion.

At the same time, on August 11, 2009, Parabole Réunion filed a complaint against Canal+ Group before the Paris Tribunal of First Instance, requesting that the Tribunal order Canal+ Group to make available a channel with a level of attractiveness similar to that of TPS Foot in 2006 and to pay damages. On April 26, 2012, Parabole Réunion filed a complaint against Canal+ France, Canal+ Group and Canal+ Distribution before the Paris Tribunal of First Instance asking the Tribunal to acknowledge the failure of the companies of the group to fulfill their contractual obligations to Parabole Réunion and their commitments to the Ministry of Economy. These two actions have been consolidated into a single action. On April 29, 2014, the Paris Tribunal of First Instance recognized the contractual liability of Canal+ Group due to the degradation of the quality of channels made available to Parabole Réunion. The Tribunal ordered an expert report on the damages suffered by Parabole Réunion, rejecting the assessment produced by the latter. On November 14, 2014, Canal+ Group appealed against the decision of the Paris Tribunal of First Instance.

beIN Sports against the National Rugby League and Canal+ Group

On March 11, 2014, beIN Sports lodged a complaint with the French Competition authority against Canal+ Group and the National Rugby League, challenging the award to Canal+ Group of exclusive broadcasting rights to the "TOP 14" for the 2014-2015 to 2018-2019 seasons. On July 30, 2014, the French Competition Authority imposed interim measures suspending Canal+ Group's agreement with the National Rugby League as from the 2015-2016 season and mandated that a new call for tenders process be organized. Canal+ Group and the National Rugby League appealed this decision before the Paris Court of Appeal.

On October 9, 2014, the Paris Court of Appeal dismissed the appeal of Canal+ Group and the National Rugby League and directed the National Rugby League to complete a new tender process for rights to the "TOP 14" for the 2015-2016 season as well as the following seasons by no later than March 31, 2015. On October 30, 2014, Canal+ Group appealed against this decision. On March 10, 2015, Canal+ Group withdrew its appeal and an order of discontinuance was issued on April 9, 2015, by the President of the Commercial Chamber of the Paris Court of Appeal.

Complaints against UMG regarding Royalties for Digital Downloads

Since 2011, as has been the case with other music industry majors, several purported class action complaints have been filed against UMG by recording artists generally seeking additional royalties for on line sales of music downloads and master ringtones. On April 14, 2015, a global transaction terminating the litigation was entered into. This settlement transaction is expected to be formally approved by the Court shortly.

Tax audits

The fiscal year ended on December 31, 2014 and prior years are open to tax audits by the respective tax authorities in the jurisdictions in which Vivendi has or had operations. Various tax authorities have proposed adjustments to the taxable income reported for prior years. It is not possible, at this stage of the current tax audits, to accurately assess the impact that could result from an unfavorable outcome of these audits. Vivendi Management believes that these tax audits should not have a material unfavorable impact on the financial position or liquidity of the group.

Regarding Vivendi SA, in respect of the Consolidated Global Profit Tax System, the consolidated income reported for fiscal years 2006, 2007, and 2008 is under audit by the French tax authorities. This tax audit began in January 2010. In addition, in January 2011, the French tax authorities began a tax audit on the consolidated income reported for fiscal year 2009 and in February 2013, the French tax authorities expanded the audit to include the consolidated income reported for fiscal year 2010. Finally, the audit of Vivendi SA's tax group System for the years 2011 and 2012 began in July 2013. As of March 31, 2015, all of these audits were ongoing. Vivendi Management believes that it has solid legal grounds to defend its positions for determining the taxable income for the fiscal years under audit. In any event, Vivendi has accrued a provision for the impact of the Consolidated Global Profit Tax System in 2011 (€409 million), notwithstanding the decision of the Administrative Court of Montreuil on October 6, 2014, subject to the appeal filed by the Tax Authorities (please refer to Note 6.1 to the Consolidated Financial Statements for the Year Ended December 31, 2014 - page 235 of the "2014 Annual Report"), as well as a provision for the impact in relation to the use of tax credits in 2012 (€232 million) which remained unchanged as of March 31, 2015:

- as Vivendi considers that its entitlement to use the Consolidated Global Profit Tax System was effective until the end of the authorization granted by the French Ministry of Finance, including fiscal year ending December 31, 2011, on November 30, 2012, Vivendi filed for a refund of €366 million with respect to the tax saving for the fiscal year ended December 31, 2011. As this request was denied by the tax authorities, Vivendi accrued a €366 million provision for the associated risk, in its Financial Statements for the year ended December 31, 2012. On October 6, 2014, the Administrative Court of Montreuil ruled in favor of Vivendi. Pursuant to this ruling, on December 23, 2014, Vivendi received a €366 million refund and moratorium interest of €43 million, which was received on January 16, 2015. On December 2, 2014, the tax authorities appealed this ruling. As a result, in its Financial Statements for the year ended December 31, 2014, Vivendi maintained the provision related to the €366 million principal refund and increased it by €43 million to take into account the moratorium interest, for a total amount of €409 million, which remained unchanged as of March 31, 2015;
- moreover, considering that the Consolidated Global Profit Tax System permitted tax credits to be carried forward upon the end of the authorization on December 31, 2011, Vivendi requested a refund of taxes due, under the French Tax Group System for the year ended December 31, 2012, i.e. €208 million, increased to €221 million in 2013 at the time of the tax return filing with respect to fiscal year ended December 31, 2012. On May 8, 2013, Vivendi received a €201 million refund related to the tax installment paid in 2012. This position was challenged by the tax authorities as part of an ongoing audit and Vivendi accrued the associated risk for a principal amount of €208 million in provision in its Financial Statements for the year ended December 31, 2012, increased to €221 million as of December 31, 2013. In its Financial Statements for the year ended December 31, 2014, Vivendi maintained the €221 million principal refund and increased it by an additional default interest of €11 million, for a total amount of €232 million, which remained unchanged as of March 31, 2015. As part of this process, Vivendi made a payment of €321 million on March 31, 2015, comprising the payment of taxes for €221 million due under the French Tax Group System for the year ended December 31, 2012, €11 million in default interest and additional penalties of €89 million. This payment allows Vivendi to initiate litigation in which Vivendi is asking for a refund of the principal tax amount, the default interest, as well as the penalties, for which no provision had been accrued, upon the recommendation of the company's advisors.

In respect of the US tax group, the fiscal years ending December 31, 2005, 2006, and 2007 were under a tax audit. The final outcome of this tax audit did not materially impact the amount of tax attributes. Vivendi's US tax group was also under audit for the fiscal years ending December 31, 2008, 2009, and 2010. This tax audit has now been completed and its final outcome did not materially impact the amount of tax attributes. In June 2014, the US tax authorities began a tax audit for fiscal years 2011 and 2012, and in December 2014, stated that they undertook a tax audit for fiscal year 2013. As of March 31, 2015, the audit with respect to these fiscal years was ongoing. Vivendi Management believes that it has solid legal grounds to defend its positions for determining the taxable income for the fiscal years under audit.

Note 9 Subsequent events

The significant events that occurred since March 31, 2015 were as follows:

- On April 7, 2015, Orange and Vivendi entered into exclusive negotiations for the acquisition by Vivendi of an 80% interest in Dailymotion for €217 million. As part of this transaction, which corresponds to an enterprise value of €265 million for Dailymotion, Orange would retain a 20% interest in Dailymotion. Information-consultation processes with employee representative organizations of Vivendi, Orange and Dailymotion were achieved and the closing is expected to occur in the next few months.
- Since April 9, 2015, Bolloré Group has held a 14.52% interest in Vivendi (compared to 5.14% as of December 31, 2014).
- On April 17, 2015, Vivendi's Annual General Shareholder's Meeting notably approved the following main resolutions:
    - the distribution of an ordinary dividend of €1 paid with respect to 2014, comprising €0.20 relative to the group's business performance and a €0.80 return to shareholders as a result of the disposals of assets. This dividend was paid in cash on April 23, 2015, following the coupon detachment on April 21, 2015, for an aggregate amount of €1,363 million.
    - the appointment of Messrs. Tarak Ben Ammar and Dominique Delport as members of the Supervisory Board.

  In addition, Vivendi's Annual General Shareholder's Meeting of April 17, 2015 rejected the resolution, proposed by shareholders and not approved by Vivendi's Management Board, seeking the non-application of double voting rights to registered shares held for more than two years by the same shareholder as provided for in the "Florange" law.
- On May 6, 2015, Vivendi will complete the sale of its 20% interest in Numericable-SFR and will receive an initial cash proceed of €1.8 billion, net of the €116 million price adjustment. A second cash proceed of €1.9 billion will be payable by Altice no later than April 7, 2016 (please refer to Note 2.1).