FINANCIAL REPORT FOR THE HALF-YEAR 2021

Financial Report and Unaudited* Condensed Financial Statements for the Half-Year ended June 30, 2021

*The Condensed Financial Statements for the half-year ended June 30, 2021 were subject to a limited review by Vivendi's Statutory Auditors. The Auditors' Report on the 2021 half-year financial information follows the Condensed Financial Statements.

July 28, 2021

vivendi

VIVENDI

European Company with a Management Board and a Supervisory Board and a share capital of €6,095,536,133.50

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Key consolidated financial data for the last five years

Preliminary comments:

As a reminder, in 2019, Vivendi applied a new accounting standard:

- *IFRS 16 – Leases: in accordance with IFRS 16, the impact of the change of accounting standard was recorded in the opening balance sheet as of January 1, 2019. In addition, Vivendi applied this change of accounting standard to the Statement of Financial Position, Statement of Earnings and Statement of Cash Flows in 2019; therefore, the data relative to prior years is not comparable. For a detailed description of these changes, please refer to Notes 1.1, 1.3.5.7 and 12 to the Consolidated Financial Statements for the year ended December 31, 2020 of the 2020 Universal Registration Document.*

As a reminder, in 2018, Vivendi applied two new accounting standards:

- *IFRS 15 – Revenues from Contracts with Customers: in accordance with IFRS 15, as from 2017, Vivendi applied this change of accounting standard to revenues; and*
- *IFRS 9 – Financial Instruments: in accordance with IFRS 9, as from 2018, Vivendi applied this change of accounting standard to the Statement of Earnings and Statement of Comprehensive Income restating its opening balance sheet as of January 1, 2018; therefore, the data in this report relative to prior years is not comparable.*

	Six months ended June 30, (unaudited)		Year ended December 31,			
	2021	2020	2020	2019	2018	2017
Consolidated data						
Revenues	8,221	7,576	16,090	15,898	13,932	12,518
Adjusted earnings before interest and income taxes (EBITA) (a)	1,066	735	1,627	1,526	1,288	969
Earnings before interest and income taxes (EBIT)	973	660	1,468	1,381	1,182	1,018
Earnings attributable to Vivendi SE shareowners	488	757	1,440	1,583	127	1,216
of which earnings from continuing operations attributable to Vivendi SE shareowners	488	757	1,440	1,583	127	1,216
Adjusted net income (a)	724	583	1,228	1,741	1,157	1,300
Net Cash Position/(Financial Net Debt) (a)	(2,878)	(3,057)	(4,953)	(4,064)	176	(2,340)
Total equity	19,343	17,422	16,431	15,575	17,534	17,866
of which Vivendi SE shareowners' equity	18,169	16,721	15,759	15,353	17,313	17,644
Cash flow from operations (CFFO) (a)	662	338	696	903	1,126	989
Cash flow from operations after interest and income tax paid (CFAIT) (a)	467	485	548	567	822	1,346
Financial investments	(476)	(1,026)	(1,640)	(2,284)	(694)	(3,685)
Financial divestments	160	111	360	1,068	2,303	976
Dividends paid by Vivendi SE to its shareholders	653	690	690	636	568	499
Purchases/(sales) of Vivendi SE's treasury shares	189	719	2,157	2,673	-	203
Per share data						
Weighted average number of shares outstanding	1,087.5	1,153.5	1,140.7	1,233.5	1,263.5	1,252.7
Earnings attributable to Vivendi SE shareowners per share	0.45	0.66	1.26	1.28	0.10	0.97
Adjusted net income per share	0.67	0.51	1.08	1.41	0.92	1.04
Number of shares outstanding at the end of the period (excluding treasury shares)	1,087.5	1,142.4	1,092.8	1,170.6	1,268.0	1,256.7
Equity per share, attributable to Vivendi SE shareowners	16.71	14.64	14.42	13.12	13.65	14.04
Dividends per share paid	0.60	0.60	0.60	0.50	0.45	0.40

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

a. The non-GAAP measures of 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. Vivendi considers these to be relevant indicators of the group's operating and financial performance. Each of these indicators is defined in the appropriate section of this Financial Report. In addition, it should be noted that other companies may have definitions and calculations for these indicators that differ from those used by Vivendi, thereby affecting comparability.

I- Financial Report for the first half of 2021

Preliminary comments:

On July 26, 2021, the Management Board approved the Financial Report and the Unaudited Condensed Financial Statements for the half-year ended June 30, 2021. Upon the recommendation of the Audit Committee, which met on July 26, 2021, the Supervisory Board, at its meeting held on July 28, 2021, reviewed the Financial Report and the Unaudited Condensed Financial Statements for the half-year ended June 30, 2021, as previously approved by the Management Board on July 26, 2021.

The Condensed Financial Statements for the half-year ended June 30, 2021 were subject to a limited review by Vivendi's Statutory Auditors. The Statutory Auditors' Report on the 2021 half-year financial information is presented after the Condensed Financial Statements.

The Financial Report for the first half of 2021 should be read in conjunction with the 2020 Financial Report, as published in the "Rapport Annuel - Document d'enregistrement universel 2020" filed on April 13, 2021 with the Autorité des marchés financiers ("AMF", the French securities regulator). Please also refer to pages 224 through 250 of the English translation[1] of the "Rapport Annuel - Document d'enregistrement universel 2020" (the "Annual Report – 2020 Universal Registration Document"), which is available on Vivendi's website (www.vivendi.com) for informational purposes.

For a detailed description of the significant events that occurred during the first half of 2021, as well as any subsequent events, please refer to Notes 2, 3 and 23 to the Condensed Financial Statements for the half-year ended June 30, 2021, respectively.

Updated information on the main transactions with related parties as of June 30, 2021 is provided in Note 20 to the Condensed Financial Statements for the half-year ended June 30, 2021.

1 Earnings analysis: group and business segments

Preliminary comments:

Non-GAAP measures

"EBITA" and "adjusted net income", all 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 this Financial Report. Vivendi considers these to be relevant indicators for the group's operating and financial performance.

Vivendi Management uses EBITA and adjusted net income for reporting, management and planning purposes because they exclude most non-recurring and non-operating items from the measurement of the business segments' performances. Under Vivendi's definition:

- *the difference between EBITA and EBIT consists of the amortization of intangible assets acquired through business combinations, as well as the other catalogs of rights acquired by Vivendi's content production businesses, the impairment of goodwill and other intangibles acquired through business combinations, as well as other income and charges related to transactions with shareowners; and*
- *adjusted net income includes the following items: EBITA; income from equity affiliates – non-operational; interest (corresponding to interest expense on borrowings net of interest income earned on cash and cash equivalents); income from investments (including dividends and interest received from unconsolidated companies); and taxes and non-controlling interests related to these items. It does not include the following items: amortization of intangible assets acquired through business combinations and related to equity affiliates and other catalogs of rights acquired by our content production businesses; impairment losses on goodwill and other intangible assets acquired through business combinations; other charges and income related to transactions with shareowners; other financial charges and income; earnings from discontinued operations; provisions for income taxes and adjustments attributable to non-controlling interests; and non-recurring tax items (in particular, changes in deferred tax assets pursuant to Vivendi SE's Tax Group Systems).*

In addition, it should be noted that other companies may have definitions and calculations for these non-GAAP measures that differ from those used by Vivendi, thereby affecting comparability.

[1] This free translation of the "Rapport Annuel - Document d'enregistrement universel 2020" is provided solely for the convenience of English-speaking readers. In the event of discrepancy, the French version shall prevail.

1.1 Condensed Statement of Earnings

	Six months ended June 30, 2021	Six months ended June 30, 2020	% Change
REVENUES	**8,221**	**7,576**	**+ 8.5%**
Cost of revenues	(4,421)	(4,101)	
Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations	(2,693)	(2,644)	
Restructuring charges	(37)	(53)	
Other operating charges and income	(4)	(43)	
Adjusted earnings before interest and income taxes (EBITA)*	**1,066**	**735**	**+ 45.0%**
Amortization and depreciation of intangible assets acquired through business combinations	(93)	(75)	
EARNINGS BEFORE INTEREST AND INCOME TAXES (EBIT)	**973**	**660**	**+ 47.3%**
Income from equity affiliates - non-operational	(38)	64	
Interest	(21)	(16)	
Income from investments	117	15	
Other financial charges and income	(157)	417	
	(61)	***416***	
Earnings before provision for income taxes	**874**	**1,140**	**- 23.3%**
Provision for income taxes	(277)	(299)	
Earnings from continuing operations	**597**	**841**	**- 29.0%**
Earnings from discontinued operations	-	-	
Earnings	**597**	**841**	**- 29.0%**
Non-controlling interests	(109)	(84)	
EARNINGS ATTRIBUTABLE TO VIVENDI SE SHAREOWNERS	**488**	**757**	**- 35.5%**
Earnings attributable to Vivendi SE shareowners per share - basic (in euros)	0.45	0.66	
Earnings attributable to Vivendi SE shareowners per share - diluted (in euros)	0.45	0.65	
Adjusted net income*	**724**	**583**	**+ 24.1%**
Adjusted net income per share - basic (in euros)*	0.67	0.51	
Adjusted net income per share - diluted (in euros)*	0.66	0.50	

In millions of euros, except per share amounts.

* non-GAAP measures.

1.2 Analysis of the Condensed Statement of Earnings

1.2.1 Revenues

For the first half of 2021, Vivendi's revenues were €8,221 million, compared to €7,576 million for the same period in 2020. This increase of €645 million (+8.5%) is mainly due to the growth of Universal Music Group (UMG) (+€372 million), Canal+ Group (+€108 million), Havas Group (+€29 million) and Editis (+€110 million). It also included the impact of the consolidation of Prisma Media as from June 1, 2021 (+€29 million). At constant currency and perimeter[2], Vivendi's revenues grew by 11.9%, compared to the first half of 2020. This increase was mainly due to the growth of UMG (+17.3%), Canal+ Group (+4.7%), Havas Group (+7.1%) and the strong recovery of Editis (+42.0%), which had been particularly affected by the health crisis during the first half of 2020.

For the second quarter of 2021, Vivendi's revenues were €4,320 million, compared to €3,706 million for the same period in 2020. This increase of €614 million (+€16.6%, compared to +0.8% for the first quarter of 2021) was mainly due to the growth of UMG (+€332 million), Canal+ Group (+€123 million), Havas Group (+€51 million) and Editis (+€63 million). It also included the impact of the consolidation of Prisma Media as from June 1, 2021 (+€29 million).
At constant currency and perimeter[2], Vivendi's revenues grew by 18.9%, compared to the second quarter of 2020 (compared to +5.0% for the first quarter of 2021). This increase was mainly due to the growth of UMG (+25.5%), Canal+ Group (+9.8%), Havas Group (+13.6%) and the strong recovery of Editis (+43.4%), particularly affected by the health crisis during the second quarter of 2020.

As a reminder, **for the first quarter of 2021**, Vivendi's revenues were €3,901 million, compared to €3,870 million for the same period in 2020 (+0.8%). At constant currency and perimeter, Vivendi's revenues grew by 5.0%, compared to the first quarter of 2020. This increase was mainly

[2] Constant perimeter notably reflects the impact of the acquisition of Prisma Media on May 31, 2021.

due to the growth of UMG (+9.4%) and the strong recovery of Editis (+40.1%), partially offset by the slowdown in the other activities, affected by the consequences of the health crisis.

For a detailed analysis of revenues by business segment, please refer to Section 1.3 below and to Note 5.1.1 to the Condensed Financial Statements for the half-year ended June 30, 2021.

1.2.2 Operating results

EBITA was €1,066 million, compared to €735 million for the first half of 2020, an increase of €331 million (+45.0%). At constant currency and perimeter[2], EBITA increased by €352 million (+49.3%), primarily driven by the growth of Universal Music Group (+€206 million), Canal+ Group (+€30 million), Havas Group (+€42 million) and Editis (+30 million). EBITA included:

- **restructuring charges** of €37 million, compared to €53 million for the first half of 2020, mainly incurred by Editis (€12 million, compared to €3 million for the first half of 2020), Universal Music Group (€9 million, compared to €8 million for the first half of 2020) and Canal+ Group (€5 million, compared to €29 million for the first half of 2020 notably relating to the plan aimed at transforming its French activities); and
- **other operating charges and income** resulting in a net charge of €4 million, compared to a net charge of €43 million for the first half of 2020. They included:
    - **the charge related to share-based compensation plans** for -€6 million, compared to -€25 million for the first half of 2020. For the first half of 2021, Vivendi SE did not implement any employee shareholding scheme within the framework of an employee stock purchase plan and leveraged plan, reserved for employees, retirees and corporate officers of the group; and
    - **income from equity affiliates - operational** was an income of +€2 million, compared to a charge of -€18 million for the first half of 2020. It primarily related to Vivendi's share of Banijay Group Holding's net earnings (+€2 million, compared to -€7 million for the first half of 2020) and Vevo (-€1 million, compared to -€11 million for the first half of 2020).

For a detailed analysis of EBITA by business segment, please refer to Section 1.3 below.

EBIT was €973 million, compared to €660 million for the first half of 2020, an increase of €313 million (+47.3%). It includes amortization and depreciation of intangible assets acquired through business combinations for €93 million, compared to €75 million for the first half of 2020.

1.2.3 Income from equity affiliates - non-operational

For the first half of 2021, **income from equity affiliates - non-operational** was a charge of -€38 million, compared to a profit of +€64 million for the first half of 2020, an unfavorable change of -€102 million. This amount corresponds to Vivendi's share of Telecom Italia's net earnings, calculated based on the financial information publicly disclosed by Telecom Italia (corresponding to the fourth quarter of the previous year and the first quarter of the current year due to a three-month reporting lag). For the first half of 2021, this amount notably included Vivendi's share (-€53 million) of the voluntary departures plan involving approximately 1,300 employees announced by Telecom Italia. As a reminder, for the first half of 2020, this amount notably included Vivendi's share (+€76 million) of the capital gain recognized by Telecom Italia on the Inwit transaction.

For a detailed analysis, please refer to Note 13.2 to the Condensed Financial Statements for the half-year ended June 30, 2021.

1.2.4 Financial results

For the first half of 2021, **interest** was an expense of €21 million, compared to €16 million for the first half of 2020. Of this amount:

- interest expense on borrowings was €24 million, compared to an equivalent amount for the first half of 2020. This stability mainly reflected the increase in the average interest rate on borrowings to 0.78% (compared to 0.73% for the first half of 2020), offset by the decrease in average outstanding borrowings to €6.0 billion (compared to €6.5 billion for the first half of 2020); and
- interest income earned on the investment of cash surpluses was €3 million, compared to €8 million for the first half of 2020. This change reflected the decrease in the average interest rate on cash investments to 0.18% (compared to 0.57% for the first half of 2020), partially offset by the increase in the average outstanding cash investments to €3.3 billion (compared to €2.9 billion for the first half of 2020).

Income from investments was €117 million, compared to €15 million for the first half of 2020. For the first half of 2021, it notably included the dividend received from Mediaset (€102 million, i.e., €0.30 per share), which was approved by its shareholders at the Annual General Meeting of June 23, 2021, and paid on July 21, 2021 (please refer to Note 3.2 to the Condensed Financial Statements for the half-year ended June 30, 2021).

Other financial charges and income were a net charge of -€157 million, compared to a net income of +€417 million for the first half of 2020, a decrease of -€574 million. This change mainly reflected the decrease in the value of the investments in Spotify and Tencent Music Entertainment, i.e., a charge of -€170 million for the first half of 2021, compared to a revaluation income of +€449 million for the same period in 2020.

In addition, on January 29, 2021, the sale of an additional 10% of UMG's share capital to a Tencent-led consortium was recorded, in accordance with IFRS standards, as a sale of non-controlling interests and therefore did not impact the Consolidated Financial Statement of Earnings for the first half of 2021. As a result, in accordance with IFRS 10, **this capital gain on the sale of an additional 10% of UMG's share capital**, equal to the difference between the sale price of €2,847 million and the value of non-controlling interests in the Consolidated Financial Statements of €490 million, **was directly recorded as an increase in equity** attributable to Vivendi SE shareowners for €2,357 million (please refer to Note 2 to the Condensed Financial Statements for the half-year ended June 30, 2021).
As a reminder, on March 31, 2020, the sale of 10% of UMG's share capital to a Tencent-led consortium was also recorded as a sale of non-controlling interests and therefore did not impact the Consolidated Financial Statement of Earnings, **the capital gain which was directly recorded as an increase in equity** attributable to Vivendi SE shareowners for €2,385 million.

1.2.5 Provision for income taxes

For the first half of 2021, **provision for income taxes reported to adjusted net income** was a net charge of €293 million, compared to a net charge of €193 million for the first half of 2020. This increase of €100 million notably reflected the growth in UMG's earnings before tax. The effective tax rate in adjusted net income was stable at 25.3% for the first half of 2021, compared to 25.6% for the same period in 2020.

For the first half of 2021, **provision for income taxes reported to net income** was a net charge of €277 million, compared to a net charge of €299 million for the same period in 2020. This decrease of €22 million notably reflected the change in deferred tax liabilities relating to the revaluation of the investments in Spotify and Tencent Music Entertainment (deferred tax income of +€30 million, compared to a deferred tax charge of -€110 million for the first half of 2020), partially offset by the increase of €100 million in provision for income taxes reported to adjusted net income.

1.2.6 Non-controlling interests

For the first half of 2021, **earnings attributable to non-controlling interests** were €109 million, compared to €84 million for the first half of 2020. This increase of €25 million notably reflected the additional 10% held by the Tencent-led consortium's share of Universal Music Group's net earnings since January 29, 2021 (please refer to Note 2 to the Condensed Financial Statements for the half-year ended June 30, 2021).

1.2.7 Earnings attributable to Vivendi SE shareowners

For the first half of 2021, **earnings attributable to Vivendi SE shareowners** amounted to a profit of €488 million (or €0.45 per share - basic), compared to €757 million for the first half of 2020 (or €0.66 per share - basic), a decrease of €269 million (-35.5%). This decrease mainly reflected the unfavorable change of other charges and financial income (-€574 million) primarily relating to the decrease in the value of the investments in Spotify and Tencent Music Entertainment, partially offset by the growth in EBITA (+€331 million).

1.2.8 Adjusted net income

For the first half of 2021, **adjusted net income** was a profit of €724 million (or €0.67 per share - basic), compared to €583 million for the first half of 2020 (or €0.51 per share - basic), an increase of €141 million (+24.1%).

(in millions of euros)	Six months ended June 30, 2021	2020	% Change
Revenues	**8,221**	**7,576**	**+ 8.5%**
EBITA	**1,066**	**735**	**+ 45.0%**
Income from equity affiliates - non-operational	(8)	94	
Interest	(21)	(16)	
Income from investments	117	15	
Adjusted earnings from continuing operations before provision for income taxes	1,154	828	+ 39.4%
Provision for income taxes	(293)	(193)	
Adjusted net income before non-controlling interests	861	635	
Non-controlling interests	(137)	(52)	
Adjusted net income	**724**	**583**	**+ 24.1%**

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

(in millions of euros)	Six months ended June 30, 2021	2020
Earnings attributable to Vivendi SE shareowners (a)	**488**	**757**
Adjustments		
Amortization and depreciation of intangible assets acquired through business combinations	93	75
Amortization of intangible assets related to equity affiliates	30	30
Other financial charges and income	157	(417)
Provision for income taxes on adjustments	(16)	106
Impact of adjustments on non-controlling interests	(28)	32
Adjusted net income	**724**	**583**

a. As reported in the Condensed Statement of Earnings.

Adjusted net income per share

	Six months ended June 30, 2021		2020	
	Basic	Diluted	Basic	Diluted
Adjusted net income (in millions of euros)	724	724	583	583
Number of shares (in millions)				
Weighted average number of shares outstanding (a)	1,087.5	1,087.5	1,153.5	1,153.5
Potential dilutive effects related to share-based compensation	-	3.1	-	5.1
Adjusted weighted average number of shares	1,087.5	1,090.6	1,153.5	1,158.6
Adjusted net income per share (in euros)	**0.67**	**0.66**	**0.51**	**0.50**

a. Net of the weighted average number of treasury shares (96.4 million shares for the first half of 2021, compared to 31.7 million for the same period in 2020).

1.3 Analysis of revenues and operating results by business segment

(in millions of euros)	Six months ended June 30, 2021	2020	% Change	% Change at constant currency	% Change at constant currency and perimeter (a)
Revenues					
Universal Music Group	3,831	3,459	+10.7%	+17.3%	+17.3%
Canal+ Group	2,782	2,674	+4.1%	+4.9%	+4.7%
Havas Group	1,048	1,019	+2.9%	+8.2%	+7.1%
Editis	372	262	+42.0%	+42.0%	+42.0%
Prisma Media	29	na	na	na	na
Gameloft	120	130	-8.1%	-6.4%	-9.9%
Vivendi Village	24	26	-5.8%	-5.4%	-5.4%
New Initiatives	38	28	+33.8%	+33.8%	+33.8%
Elimination of intersegment transactions	(23)	(22)			
Total Vivendi	**8,221**	**7,576**	**+8.5%**	**+12.5%**	**+11.9%**
of which Vivendi excluding Universal Music Group (b)	*4,394*	*4,121*	*+6.6%*	*+8.6%*	*+7.5%*
EBITA					
Universal Music Group	753	567	+32.8%	+37.7%	+37.7%
Canal+ Group	330	300	+10.0%	+10.2%	+10.0%
Havas Group	87	46	+88.6%	+103.0%	+92.3%
Editis	10	(21)	na	na	na
Prisma Media	4	na	na	na	na
Gameloft	(3)	(14)			
Vivendi Village	(17)	(27)			
New Initiatives	(32)	(42)			
Corporate	(66)	(74)			
Total Vivendi	**1,066**	**735**	**+45.0%**	**+50.3%**	**+49.3%**
of which Vivendi excluding Universal Music Group (b)	*313*	*168*	*+86.3%*	*+92.6%*	*+87.2%*

na: not applicable.

a. Constant perimeter notably reflects the impact of the acquisition of Prisma Media on May 31, 2021 (please refer to Note 3.1 to the Condensed Financial Statements for the half-year ended June 30, 2021).

b. On February 13, 2021, Vivendi announced that it would study the planned distribution of 60% of Universal Music Group's share capital and its stock market listing. For a detailed description, please refer to Note 2 to the Condensed Financial Statements for the half-year ended June 30, 2021.

1.3.1 Universal Music Group (UMG)

(in millions of euros)	Six months ended June 30, 2021	2020	% Change	% Change at constant currency	% Change at constant currency and perimeter
Recorded music	3,137	2,771	+13.2%	+20.0%	+20.0%
Subscriptions and streaming	*2,130*	*1,814*	*+17.4%*	*+24.7%*	*+24.7%*
Other digital sales (a)	*153*	*238*	*-35.7%*	*-32.0%*	*-32.0%*
Physical sales	*463*	*348*	*+33.0%*	*+40.1%*	*+40.1%*
License and other	*391*	*371*	*+5.3%*	*+11.8%*	*+11.8%*
Music publishing	564	573	-1.5%	+3.9%	+3.9%
Merchandising and other	138	121	+13.8%	+22.2%	+22.2%
Elimination of intersegment transactions	(8)	(6)			
Revenues	**3,831**	**3,459**	**+10.7%**	**+17.3%**	**+17.3%**
Recorded music	749	590			
Music publishing	134	132			
Merchandising and other	-	1			
Corporate center	(61)	(74)			
EBITDA	**822**	**649**	**+26.6%**	**+31.8%**	**+31.8%**
EBITDA margin	*21.5%*	*18.8%*	*+2.7 pts*		
Recorded music	705	541			
Music publishing	127	126			
Merchandising and other	(1)	-			
Corporate	(78)	(100)			
EBITA	**753**	**567**	**+32.8%**	**+37.7%**	**+37.7%**
EBITA margin	*19.7%*	*16.4%*	*+3.3 pts*		
Recorded music revenues by geographic area					
North America	1,554	1,396	+11.3%	+23.0%	+23.0%
Europe	920	838	+9.8%	+10.3%	+10.3%
Asia	428	382	+12.2%	+18.8%	+18.8%
Latin America	107	95	+12.3%	+27.7%	+27.7%
Rest of the world	128	60	+111.5%	+78.4%	+78.4%
	3,137	**2,771**	**+13.2%**	**+20.0%**	**+20.0%**

a. Mainly included download sales.

For the first half of 2021, Universal Music Group's (UMG) revenues amounted to €3,831 million, up 17.3% at constant currency and perimeter compared to the first half of 2020 (+10.7% on an actual basis).

Recorded music revenues grew by 20.0% at constant currency and perimeter. While the first quarter of 2020 benefited from the receipt of a digital royalty claim, revenues in the second quarter of 2020, particularly physical and ad-funded streaming revenues, were impacted by initial lockdown restrictions in response to the COVID-19 pandemic. In addition, the second quarter of 2021 benefited from a catch-up payment from a digital service provider.

Subscription and streaming revenues grew by 24.7%, and physical sales were up 40.1% compared to the first half of 2020.

Recorded music best sellers for the first half year of 2021 included a 'Best Of' release from BTS, new releases from Justin Bieber and Olivia Rodrigo and continued sales from The Weeknd, Pop Smoke and Ariana Grande.

In the United States, UMG had eight of the Top 10 albums for the first half of the year based on MRC data, including all of the Top 5.

In the United Kingdom, UMG had seven of the Top 10 artists for the first half of the year, including Taylor Swift at No. 1.

On the Spotify global chart, UMG had the No. 1 song for 20 of the 26 weeks in the first half of 2021, with Olivia Rodrigo's "driver's license" and "Good 4 U", and Justin Bieber's "Peaches".

Music publishing revenues grew by 3.9% at constant currency and perimeter compared to the first half of 2020, driven by increased subscription and streaming revenues. The second quarter of 2020 benefited from the receipt of a digital royalty claim, separate from the one mentioned in respect of recorded music.

Merchandising and other revenues were up 22.2% at constant currency and perimeter compared to the first half of 2020, due to growth in retail and D2C (direct-to-consumer) activity, and despite the continued impact of the COVID-19 pandemic on touring activity.

UMG continues to lead the industry in creatively partnering with digital platforms to expand monetization opportunities for artists, and that has particularly been the case this year in social media and fitness. During the first half of 2021, UMG entered into a number of new agreements in the social media space, including with TikTok, Triller and Snap Inc., among others. UMG also announced a deal to serve as the first music partner to Liteboxer, a home-fitness boxing company. This follows a series of deals UMG has closed recently in the fitness and wellness space with companies including Calm and Equinox+.

For the first half of 2021, UMG's EBITA was €753 million, up 37.7% at constant currency and perimeter compared to the first half of 2020 (+32.8% on an actual basis), while the EBITA margin improved to 19.7% from 16.4% for the first half of 2020, driven by the revenue growth and control of costs.

EBITDA was €822 million, up 31.8% at constant currency and perimeter compared to the first half of 2020, corresponding to an EBITDA margin of 21.5%.

On July 28, 2021, the UMG B.V. shareholders declared the distribution of a €0.2/share interim dividend. The ex-dividend date will be October 25, 2021, the record date will be October 26, 2021 and the payment date will be October 28,2021.

For a presentation on the main financial aggregates of UMG's consolidated financial statements for the first half-year ended June 30, 2021, please refer to Note 2 to the Condensed Financial Statements for the half-year ended June 30, 2021.

1.3.2 Canal+ Group

(in millions of euros)	Six months ended June 30, 2021	2020	% Change	% Change at constant currency	% Change at constant currency and perimeter
International TV	1,079	1,054	+2.3%	+4.4%	+4.4%
TV in Mainland France (a)	1,512	1,488	+1.7%	+1.7%	+1.7%
Studiocanal	191	132	+44.8%	+44.3%	+41.2%
Revenues	**2,782**	**2,674**	**+4.1%**	**+4.9%**	**+4.7%**
EBITA before restructuring charges	**335**	**329**	**-0,3 pt**	**+2.0%**	**+1.8%**
EBITA before restructuring charges margin	*12.0%*	*12.3%*	*-0,3 pt*		
Restructuring charges	(5)	(29)			
EBITA	**330**	**300**	**+10.0%**	**+10.2%**	**+10.0%**
EBITA margin	*11.9%*	*11.2%*	*+0,7 pt*		
Canal+ Group subscribers (in thousands)					
Europe (excluding Mainland France and including M7)	*5,277*	*5,114*	*+163*		
Africa	*5,944*	*4,955*	*+989*		
Overseas	*705*	*656*	*+49*		
Asia Pacific	*1,296*	*1,085*	*+211*		
Overseas and international subscribers	**13,222**	**11,810**	**+1,412**		
Self-distributed individual subscribers in Mainland France	4,885	4,636	+249		
Wholesale subscribers (b)	3,513	3,392	+121		
Collective subscribers in Mainland France	508	529	-21		
Subscribers in Mainland France	**8,906**	**8,557**	**+349**		
Total Canal+ Group subscribers	**22,128**	**20,367**	**+1,761**		

a. Corresponds to pay-TV and free-to-air channels (C8, CStar and CNews) in mainland France.

b. Includes the strategic partnership agreements with Free, Orange and Bouygues Telecom, as well as subscribers to Thema packages. Certain subscribers may also have subscribed to a Canal+ offer.

For the first half of 2021, Canal+ Group revenues amounted to €2,782 million, up 4.7% at constant currency and perimeter compared to the first half of 2020.

Canal+ Group's total subscriber portfolio (individual and collective) reached 22.1 million, including 8.9 million in mainland France, compared to 20.4 million for the first half of 2020.

Revenues from television operations in mainland France grew by 1.7% at constant currency and perimeter.

Revenues from international operations increased by 4.4% at constant currency and perimeter, thanks to the significant year-on-year growth in the number of subscribers (+1.4 million).

Studiocanal's revenues rose sharply by 44.8% (+41.2% at constant currency and perimeter), driven by very good performances in catalog and TV series.

Canal+ Group's profitability improved compared to the first half of 2020. EBITA after restructuring charges was €330 million, compared to €300 million for the same period in 2020 (+10.0% at constant currency and perimeter).

During this first half of the year, Canal+ Group continued its development and internationalization projects, and strengthened its content offerings.

Canal+ Group launched its operations in Ethiopia, a country with a population of close to 115 million. Nine Canal+ premium channels in Amharic, the local language, have been created as part of this initiative.

Starzplay, the premium streaming service from Starz, was added to Canal+'s offerings in France. This integration is yet another example of Canal+ Group's ability to aggregate the best content and apps on the market.

In addition, Canal+ Group won the latest call for tenders launched by the National Rugby League for the TOP 14 broadcasting rights in France until the end of the 2026-2027 season. These exclusive broadcasting rights cover all TOP 14 matches, live as well as near-live clips, and all programs devoted to them, in all media formats.

Canal+ Group has acquired the exclusive broadcasting rights in France to the Premier League for three additional seasons, starting with the 2022-2023 season and until 2024-2025, and also acquired for the first time the exclusive broadcasting rights in the Czech Republic and Slovakia for this competition, starting with the 2022-2023 season.

Starting in September 2021, Canal+ Group will offer to its subscribers in France, for the first time, the two top matches for each day of the Champions League. This competition, the most prestigious in Europe, will complete Canal+'s already exceptional sports offering, which includes the Premier League, the TOP 14, the most prestigious golf competitions, the Formula 1 and the MotoGP, all broadcast in full.

1.3.3 Havas Group

	Six months ended June 30,				
(in millions of euros)	2021	2020	% Change	% Change at constant currency	% Change at constant currency and perimeter
Revenues	1,048	1,019	+2.9%	+8.2%	+7.1%
Net revenues (a)	**1,007**	**977**	**+3.1%**	**+8.5%**	**+7.3%**
EBITA before restructuring charges	**91**	**56**	**+62.5%**	**+72.6%**	**+65.2%**
EBITA before restructuring charges/net revenues	*9.0%*	*5.7%*	*+3.3 pts*		
Restructuring charges	(4)	(10)			
EBITA	**87**	**46**	**+88.6%**	**+103.0%**	**+92.3%**
Net revenues by geographic area					
Europe	498	454	+9.7%	+10.0%	+9.7%
North America	387	405	-4.5%	+5.7%	+4.2%
Asia Pacific and Africa	82	78	+5.1%	+10.1%	+6.2%
Latin America	40	40	+0.1%	+13.6%	+13.6%
	1,007	**977**	**+3.1%**	**+8.5%**	**+7.3%**

a. Net revenues, a non-GAAP measure, corresponds to Havas Group's revenues less the pass-through costs rebilled to customers.

During the second quarter of 2021, Havas Group recorded a strong rebound in its businesses compared to the same period in 2020 and continues to make quarter-on-quarter progress.

Havas Group reported organic growth in net revenues[3] of +15.8% (a very favorable baseline compared to the second quarter of 2020, which was heavily impacted by the effects of the pandemic), following a decline of 7.5% in the fourth quarter of 2020 and 0.8% in the first quarter of 2021.

[3] *Net revenues correspond to Havas Group revenues after deduction of costs rebilled to clients.*

All the regions made significant progress in the second quarter of 2021. The biggest contributors were Europe and North America, both reporting high double-digit organic growth (+19.6% and +10.2% respectively), with all the divisions – Creative, Media and Health & Wellness – playing their part. Asia-Pacific picked up strongly (+21.1%) and Latin America confirmed its positive progress with a highly satisfactory performance (+19.4%).

For the first half of 2021, Havas Group revenues were €1,048 million, up by 7.1% at constant currency and perimeter compared to the same period in 2020. Net revenues were €1,007 million, up by 7.3% at constant currency and perimeter compared to the first half of 2020. The currency effect was -5.4% (compared to +0.9% at the end of June 2020), and acquisitions contributed +1.2%. The actual variation in net revenues was thus +3.1% (compared to -7.9% at the end of June 2020).

At the end of June 2021, EBITA was €87 million, an increase of 88.6% compared to the same period in 2020. The improvement is attributable to the cost adjustment plan introduced in the early stages of last year's pandemic outbreak and to a strong recovery in business momentum.

Havas Group enters the second half of 2021 with confidence thanks to sustained levels of business. The Group has won numerous new accounts, such as Volkswagen (CX), Cox Communications (Creative), and De Beers (Media). In addition, the Group renewed two major clients, Sanofi and Novartis (Communication Health), for duties covering multi-year periods.

The communications industry as a whole is proving highly dynamic.

1.3.4 Editis

	Six months ended June 30,				
(in millions of euros)	2021	2020	% Change	% Change at constant currency	% Change at constant currency and perimeter
Literature	159	123	+29.2%	+29.2%	+29.2%
Education and Reference	66	55	+20.0%	+20.0%	+20.0%
Diffusion and Distribution	147	84	+75.1%	+75.1%	+75.1%
Revenues	**372**	**262**	**+42.0%**	**+42.0%**	**+42.0%**
EBITA	**10**	**(21)**			

For the first half of 2021, Editis' revenues were €372 million, an increase of 42.0% at constant currency and perimeter compared to the same period in 2020. This strong achievement is mainly driven by a buoyant market environment since January 2021. However, it is not solely the result of a favorable basis of comparison with the first half of 2020 and the first lockdown in France, given that Editis' revenues jumped by 20.5% at constant currency and perimeter compared to the first half of 2019 adjusted[4].

Editis is very well represented in the GfK Top 20 with 8 titles compared to 5 in 2019. Among these titles, Camille Kouchner's story, *La familia grande*, published by Seuil (in 2nd position in the Top), *Rien ne t'efface*, the new novel by Michel Bussi published by Presses de la Cité (which recorded exceptional sales with 20% growth compared to the previous title at equivalent sales weeks), *1991*, the thrilling new thriller by Franck Thilliez published by Fleuve Editions, and the French edition of the worldwide phenomenon *Burn after writing* by Sharon Jones published by Trédaniel.

This half-year, Editis was doubly recognized by the "Grand prix des lectrices ELLE": *Apeirogon* by Colum Mc Cann (Belfond) received the prize in the fiction category; *Accident de chasse* by David L. Carlson and Landis Blair's (Sonatine) - which was also awarded the Fauve d'Or, the prize for the best album at the Angoulême International Comics Festival – won in the Document category.

For the first half of 2021, Editis' EBITA was +€10 million, compared to -€21 million for the same period in 2020.

[4] Editis has been consolidated since February 1, 2019. In the first half of 2019, adjusted revenues amounted to €308 million.

1.3.5 Prisma Media

(in millions of euros)	Six months ended June 30, 2021 (a)	6-month pro forma data 2021	2020	% Change at constant currency and perimeter
Distribution	17	87	77	+12.3%
Advertising	10	50	36	+39.1%
Others	2	7	4	+84.2%
Revenues	**29**	**144**	**117**	**+22.9%**
EBITA	**4**	**13**	**(12)**	

a. Vivendi has fully consolidated Prisma Media since June 1, 2021.

In June 2021, Prisma Media's contribution to Vivendi's revenues amounted to €29 million, which reflects an increase in its revenues of 31.8% compared to June 2020. Distribution revenues increased by 18.2% compared to June 2020 In June 2020, magazine distribution and production were strongly impacted by the pandemic and the bankruptcy of its exclusive distributor Presstalis. Advertising revenues grew by 59.1% compared to June 2020, driven by growth in Print (+40%) and Digital (+74%). In June 2021, some Prisma brands posted significant growth: Voici +71%, Capital +108%, Gala +46%, Téléloisirs +20% and Femme Actuelle +23%.

In June 2021, EBITA was €4 million, an increase of €2 million compared to June 2020. The growth is mainly due to a €4 million improvement in business performance and a €1 million increase in restructuring charges.

For the first half of 2021, Prisma Media's revenues were €144 million, an increase of 22.9% compared to the same period in 2020, and EBITA was €13 million.

1.3.6 Gameloft

(in millions of euros)	Six months ended June 30, 2021	2020	% Change	% Change at constant currency	% Change at constant currency and perimeter
Revenues	**120**	**130**	**-8.1%**	**-6.4%**	**-9.9%**
EBITA	**(3)**	**(14)**			
<u>Revenues by geographic area</u>					
North America	50	52			
EMEA (Europe, the Middle East, Africa)	40	45			
Asia Pacific	23	25			
Latin America	7	8			
	120	**130**			

For the first half of 2021, Gameloft's revenues were €120 million, down 8.1% year-on-year. Gameloft's product mix significantly improved during the first six months of 2021 thanks to the success of its latest games, leading to a gross margin of €83 million, almost flat year on year. *Disney Magic Kingdoms*, *March of Empires*, *Asphalt 9: Legends*, *Dragon Mania Legends* and *Asphalt 8: Airborne*, were its best-selling games in the first half of 2021, representing 51% of Gameloft's total revenues.

Thanks to the transformation of the company's cost structure and product offering, EBITDA was €4 million, up €12 million year on year. For the first half of 2021, EBITA was -€3 million, up €11 million year on year.

1.3.7 Vivendi Village

(in millions of euros)	Six months ended June 30, 2021	2020	% Change	% Change at constant currency	% Change at constant currency and perimeter
Revenues	**24**	**26**	**-5.8%**	**-5.4%**	**-5.4%**
EBITA	**(17)**	**(27)**			

For the first half of 2021, Vivendi Village's revenues were €24 million compared to €26 million for the first half of 2020.

Vivendi Village's EBITA was a loss of €17 million, compared to a loss of €27 million as for the first half of 2020.

Vivendi Village's ticketing activities experienced very strong growth in the United States in the second quarter of 2021 and a significant recovery following the announcement of the lifting of health restrictions in the United Kingdom and France in May and June, respectively. In total, 8.2 million tickets were sold by See Tickets in the first half of 2021 (+48% compared to the same period in 2020).

The Olympia hosted 12 concerts in June and is close to its cruising speed, with around 100 shows scheduled for the fourth quarter of 2021.

Vivendi Village also continued its policy of strict cost control, significantly reducing its operating losses.

1.3.8 New Initiatives

For the first half of 2021, New Initiatives, which brings together Dailymotion and the GVA entities, recorded revenues of €38 million, up 33.8% at constant currency and perimeter compared to the first half of 2020.

New Initiatives' EBITA was a loss of €32 million, compared to a loss of €42 million as for the first half of 2020.

In the first half of 2021, the strong growth in the audience for Dailymotion's premium content continued (+21% compared to the first half of 2020) and, as of May 2021, exceeded 80% of its total audience. This growth has been driven by several existing partnerships, as well as by the signing of new partnerships, including with Mymovies.it in Italy, Webedia in Spain and China Times in Asia.

Dailymotion confirmed its position as the absolute leader in the French market for its Player technology, with 85% of publishers using its technology. Dailymotion has also been confirmed as the leading French video platform, according to the new Internet Video measurement tool created by Médiamétrie in October 2020.

GVA is a FTTH (Fiber To The Home) operator that has been operating in Sub-Saharan Africa for four years and is already present in six countries on the continent. Specialized in the provision of very high-speed Internet access, GVA covers a market of more than 700,000 homes and businesses. Two new operations were launched in the first half of 2021, in Brazzaville (Republic of Congo) and Ouagadougou (Burkina Faso). GVA expects to continue its strong growth in the second half of 2021, supported by an ever-increasing demand for very high-speed broadband in Africa.

1.3.9 Corporate

Corporate's EBITA was a net charge of €66 million, compared to a net charge of €74 million for the first half of 2020, a favorable change of €8 million, mainly due to non-recurring items recognized in 2021.

2 Liquidity and capital resources

2.1 Liquidity and equity portfolio

Preliminary comments:

- *The "Financial Net Debt", a non-GAAP measure, should be considered in addition to, and not as a substitute for, GAAP measures presented in the Consolidated Statement of Financial Position, as well as any other measure of indebtedness reported in accordance with GAAP. Vivendi considers this to be a relevant indicator of the group's liquidity and capital resources. Vivendi Management uses this indicator for reporting, management and planning purposes.*
- *The "Financial Net Debt" is calculated as the sum of:*
  - i. *cash and cash equivalents, as reported in the Consolidated Statement of Financial Position, including (i) cash in banks and deposits, whether or not compensated, corresponding to cash, and (ii) money market funds which satisfy the ANC's and AMF's decision released in November 2018 and other highly liquid short-term investments with initial maturities of generally three months or less corresponding to cash equivalents, defined in accordance with IAS 7;*
  - ii. *cash management financial assets, included in the Consolidated Statement of Financial Position under "financial assets", relating to financial investments, which do not satisfy the criteria for classification as cash equivalents set forth in IAS 7, and, with respect to money market funds, the ANC's and AMF's decision released in November 2018. In addition, on March 20, 2020, Vivendi SE and Bolloré SE entered into a cash management agreement providing for advance payments, repayable at Vivendi SE's first request (please refer to Note 15 to the Condensed Financial Statements for the half-year ended June 30, 2021); and*
  - iii. *derivative financial instruments, net (assets and liabilities) where the underlying instruments are Financial Net Debt items, as well as cash deposits securing borrowings included in the Consolidated Statement of Financial Position under "financial assets";*

  less:
  - iv. *the value of borrowings at amortized cost.*
- *For a detailed description, please refer to Note 15 "Cash position" and Note 19 "Borrowings and other financial liabilities" to the Condensed Financial Statements for the half-year ended June 30, 2021.*

2.1.1 Financial Net Debt

(in millions of euros)	Refer to Notes to the Consolidated Financial Statements	June 30, 2021	December 31, 2020
Cash and cash equivalents		1,590	976
Cash management financial assets		183	120
Cash position	15	**1,773**	**1,096**
Bonds		(4,050)	(5,050)
Bank credit facilities		(571)	(661)
Short-term marketable securities		-	(310)
Other		(30)	(28)
Borrowings at amortized cost	19	**(4,651)**	**(6,049)**
Financial Net Debt		**(2,878)**	**(4,953)**
Planned sale of 10% of UMG to Pershing Square (a)		3,300	
Reimbursement of UMG intercompany loan		2,222	
Deconsolidation of UMG net cash position		(205)	
Net Cash Position adjusted (b)		**2,439**	

a. On June 20, 2021, Vivendi and Pershing Square investment funds entered into an agreement regarding the sale of an additional 10% of UMG's share capital based on an enterprise value of €35 billion for 100% of UMG's share capital. On July 19, 2021, Vivendi announced that the equity interest in UMG eventually acquired will be between 5 and 10% of UMG's share capital. Should it be less than 10%, Vivendi intends to sell the shortfall to other investors before the distribution of 60% of the share capital of UMG to Vivendi's shareholders, the payment of which is expected to occur on September 23, 2021. For a detailed description, please refer to Note 2 to the Condensed Financial Statements for the half-year ended June 30, 2021.

b. On February 13, 2021, Vivendi announced that it would study the planned distribution of 60% of Universal Music Group's share capital and its stock market listing. For a detailed description, please refer to Note 2 to the Condensed Financial Statements for the half-year ended June 30, 2021.

2.1.2 Changes in the Financial Net Debt

(in millions of euros)	Cash and cash equivalents	Borrowings at amortized cost and other financial items (a)	Financial Net Debt
Financial Net Debt as of December 31, 2020	**976**	**(5,929)**	**(4,953)**
(Outflows) / inflows:			
Operating activities	797	-	797
Investing activities	(488)	57	(431)
Financing activities	294	1,405	1,699
Foreign currency translation adjustments	11	(1)	10
Financial Net Debt as of June 30, 2021	**1,590**	**(4,468)**	**(2,878)**

a. "Other financial items" include cash management financial assets and derivative financial instruments relating to interest rate and foreign currency risk management (assets and liabilities).

As of June 30, 2021, Vivendi's Financial Net Debt amounted to -€2,878 million, compared to a Financial Net Debt of -€4,953 million as of December 31, 2020, i.e., a decrease of €2,075 million. This improvement was mainly attributable to the following items:

- on January 29, 2021, Vivendi received a cash inflow of €2,847 million from the sale of an additional 10% of Universal Music Group's share capital to a Tencent-led consortium (please refer to Note 2 to the Condensed Financial Statements for the half-year ended June 30, 2021); and
- cash flow from operations (CFFO) provided by operating activities for €662 million.

These items were partially offset by the following:

- on June 25, 2021, Vivendi paid a dividend with respect to fiscal year 2020 of €0.60 per share, representing a €653 million outflow;
- on May 31, 2021, Vivendi completed the acquisition of 100% of Prisma Media (please refer to Note 3.1 to the Condensed Financial Statements for the half-year ended June 30, 2021);
- from January 5 to February 12, 2021, Vivendi repurchased 7,277 thousand shares at an average price of €25.90 per share, for an aggregate amount of €189 million;
- on January 25, 2021, Vivendi informed that it had acquired 9.9% of PRISA's share capital (the leader in media and education in the Spanish-speaking markets); and
- net cash outflows relating to income taxes for €156 million.

Vivendi believes that the cash flow generated by its operating activities, its cash surpluses, net of amounts used to reduce Vivendi's debt, as well as funds available through undrawn bank credit facilities will be sufficient to cover expenses and investments necessary for its operations as well as its debt service for the last six months of 2021. In addition, on June 20, 2021, Vivendi and Pershing Square investment funds entered into an agreement regarding the sale of an additional 10% of UMG's share capital based on an enterprise value of €35 billion for 100% of UMG's share capital. As announced on July 19, 2021, the equity interest in UMG eventually acquired will be between 5 and 10%. Should it be less than 10%, Vivendi intends to sell the shortfall to other investors before the distribution of 60% of the share capital of UMG to Vivendi's shareholders, the payment of which is expected to occur on September 23, 2021.

As of June 30, 2021, Vivendi held a portfolio of listed non-controlling equity interests (including Telecom Italia) with an aggregate market value of approximately €5.6 billion (before taxes), compared to €5.3 billion as of December 31, 2020.
Excluding listed non-controlling equity interests held by Universal Music Group (primarily Spotify and Tencent Music Entertainment), as of June 30, 2021, Vivendi held a portfolio of listed non-controlling equity interests (including Telecom Italia) for an aggregate market value of approximately €4.0 billion (before taxes), compared to €3.5 billion as of December 31, 2020.

Taking into account the above items, Vivendi considers that it should have financial flexibility of about €10 billion, including cash, liquid equity securities and significant financing resources.

Vivendi expects to use its cash to finance acquisitions, make returns to shareholders, notably through share buybacks, and reduce its debt.

2.2 Cash flow from operations analysis

Preliminary comments:

- *Under Vivendi's definition, EBITDA is calculated as EBITA, as presented in the Adjusted Statement of Earnings, before amortization and depreciation of tangible and intangible assets, restructuring charges, gains/(losses) on the sale of tangible and intangible assets, income from equity affiliates - operational and other non-recurring operating items.*
- *"Cash flow from operations" (CFFO) and "cash flow from operations after interest and income tax paid" (CFAIT), both non-GAAP measures, 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 this Financial Report. Vivendi considers these to be relevant indicators of the group's operating and financial performance.*

	Six months ended June 30,		
(in millions of euros)	2021	2020	% Change
Revenues	8,221	7,576	+8.5%
Operating expenses excluding depreciation and amortization	(6,814)	(6,456)	-5.6%
EBITDA	*1,407*	*1,120*	*+25.6%*
Restructuring charges paid	(58)	(36)	-60.1%
Content investments, net	(121)	(224)	+45.8%
of which payments to artists and catalog acquisitions by UMG	*(173)*	*(352)*	*+50.9%*
Neutralization of change in provisions included in operating expenses	(39)	15	na
Other cash operating items	(2)	(3)	+30.0%
Other changes in net working capital	(234)	(239)	+2.3%
Net cash provided by/(used for) operating activities before income tax paid	***953***	***633***	***+50.5%***
Dividends received from equity affiliates and unconsolidated companies	50	40	+26.3%
Capital expenditures, net (capex, net)	(222)	(205)	-8.1%
Repayment of lease liabilities and related interest expenses (a)	(119)	(130)	+8.0%
Cash flow from operations (CFFO)	**662**	**338**	**+95.9%**
Interest paid, net	(21)	(16)	-32.9%
Other cash items related to financial activities	(18)	3	na
Income tax (paid)/received, net	(156)	160	na
Cash flow from operations after interest and income tax paid (CFAIT)	**467**	**485**	**-3.9%**

na: not applicable.

a. Included a €101 million repayment of lease liabilities and €18 million of related interest expenses for the first half of 2021 (compared to €108 million and €22 million for the first half of 2020, respectively).

2.2.1 Changes in cash flow from operations (CFFO)

For the first half of 2021, **cash flow from operations (CFFO)** generated by the group's business segments amounted to €662 million (compared to €338 million for the first half of 2020), an increase of €324 million primarily reflecting the growth of Universal Music Group (UMG) (+€310 million), Vivendi Village (+€127 million), Editis (+€53 million) and Havas (+€35 million), offset by the decline of Canal+ Group (-€196 million).

In this amount, UMG's performance reflected the increase in EBITDA (+€173 million) as well as content investment savings (+€135 million); the decline of Canal+ Group reflected the unfavorable change in working capital (-€96 million), notably due to savings in the first half of 2020 during the health crisis, as well as the recovery of content investments (-€34 million) for the first half of 2021. In addition, thanks to the recovery of the ticketing activities during the first half of 2021, Vivendi Village recorded a favorable change in working capital (+€85 million), compared to an unfavorable change (-€27 million) for the first half of 2020, as a result of the shutdown of live performance activities during the health crisis.

2.2.2 Cash flow from operations (CFFO) by business segment

(in millions of euros)	Six months ended June 30, 2021	2020	% Change
Universal Music Group	370	60	x 6,2
Canal+ Group	457	653	-30.0%
Havas Group	(96)	(131)	+26.7%
Editis	(23)	(76)	+69.9%
Prisma Media (a)	5	-	na
Gameloft	(7)	(8)	+17.9%
Vivendi Village	70	(57)	na
New Initiatives	(38)	(36)	-5.8%
Corporate	(76)	(67)	-13.0%
Cash flow from operations (CFFO)	**662**	**338**	**+95.9%**
of which Vivendi excluding Universal Music Group	*292*	*278*	*+5.1%*

na: not applicable.

a. Vivendi has fully consolidated Prisma Media since June 1, 2021.

2.2.3 Changes in cash flow from operations after interest and income tax paid (CFAIT)

For the first half of 2021, **cash flow from operations after interest and income tax paid (CFAIT)** was a €467 million net inflow (compared to a €485 million net inflow for the first half of 2020), a decrease of €18 million. The increase in net cash flow from operations (+324 million) was more than offset by an increase in the net outflow relating to income taxes (-€316 million) and financial activities (-€26 million).

For the first half of 2021, **cash flow relating to income taxes** was a €156 million net outflow, compared to a €160 million net inflow for the same period in 2020. As a reminder, for the first half of 2020, pursuant to a decision of the Versailles Administrative Court of Appeal regarding the use of foreign tax receivables by Vivendi for the payment of income tax in respect of the fiscal year ended December 31, 2012, in January 2020, the tax authorities repaid €250 million to Vivendi, i.e., a balance of €21 million with respect to moratorium interest for fiscal year 2012 and €229 million with respect to fiscal year 2015.

For the first half of 2021, **financial activities** generated a €39 million net outflow (compared to €13 million for the first half of 2020). For the first half of 2021, this amount mainly included net interest paid (-€21 million, compared to -€16 million for the first half of 2020). In addition, cash outflows generated by foreign exchange risk hedging instruments was a -€8 million outflow (compared to a +€7 million inflow for the first half of 2020).

2.2.4 Reconciliation of CFAIT to net cash provided by operating activities

(in millions of euros)	Six months ended June 30, 2021	2020
Cash flow from operations after interest and income tax paid (CFAIT)	**467**	**485**
Adjustments		
Repayment of lease liabilities and related interest expenses	119	130
Capital expenditures, net (capex, net)	222	205
Dividends received from equity affiliates and unconsolidated companies	(50)	(40)
Interest paid, net	21	16
Other cash items related to financial activities	18	(3)
Net cash provided by operating activities (a)	**797**	**793**

a. As presented in the Consolidated Statement of Cash Flows.

2.3 Analysis of investing and financing activities

2.3.1 Investing activities

(in millions of euros)	Refer to Notes to the Consolidated Financial Statements	Six months ended June 30, 2021
Financial investments		
Acquisition of equity securities, including Prisma Media and Prisa	3 ; 14	(248)
Acquisition of cash management financial assets	16	(34)
Bolloré SE current account	16	(80)
Other financial investments		(114)
Total financial investments		**(476)**
Financial divestments		
Repayment under the Bolloré SE current account	15	50
Other financial divestments		110
Total financial divestments		**160**
Dividends received from equity affiliates and unconsolidated companies		50
Capital expenditures, net	5	(222)
Net cash provided by/(used for) investing activities (a)		**(488)**

a. As presented in the Consolidated Statement of Cash Flows.

2.3.2 Financing activities

(in millions of euros)	Refer to Notes to the Consolidated Financial Statements	Six months ended June 30, 2021
Transactions with shareowners		
Sale of 10% of Universal Music Group's share capital	2	2,847
Sale/(purchase) of Vivendi SE's treasury shares	16	(189)
Distribution to Vivendi SE's shareowners	16	(653)
Dividends paid by consolidated companies to their non-controlling interests		(107)
Exercise of stock subscription options by executive management and employees	18	14
Other		(53)
Total transactions with shareowners		**1,859**
Transactions on borrowings and other financial liabilities		
Redemption of bonds	21	(1,000)
Redemption of short-term marketable securities	19	(316)
Interest paid, net	6	(21)
Other		(109)
Total transactions on borrowings and other financial liabilities		**(1,446)**
Repayment of lease liabilities and related interest expenses	12 ; 6	(119)
Net cash provided by/(used for) financing activities (a)		**294**

a. As presented in the Consolidated Statement of Cash Flows.

3 Forward-Looking Statements – Major risks and uncertainties

Cautionary note

This Financial Report contains forward-looking statements with respect to Vivendi's financial condition, results of operations, business, strategy, plans and outlook, including the impact of certain transactions (notably the planned distribution of 60% of Universal Music Group's share capital and its stock market listing), 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, risks related to antitrust and other regulatory approvals, and to any other approvals that may be required in connection with certain transactions, as well as the risks described in the documents filed by Vivendi with the *Autorité des marchés financiers* (the "AMF") (the French securities regulator), and in its press releases, if any, which are also available in English on Vivendi's website (www.vivendi.com). Accordingly, readers are cautioned against relying on such 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.

Although the COVID-19 pandemic is having a more significant impact on certain countries or businesses than others, in the first half of 2021, Vivendi has demonstrated resilience in adapting its activities to continue to best serve and entertain its customers, while reducing costs to preserve its margins. The business activities demonstrated good resilience, in particular music and pay television. However, as expected, the pandemic's effects have slowed down certain businesses such as Havas Group and Vivendi Village (in particular live entertainment).

Vivendi continually monitors the current and potential consequences of the crisis. It is difficult at this time to determine how it will impact Vivendi's results in 2021. Businesses related to live performance have a risk of being more impacted than others. Nevertheless, the Group remains confident in the resilience of its main businesses. It continues to make every effort to ensure the continuity of its activities, as well as to best serve and entertain its customers and audiences while complying with the guidelines of authorities in each country where it operates.

A review of the value of assets with an indefinite life, goodwill in particular, was performed. Taking into account the performance achieved during the first half of the year by the business units, Vivendi did not identify any indications of a decrease in the recoverable amount compared to December 31, 2020.

During the first half of 2021, Vivendi's Financial Net Debt improved by €2,075 million, from €4,953 million as of December 31, 2020, to €2,878 million as of June 30, 2021. In addition, Vivendi has significant financing capacity. As of June 30, 2021, €2.7 billion of the group's committed credit facilities were available.

As of June 30, 2021, the average "economic" term of the group's financial debt, calculated based on the assumption that the available medium-term credit lines may be used to redeem the group's shortest term borrowings, was 4.5 years (compared to 4.8 years as of December 31, 2020). For a detailed description on borrowings and other financial liabilities, please refer to Note 19 to the Condensed Financial Statements for the half-year ended June 30, 2021.

Major risks and uncertainties for the remaining six months of the fiscal year

Vivendi is not aware of any risks or uncertainties other than those mentioned above for the remaining six months of fiscal year 2020.

4 Other Disclaimers

Unsponsored ADRs

Vivendi does not sponsor any 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 solely for the convenience of English-speaking readers. 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- Appendix to the Financial Report

1 Quarterly revenues by business segment

	2021	
(in millions of euros)	Three months ended March 31,	Three months ended June 30,
Revenues		
Universal Music Group	1,809	2,022
Canal+ Group	1,357	1,425
Havas Group	502	546
Editis	163	209
Prisma Media (a)	-	29
Gameloft	55	65
Vivendi Village	8	16
New Initiatives	17	21
Elimination of intersegment transactions	(10)	(13)
Total Vivendi	**3,901**	**4,320**

	2020			
(in millions of euros)	Three months ended March 31,	Three months ended June 30,	Three months ended September 30,	Three months ended December 31,
Revenues				
Universal Music Group	1,769	1,690	1,855	2,118
Canal+ Group	1,372	1,302	1,380	1,444
Havas Group	524	495	484	634
Editis	116	146	232	231
Gameloft	61	69	63	60
Vivendi Village	23	3	8	6
New Initiatives	15	13	16	21
Elimination of intersegment transactions	(10)	(12)	(16)	(22)
Total Vivendi	**3,870**	**3,706**	**4,022**	**4,492**

a. Vivendi has fully consolidated Prisma Media since June 1, 2021 (please refer to Note 3.1 to the Condensed Financial Statements for the half-year ended June 30, 2021).

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III – Unaudited condensed financial statements for the half-year ended June 30, 2021

Condensed Statement of Earnings

	Note	Six months ended June 30, (unaudited) 2021	2020	Year ended December 31, 2020
Revenues	5	**8,221**	**7,576**	**16,090**
Cost of revenues		(4,421)	(4,101)	(8,812)
Selling, general and administrative expenses		(2,792)	(2,744)	(5,685)
Restructuring charges	5	(37)	(53)	(106)
Impairment losses on intangible assets acquired through business combinations	5	-	-	(1)
Income from equity affiliates - operational		2	(18)	(18)
Earnings before interest and income taxes (EBIT)	5	**973**	**660**	**1,468**
Income from equity affiliates - non-operational	13	(38)	64	126
Interest	6	(21)	(16)	(37)
Income from investments		117	15	36
Other financial income	6	113	473	704
Other financial charges	6	(270)	(56)	(115)
		(61)	***416***	***588***
Earnings before provision for income taxes		**874**	**1,140**	**2,182**
Provision for income taxes	7	(277)	(299)	(575)
Earnings from continuing operations		**597**	**841**	**1,607**
Earnings from discontinued operations		-	-	-
Earnings		**597**	**841**	**1,607**
Of which				
Earnings attributable to Vivendi SE shareowners		**488**	**757**	**1,440**
Non-controlling interests		109	84	167
Earnings attributable to Vivendi SE shareowners per share - basic	8	**0.45**	**0.66**	**1.26**
Earnings attributable to Vivendi SE shareowners per share - diluted	8	0.45	0.65	1.26

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

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

Condensed Statement of Comprehensive Income

(in millions of euros)	Note	Six months ended June 30, (unaudited) 2021	2020	Year ended December 31, 2020
Earnings		**597**	**841**	**1,607**
Actuarial gains/(losses) related to employee defined benefit plans, net		(1)	11	12
Financial assets at fair value through other comprehensive income		324	(515)	(118)
Comprehensive income from equity affiliates, net	13	1	3	2
Items not subsequently reclassified to profit or loss		**324**	**(501)**	**(104)**
Foreign currency translation adjustments		83	(146)	(672)
Unrealized gains/(losses), net		1	3	2
Comprehensive income from equity affiliates, net	13	(58)	(42)	(167)
Other impacts, net		(32)	(7)	(1)
Items to be subsequently reclassified to profit or loss		**(6)**	**(192)**	**(838)**
Charges and income directly recognized in equity	9	**318**	**(693)**	**(942)**
Total comprehensive income		**915**	**148**	**665**
Of which				
Total comprehensive income attributable to Vivendi SE shareowners		**798**	**104**	**576**
Total comprehensive income attributable to non-controlling interests		117	44	89

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

Condensed Statement of Financial Position

(in millions of euros)	Note	June 30, 2021 (unaudited)	December 31, 2020
ASSETS			
Goodwill	10	14,508	14,183
Non-current content assets	11	3,912	3,902
Other intangible assets		875	848
Property, plant and equipment		1,135	1,125
Rights-of-use relating to leases	12	1,037	1,068
Investments in equity affiliates	13	3,384	3,542
Non-current financial assets	14	4,468	4,285
Deferred tax assets		673	736
Non-current assets		**29,992**	**29,689**
Inventories		388	366
Current tax receivables		80	128
Current content assets	11	1,155	1,346
Trade accounts receivable and other		5,692	5,482
Current financial assets	14	236	135
Cash and cash equivalents	15	1,590	976
Current assets		**9,141**	**8,433**
TOTAL ASSETS		**39,133**	**38,122**
EQUITY AND LIABILITIES			
Share capital		6,320	6,523
Additional paid-in capital		1,670	2,368
Treasury shares		(1,503)	(2,441)
Retained earnings and other		11,682	9,309
Vivendi SE shareowners' equity		**18,169**	**15,759**
Non-controlling interests		1,174	672
Total equity	16	**19,343**	**16,431**
Non-current provisions	17	1,122	1,060
Long-term borrowings and other financial liabilities	19	3,504	4,171
Deferred tax liabilities		1,128	1,166
Long-term lease liabilities	12	1,056	1,070
Other non-current liabilities		787	916
Non-current liabilities		**7,597**	**8,383**
Current provisions	17	617	670
Short-term borrowings and other financial liabilities	19	1,328	2,230
Trade accounts payable and other		9,904	10,095
Short-term lease liabilities	12	203	221
Current tax payables		141	92
Current liabilities		**12,193**	**13,308**
Total liabilities		**19,790**	**21,692**
TOTAL EQUITY AND LIABILITIES		**39,133**	**38,122**

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

Condensed Statement of Cash Flows

(in millions of euros)	Note	Six months ended June 30, (unaudited) 2021	2020	Year ended December 31, 2020
Operating activities				
EBIT		973	660	1,468
Adjustments		335	436	1,035
Content investments, net		(121)	(224)	(1,481)
Gross cash provided by operating activities before income tax paid		***1,187***	***872***	***1,022***
Other changes in net working capital		(234)	(239)	293
Net cash provided by operating activities before income tax paid		***953***	***633***	***1,315***
Income tax (paid)/received, net	7	(156)	160	(89)
Net cash provided by operating activities		**797**	**793**	**1,226**
Investing activities				
Capital expenditures	5	(230)	(206)	(438)
Purchases of consolidated companies, after acquired cash	3	(215)	(17)	(96)
Investments in equity affiliates	13	(23)	(18)	(120)
Increase in financial assets	14	(238)	(991)	(1,425)
Investments		***(706)***	***(1,232)***	***(2,079)***
Proceeds from sales of property, plant, equipment and intangible assets	5	8	1	3
Proceeds from sales of consolidated companies, after divested cash		103	1	65
Disposal of equity affiliates	13	-	-	10
Decrease in financial assets	14	57	110	285
Divestitures		***168***	***112***	***363***
Dividends received from equity affiliates	13	37	37	41
Dividends received from unconsolidated companies	14	13	3	30
Net cash provided by/(used for) investing activities		**(488)**	**(1,080)**	**(1,645)**
Financing activities				
Net proceeds from issuance of common shares in connection with Vivendi SE's share-based compensation plans	18	14	15	153
Sales/(purchases) of Vivendi SE's treasury shares	16	(189)	(719)	(2,157)
Distributions to Vivendi SE's shareowners	16	(653)	(690)	(690)
Other transactions with shareowners	2	2,793	2,775	2,759
Dividends paid by consolidated companies to their non-controlling interests		(106)	(22)	(98)
Transactions with shareowners		***1,859***	***1,359***	***(33)***
Setting up of long-term borrowings and increase in other long-term financial liabilities	19	2	4	5
Principal payment on long-term borrowings and decrease in other long-term financial liabilities	19	(1)	-	(1)
Principal payment on short-term borrowings	19	(1,441)	(908)	(1,071)
Other changes in short-term borrowings and other financial liabilities	19	33	251	739
Interest paid, net	6	(21)	(16)	(37)
Other cash items related to financial activities		(18)	3	(22)
Transactions on borrowings and other financial liabilities		***(1,446)***	***(666)***	***(387)***
Repayment of lease liabilities and related interest expenses	12 ; 6	(119)	(130)	(255)
Net cash provided by/(used for) financing activities		**294**	**563**	**(675)**
Foreign currency translation adjustments of continuing operations		11	(32)	(60)
Change in cash and cash equivalents		**614**	**244**	**(1,154)**
Cash and cash equivalents				
At beginning of the period	15	**976**	**2,130**	**2,130**
At end of the period	15	**1,590**	**2,374**	**976**

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

Condensed Statements of Changes in Equity

Six months ended June 30, 2021 (unaudited) (in millions of euros, except number of shares)	Note	**Capital**					**Retained earnings and other**			**Total equity**
		Common shares		Additional paid-in capital	Treasury shares	Subtotal	Retained earnings	Other comprehensive income	Subtotal	
		Number of shares (in thousands)	Share capital							
BALANCE AS OF DECEMBER 31, 2020		***1,185,996***	**6,523**	**2,368**	**(2,441)**	**6,450**	**11,827**	**(1,846)**	**9,981**	**16,431**
Attributable to Vivendi SE shareowners		***1,185,996***	***6,523***	***2,368***	***(2,441)***	***6,450***	***11,150***	***(1,841)***	***9,309***	***15,759***
Attributable to non-controlling interests		***-***	***-***	***-***	***-***	***-***	***677***	***(5)***	***672***	***672***
Contributions by (distributions to) Vivendi SE shareowners		***(36,860)***	**(203)**	**(698)**	**938**	**37**	**(670)**	**-**	**(670)**	**(633)**
Capital reduction through cancellation of treasury shares	16	*(37,759)*	(208)	(707)	917	2	(2)	-	(2)	-
Dividend paid on June 25, 2021 with respect to fiscal year 2020 (€0.60 per share)	16	-	-	-	-	-	(653)	-	(653)	(653)
Capital increase related to share-based compensation plans	18	*899*	5	9	21	35	(15)	-	(15)	20
Changes in Vivendi SE's ownership interest in its subsidiaries that do not result in a loss of control		**-**	**-**	**-**	**-**	**-**	**2,272**	**(28)**	**2,244**	**2,244**
of which sale of an additional 10% of Universal Music Group's share capital	2	-	-	-	-	-	*2,299*	*(28)*	*2,271*	*2,271*
CHANGES IN EQUITY ATTRIBUTABLE TO VIVENDI SE SHAREOWNERS (A)		***(36,860)***	**(203)**	**(698)**	**938**	**37**	**1,602**	**(28)**	**1,574**	**1,611**
Contributions by (distributions to) non-controlling interests		-	-	-	-	-	(107)	-	(107)	(107)
Changes in non-controlling interests that result in a gain/(loss) of control		-	-	-	-	-	1	-	1	1
Changes in non-controlling interests that do not result in a gain/(loss) of control		-	-	-	-	-	464	28	492	492
of which sale of an additional 10% of Universal Music Group's share capital	2	-	-	-	-	-	*462*	*28*	*490*	*490*
CHANGES IN EQUITY ATTRIBUTABLE TO NON-CONTROLLING INTERESTS (B)		**-**	**-**	**-**	**-**	**-**	**358**	**28**	**386**	**386**
Earnings		-	-	-	-	-	597	-	597	597
Charges and income directly recognized in equity	9	-	-	-	-	-	(33)	351	318	318
TOTAL COMPREHENSIVE INCOME (C)		**-**	**-**	**-**	**-**	**-**	**564**	**351**	**915**	**915**
TOTAL CHANGES OVER THE PERIOD (A+B+C)		***(36,860)***	***(203)***	***(698)***	***938***	***37***	***2,524***	***351***	***2,875***	***2,912***
Attributable to Vivendi SE shareowners		*(36,860)*	*(203)*	*(698)*	*938*	*37*	*2,058*	315	*2,373*	*2,410*
Attributable to non-controlling interests		-	-	-	-	-	*466*	*36*	*502*	*502*
BALANCE AS OF JUNE 30, 2021		***1,149,136***	**6,320**	**1,670**	**(1,503)**	**6,487**	**14,351**	**(1,495)**	**12,856**	**19,343**
Attributable to Vivendi SE shareowners		***1,149,136***	***6,320***	***1,670***	***(1,503)***	***6,487***	***13,208***	***(1,526)***	***11,682***	***18,169***
Attributable to non-controlling interests		***-***	***-***	***-***	***-***	***-***	***1,143***	***31***	***1,174***	***1,174***

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

Six months ended June 30, 2020 (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	Other comprehensive income	Subtotal	
	Number of shares (in thousands)	Share capital							
BALANCE AS OF DECEMBER 31, 2019	***1,184,576***	**6,515**	**2,353**	**(694)**	**8,174**	**8,303**	**(902)**	**7,401**	**15,575**
Attributable to Vivendi SE shareowners	***1,184,576***	***6,515***	***2,353***	***(694)***	***8,174***	***8,059***	***(880)***	***7,179***	***15,353***
Attributable to non-controlling interests	-	-	-	-	-	***244***	***(22)***	***222***	***222***
Contributions by (distributions to) Vivendi SE shareowners	***935***	**5**	**10**	**(313)**	**(298)**	**(712)**	**-**	**(712)**	**(1,010)**
Sales/(purchases) of treasury shares	-	-	-	(359)	(359)	-	-	-	(359)
Dividend paid on April 23, 2020 with respect to fiscal year 2019 (€0.60 per share)	-	-	-	-	-	(690)	-	(690)	(690)
Capital increase related to share-based compensation plans	*935*	5	10	46	61	(22)	-	(22)	39
Changes in Vivendi SE's ownership interest in its subsidiaries that do not result in a loss of control	-	-	-	-	-	**2,378**	**(103)**	**2,275**	**2,275**
of which sale of 10% of Universal Music Group's share capital	-	-	-	-	-	*2,392*	*(103)*	*2,289*	*2,289*
CHANGES IN EQUITY ATTRIBUTABLE TO VIVENDI SE SHAREOWNERS (A)	***935***	**5**	**10**	**(313)**	**(298)**	**1,666**	**(103)**	**1,563**	**1,265**
Contributions by (distributions to) non-controlling interests	-	-	-	-	-	(23)	-	(23)	(23)
Changes in non-controlling interests that result in a gain/(loss) of control	-	-	-	-	-	-	-	-	-
Changes in non-controlling interests that do not result in a gain/(loss) of control	-	-	-	-	-	357	100	457	457
of which sale of 10% of Universal Music Group's share capital	-	-	-	-	-	*355*	*100*	*455*	*455*
CHANGES IN EQUITY ATTRIBUTABLE TO NON-CONTROLLING INTERESTS (B)	-	-	-	-	-	**334**	**100**	**434**	**434**
Earnings	-	-	-	-	-	841	-	841	841
Charges and income directly recognized in equity	-	-	-	-	-	(7)	(686)	(693)	(693)
TOTAL COMPREHENSIVE INCOME (C)	-	-	-	-	-	**834**	**(686)**	**148**	**148**
TOTAL CHANGES OVER THE PERIOD (A+B+C)	***935***	***5***	***10***	***(313)***	***(298)***	***2,834***	***(689)***	***2,145***	***1,847***
Attributable to Vivendi SE shareowners	*935*	*5*	*10*	*(313)*	*(298)*	*2,417*	(751)	*1,666*	*1,368*
Attributable to non-controlling interests	-	-	-	-	-	*417*	*62*	*479*	*479*
BALANCE AS OF JUNE 30, 2020	***1,185,511***	**6,520**	**2,363**	**(1,007)**	**7,876**	**11,137**	**(1,591)**	**9,546**	**17,422**
Attributable to Vivendi SE shareowners	***1,185,511***	***6,520***	***2,363***	***(1,007)***	***7,876***	***10,476***	***(1,631)***	***8,845***	***16,721***
Attributable to non-controlling interests	-	-	-	-	-	***661***	***40***	***701***	***701***

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

Year ended December 31, 2020

(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	Other comprehensive income	Subtotal	
	Number of shares *(in thousands)*	Share capital							
BALANCE AS OF DECEMBER 31, 2019	***1184 576***	**6 515**	**2 353**	**(694)**	**8 174**	**8 303**	**(902)**	**7 401**	**15 575**
Attributable to Vivendi SE shareowners	***1184 576***	***6 515***	***2 353***	***(694)***	***8 174***	***8 059***	***(880)***	***7 179***	***15 353***
Attributable to non-controlling interests	***-***	***-***	***-***	***-***	***-***	***244***	***(22)***	***222***	***222***
Contributions by (distributions to) Vivendi SE shareowners	***1 420***	**8**	**15**	**(1 747)**	**(1 724)**	**(756)**	**-**	**(756)**	**(2 480)**
Sales/(purchases) of treasury shares	-	-	-	(1 986)	(1 986)	-	-	-	(1 986)
Dividend paid on April 23, 2020 with respect to fiscal year 2019 (€0.60 per share)	-	-	-	-	-	(690)	-	(690)	(690)
Capital increase related to share-based compensation plans	*1 420*	8	15	239	262	(66)	-	(66)	196
of which employee Stock Purchase Plans (July 21, 2020)	*-*	*-*	*-*	*190*	*190*	*(60)*	*-*	*(60)*	*130*
exercise of stock-options by executive management and employees	*1 420*	*8*	*15*	*-*	*23*	*-*	*-*	*-*	*23*
Changes in Vivendi SE's ownership interest in its subsidiaries that do not result in a loss of control	**-**	**-**	**-**	**-**	**-**	**2 413**	**(103)**	**2 310**	**2 310**
of which sale of 10% of Universal Music Group's share capital	*-*	*-*	*-*	*-*	*-*	*2 419*	*(103)*	*2 316*	*2 316*
CHANGES IN EQUITY ATTRIBUTABLE TO VIVENDI SE SHAREOWNERS (A)	***1 420***	**8**	**15**	**(1 747)**	**(1 724)**	**1 657**	**(103)**	**1 554**	**(170)**
Contributions by (distributions to) non-controlling interests	-	-	-	-	-	(94)	-	(94)	(94)
Changes in non-controlling interests that result in a gain/(loss) of control	-	-	-	-	-	-	-	-	-
Changes in non-controlling interests that do not result in a gain/(loss) of control	-	-	-	-	-	354	101	455	455
of which sale of 10% of Universal Music Group's share capital	*-*	*-*	*-*	*-*	*-*	*354*	*101*	*455*	*455*
CHANGES IN EQUITY ATTRIBUTABLE TO NON-CONTROLLING INTERESTS (B)	**-**	**-**	**-**	**-**	**-**	**260**	**101**	**361**	**361**
Earnings	-	-	-	-	-	1 607	-	1 607	1 607
Charges and income directly recognized in equity	-	-	-	-	-	-	(942)	(942)	(942)
TOTAL COMPREHENSIVE INCOME (C)	**-**	**-**	**-**	**-**	**-**	**1 607**	**(942)**	**665**	**665**
TOTAL CHANGES OVER THE PERIOD (A+B+C)	***1 420***	***8***	***15***	***(1 747)***	***(1 724)***	***3 524***	***(944)***	***2 580***	***856***
Attributable to Vivendi SE shareowners	*1 420*	*8*	*15*	*(1 747)*	*(1 724)*	*3 091*	*(961)*	*2 130*	*406*
Attributable to non-controlling interests	*-*	*-*	*-*	*-*	*-*	*433*	*17*	*450*	*450*
BALANCE AS OF DECEMBER 31, 2020	***1185 996***	**6 523**	**2 368**	**(2 441)**	**6 450**	**11 827**	**(1 846)**	**9 981**	**16 431**
Attributable to Vivendi SE shareowners	***1185 996***	***6 523***	***2 368***	***(2 441)***	***6 450***	***11 150***	***(1 841)***	***9 309***	***15 759***
Attributable to non-controlling interests	***-***	***-***	***-***	***-***	***-***	***677***	***(5)***	***672***	***672***

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

Notes to the Condensed Financial Statements

On July 26, 2021, at a meeting held at Vivendi's headquarters, the Management Board approved the Financial Report and the Unaudited Condensed Financial Statements for the half-year ended June 30, 2021. Upon the recommendation of the Audit Committee, which met on July 26, 2021, the Supervisory Board, at its meeting held on July 28, 2021, reviewed the Financial Report and Unaudited Condensed Financial Statements for the half-year ended June 30, 2021, as previously approved by the Management Board on July 26, 2021.

The Unaudited Condensed Financial Statements for the half-year ended June 30, 2021 should be read in conjunction with Vivendi's audited Consolidated Financial Statements for the year ended December 31, 2020, as published in the "Rapport Annuel - Document d'enregistrement universel" filed on April 13, 2021 with the *Autorité des marchés financiers* ("AMF", the French securities regulator). Please also refer to pages 251 to 348 of the English translation[5] of the "Rapport Annuel - Document d'enregistrement universel 2020" (the "Annual Report – 2020 Universal Registration Document"), which is available on Vivendi's website (www.vivendi.com).

Note 1 Accounting policies and valuation methods

1.1 Interim Financial Statements

Vivendi's interim Condensed Financial Statements for the first half of 2021 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, except as described in paragraph 1.2 below, Vivendi has applied the same accounting methods used in its Consolidated Financial Statements for the year ended December 31, 2020 (please refer to Note 1 "Accounting policies and valuation methods" to the Consolidated Financial Statements for the year ended December 31, 2020, pages 265 and following of the 2020 Universal Registration Document) 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 notably takes into consideration the recognition of anticipated deferred tax assets for the full year which were not previously recognized; and
- compensation costs recorded for share-based compensation plans, 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.

1.2 New IFRS standards and IFRIC interpretations applicable as from January 1, 2021

Amendments to IFRS standards and IFRIC interpretations issued by the IASB applicable as from January 1, 2021, had no material impact on Vivendi's Condensed Financial Statements.

In the second half of 2021, Vivendi will assess the potential impact of the application of the final agenda decision of May 2021 relating to IAS 19 – *Employee Benefits*, regarding the attribution of post-employment benefits to periods of service or periods of benefits' accrual under certain defined benefit pension plans for which benefits accrued are conditional on the beneficiary's presence at retirement date.

[5] *This free translation of the "Rapport Annuel - Document d'enregistrement universel 2020" is provided solely for the convenience of English-speaking readers. In the event of discrepancy, the French version shall prevail.*

Note 2 Opening of Universal Music Group's share capital to strategic minority partners; planned distribution of 60% of Universal Music Group's share capital and its stock market listing

As announced on July 30, 2018, Vivendi implemented the opening of Universal Music Group's (UMG) share capital to strategic minority partners, having sold 20% of UMG's share capital to a Tencent-led consortium, based on an enterprise value of €30 billion for 100% of UMG, i.e., 10% sold on March 31, 2020, then an additional 10% sold on January 29, 2021. On June 20, 2021, Vivendi and Pershing Square investment funds entered into an agreement regarding the sale of an additional 10% of UMG's share capital based on an enterprise value of €35 billion for 100% of UMG's share capital. On July 19, 2021, Vivendi announced that the equity interest in UMG eventually acquired will be between 5 and 10% of UMG's share capital. Should it be less than 10%, Vivendi intends to sell the shortfall to other investors before the distribution of 60% of the share capital of UMG to Vivendi's shareholders.

Finally, as announced on February 13, 2021, at the General Shareholders' Meeting held on June 22, 2021, Vivendi submitted to its shareholders, who approved in principle, the planned distribution of 60% of UMG's share capital and its listing on the regulated market of Euronext NV in Amsterdam, subject to the satisfaction of certain conditions precedent, including the approval of the listing prospectus expected mid-September 2021 by the *Autoriteit Financiële Markten* ("AFM", the Dutch securities regulator). If this occurs, UMG's stock market listing and the effective distribution of 60% of UMG's share capital to Vivendi's shareholders could take place on September 21, 2021 and September 23, 2021, respectively.

Sale of 20% of Universal Music Group's share capital to a Tencent-led consortium

On August 6, 2019, Vivendi announced it was entering into preliminary negotiations with Tencent Holdings Limited ("Tencent") for a strategic investment of 10% of UMG's share capital based on an enterprise value of €30 billion for 100% of UMG. In addition, Tencent would have a one-year call option to acquire an additional 10% interest at the same price and under the same conditions.

On December 31, 2019, Vivendi and a Tencent-led consortium, which includes Tencent Music Entertainment and other financial co-investors, entered into an agreement for a planned equity investment in UMG. This agreement provides for:

- the purchase by this consortium of 10% of UMG's share capital, based on an enterprise value of €30 billion for 100% of UMG's share capital; and
- an option for this consortium to acquire, on the same valuation basis, an additional interest of up to 10% of UMG's share capital until January 15, 2021.

On March 31, 2020, Vivendi completed the sale of 10% of UMG's share capital to a Tencent-led consortium. This transaction resulted in a cash inflow of €2,842 million for Vivendi.
In accordance with IFRS standards, on March 31, 2020, the sale of 10% of UMG's share capital to a Tencent-led consortium was recorded as a sale of non-controlling interests and therefore does not impact the Consolidated Financial Statement of Earnings. In Vivendi's Consolidated Financial Statements, in accordance with IFRS 10, the capital gain on the sale of 10% of UMG's share capital, equal to the difference between the sale price of €2,842 million and the value of sold non-controlling interests in the Consolidated Financial Statements of €457 million, was directly recorded as an increase in equity attributable to Vivendi SE shareowners for €2,385 million.

On December 17, 2020, the consortium decided to exercise its option to acquire an additional 10% of UMG's share capital.
On January 29, 2021, Vivendi completed the sale of the additional 10% of UMG's share capital to a Tencent-led consortium, based on an enterprise value of €30 billion for 100% of UMG. This transaction resulted in a cash inflow of €2,847 million for Vivendi.
In accordance with IFRS standards, on January 29, 2021, the sale of an additional 10% of UMG's share capital to a Tencent-led consortium was recorded as a sale of non-controlling interests and therefore does not impact the Consolidated Financial Statement of Earnings. In Vivendi's Consolidated Financial Statements, in accordance with IFRS 10, the capital gain on the sale of an additional 10% of UMG's share capital, equal to the difference between the sale price of €2,847 million and the value of sold non-controlling interests in the Consolidated Financial Statements of €490 million, was directly recorded as an increase in equity attributable to Vivendi SE shareowners for €2,357 million.

As from this date, the Tencent-led consortium has owned 20% of UMG's share capital.

The cash generated by these transactions was notably used by Vivendi to redeem on April 26, 2021 its bond, that was due to mature on May 26, 2021 with a one-month early redemption clause at par (please refer to Note 19.2).

In addition, on March 31, 2020, separate agreement was entered into providing for the acquisition by Tencent Music Entertainment of a minority interest in the share capital of the UMG's subsidiary that owns its operations in China.

Planned sale of 10% of Universal Music Group's share capital to Pershing Square investment funds

On June 4, 2021, Vivendi and Pershing Square Tontine Holdings, Ltd. (PSTH) entered into discussions regarding the sale by Vivendi of 10% UMG's share capital to PSTH, prior to the distribution of 60% of UMG's share capital and its stock market listing.

This transaction would be based on an enterprise value of €35 billion for 100% of UMG's share capital, following the authorization given by Vivendi's shareholders at the General Shareholders' Meeting held on June 22, 2021, to distribute 60% of UMG's share capital and list the company.

On June 20, 2021, Vivendi announced that it had entered into an agreement with PSTH for the sale of 10% of the share capital of Universal Music Group B.V. (UMG B.V.). Closing of this transaction is subject to the non-exercise of withdrawal rights by PSTH shareholders and completion of U.S regulatory processes. The transaction was expected to be completed in the coming weeks, by September 15, 2021 at the latest.

On July 19, 2021, Pershing Square Tontine Holdings Ltd. (PSTH) informed Vivendi that it intends to assign its rights and obligations to acquire 10% of the share capital of Universal Music Group (UMG) under the agreements announced on June 20, 2021 to investment funds with significant economic interests or management positions held by Mr. William Ackman ("Pershing Square investment funds"). Vivendi decided to approve such request.

The condition regarding the exercise by PSTH shareholders of their redemption rights is no longer applicable to the amended transaction, which will only be contingent on the approval of US regulatory authorizations.

The equity interest in UMG eventually acquired will now be between 5 and 10%. Should it be less than 10%, Vivendi intends to sell the shortfall to other investors before the distribution of 60% of the share capital of UMG to Vivendi's shareholders, the payment of which is expected to occur on September 23, 2021.

For information, as with the sale of 20% of UMG's share capital to a Tencent-led consortium, in accordance with IFRS standards, the planned sale of 10% of UMG's share capital to the investment fund Pershing Square will be accounted for as a sale of non-controlling interests and therefore will not impact the Consolidated Financial Statement of Earnings. In the Consolidated Financial Statements, in accordance with IFRS 10, the capital gain on the sale will be directly recorded as an increase in equity attributable to Vivendi SE shareowners.

Planned distribution of 60% of Universal Music Group's share capital and its stock market listing

On February 13, 2021, Vivendi announced that it will study the planned distribution of 60% of UMG's share capital and its listing on the stock market by the end of 2021. This distribution, exclusively in kind, would take the form of an exceptional distribution ("special dividend"). An application would be made for the listing of UMG's shares, issued by its holding company, on the regulated market of Euronext NV in Amsterdam, in a country that has been one of UMG's historical homes.

On February 26, 2021, Vivendi and the consortium led by Tencent contributed their respective 80% and 20% shares in both UIM B.V. and UMG Inc. to a new sole holding company, UMG B.V., based on an equity value of €33 billion for 100% of UMG. This internal reorganization of UMG's shareholding structure was scheduled to take place pursuant to the agreement entered into in December 2019 by and between Vivendi and the Tencent-led consortium, as a condition to the company's planned listing on the stock market.

On March 29, 2021, a Vivendi Extraordinary General Shareholders' Meeting was called to amend the company's by-laws to introduce the principle of such a distribution in kind, which would allow the company to pursue this project. Shareholder approval of an amendment to the company's by-laws was received with the affirmative vote of 99.98% of the votes cast at Vivendi's Extraordinary General Shareholders' Meeting held on March 29, 2021, which now allows Vivendi to distribute dividends or interim dividends, reserves or premiums by way of the delivery of assets in kind, including financial securities.

On May 18, 2021, Vivendi announced that, in compliance with the best policies, it will propose the setting up of a governance structure for Universal Music Group (UMG) N.V., which is expected to list its shares on the Euronext Amsterdam stock exchange.

On June 22, 2021, in accordance with the recommendations of the *Autorité des marchés financiers* ("AMF", the French securities regulator) on the sale and acquisition of significant assets and of the AFEP-MEDEF Code, Vivendi's General Shareholders' Meeting was consulted and issued a favorable opinion on the planned special distribution in kind of 60% of UMG's share capital to Vivendi's shareholders. In this context, Vivendi's Management Board proposed to its shareholders the distribution of a special dividend in kind in the form of UMG N.V. shares with respect to fiscal year 2020, representing a distributed amount of approximately €5.3 billion, under the two conditions (i) of obtaining the approval of the listing prospectus by the AFM and the effective admission of UMG N.V.'s shares to trading on the regulated market of Euronext Amsterdam and, then, (ii) that the Management Board decides, subject to an interim balance sheet of Vivendi SE as of June 30, 2021, showing distributable earnings at least equal to the proposed amount of the interim dividend to be distributed with such amount having been certified by the Statutory Auditors, to supplement the special dividend in kind with a special interim dividend in kind in the form of UMG N.V. shares with respect to fiscal year 2021, representing an estimated amount of €14.5 billion. The total distribution is currently estimated at €19.8 billion, i.e., 60% of the value of UMG estimated at €33 billion, determined by experts in connection with the creation on February 26, 2021, of a new sole holding company, UMG B.V. (see above).

On June 22, 2021, the General Shareholders' Meeting approved in principle, the planned distribution of 60% of UMG and UMG N.V.'s listing on the Euronext Amsterdam stock exchange.

Accounting treatment of the special distribution in kind of 60% of UMG

In accordance with IFRIC Interpretation 17 – *Distributions on non-cash assets to owners*, the liability to pay a dividend is recognized when the dividend is appropriately authorized and is no longer at the discretion of the entity. In addition, the liability to pay a dividend in the form of a distribution of non-cash assets must be measured at the fair value of the assets to be distributed. Finally, when an entity settles the dividend payable, the difference between the carrying amount of the assets distributed and the carrying amount of the dividend payable is recognized in the Statement of Earnings.

The principle of the special distribution in kind of 60% of UMG was submitted to the consultative opinion of Vivendi's General Shareholders' Meeting held on June 22, 2021 (fifth resolution), which approved it with 99,9% votes in favor. The special distribution in kind of 60% of UMG will be made pursuant to two legally separate transactions that will become jointly enforceable when the conditions precedent are satisfied:

i. the distribution of a special dividend in kind in the form of UMG shares with respect to fiscal year 2020, representing a distributed amount of approximately €5.3 billion, which was submitted to Vivendi's General Shareholders' Meeting held on June 22, 2021 (sixth resolution), which approved it with 99.9% votes in favor; and
ii. the distribution of a special interim dividend in kind in the form of UMG shares with respect to fiscal year 2021, representing an estimated distributed amount of €14.5 billion, to be decided by Vivendi's Management Board in September 2021, subject to an interim balance sheet of Vivendi as of June 30, 2021, showing distributable earnings at least equal to the proposed amount of the interim dividend to be distributed with the amount having been certified by the Statutory Auditors and subject to the AFM's approval of UMG's stock market listing.

The planned special distribution in kind of 60% of UMG is legally conditional on obtaining the AFM's approval of the listing prospectus, the effective admission of UMG's shares to trading on the regulated market of Euronext Amsterdam, condition precedent to Vivendi's Management Board deciding to distribute the special interim dividend. In practice, the distribution liability will therefore be recognized when the conditions precedent to the special distribution in kind of 60% of UMG are satisfied, namely (i) obtaining the AFM's approval and, then, (ii) Vivendi's Management Board deciding to distribute the special interim dividend. Therefore, until such decision is taken by the Management Board, the special distribution in kind of 60% of UMG is considered to be subject to the discretion of Vivendi according to the criteria of the IFRIC interpretation 17. The AFM's approval of the listing prospectus is expected mid-September 2021 and the effective admission of UMG's shares to trading on the regulated market of Euronext Amsterdam is expected on September 21, 2021.

The distribution liability is currently estimated at €19.8 billion, i.e., 60% of the value of UMG, determined by experts, in connection with the contribution transactions that led, on February 26, 2021, to the aggregation within UMG B.V. of 100% of the share capital of UMG Inc. and of UIM B.V., jointly owned by Vivendi and the Tencent-led consortium and representing together a contribution value of €33 billion. This amount will be adjusted on the effective distribution payment date to reflect the fair value of 60% of UMG on that date, i.e., the number of UMG shares distributed multiplied by the retained value of the UMG share.

Accordingly, (i) on the date of the decision by Vivendi's Management Board to distribute the special interim dividend, expected mid-September 2021, after obtaining the approval of the listing prospectus, Vivendi will record a decrease in consolidated equity (attributable to shareowners) estimated at €19.8 billion, against the distribution liability; and (ii) on the payment date of the special distribution in kind of 60% of UMG, expected to be September 23, 2021, Vivendi will record a net capital gain in the statement of earnings relating to the deconsolidation of the 70% interest in UMG, estimated at €19.3 billion (attributable to shareowners), equal to the difference between the fair value of the deconsolidated assets (60% of UMG distributed and 10% of UMG retained), as adjusted, if applicable, on the distribution payment date, and their carrying amount.

On the distribution payment date to its shareholders, Vivendi will cede control of UMG and deconsolidate its 70% interest in UMG. Taking into account the 20% interest already sold to the Tencent-led consortium and the 10% interest that is in the process of being sold to the Pershing Square investment fund, Vivendi will retain a 10% interest in UMG, which should be recorded using the equity method, Vivendi having a significant influence on UMG at this stage.

In addition, pending obtaining the AFM's approval of the listing prospectus, the 60% interest in UMG cannot be considered available in its current state for distribution to shareholders. Vivendi therefore considers that the conditions for the application of IFRS 5 "*Non-current assets held for sale and discontinued operations*" to UMG's planned special distribution of 60% of UMG are not met.

In view of the above considerations, the planned special distribution in kind of 60% of UMG has no impact on the consolidated statement of financial position, statement of earnings and the consolidated statements of cash flows for the first half of the year ended June 30, 2021.

Impact of the distribution in kind on the consolidated financial statements

The illustrative financial data presented in Note 24 and the aggregates presented below have been prepared to reflect the impact of the deconsolidation of UMG on Vivendi's consolidated financial statements as if it had occurred on January 1, 2020 (Consolidated Statement of Earnings and Consolidated Statement of Cash Flows) or on June 30, 2021 (Consolidated Shareowners' Equity and Financial Net Debt), as applicable. This illustrative financial data is prepared on the basis of Vivendi's consolidated financial statements published under IFRS. The illustrative financial data is presented for illustrative purposes only and therefore is not indicative of the results and financial position that Vivendi would have reported, had the deconsolidation of UMG actually occurred on these dates.

Impact of the distribution in kind on the consolidated shareowners' equity

Based on the consolidated shareholders' equity as of June 30, 2021, Vivendi has incorporated the following impacts to illustrate what the consolidated shareholders' equity would have been, had the distribution in kind of 60% of UMG occurred on June 30, 2021:

(in millions of euros)	Shareowners' equity	Non-controlling interests	Total
Consolidated shareowners' equity published as of June 30, 2021	**18,169**	**1,174**	**19,343**
Capital gain, net on the planned sale of 10% of UMG to Pershing Square (in equity) (a)	2,764	486	3,250
Capital gain, net on deconsolidation of 70% of UMG (in earnings) (b)	19,293	-	19,293
Non-controlling interests, foreign currency translation adjustments and other	(359)	(1,454)	(1,813)
Distribution of 60% of UMG (c)	(19,800)	-	(19,800)
Shareowners' equity adjusted post UMG distribution	**20,067**	**206**	**20,273**

a. On June 20, 2021, Vivendi and Pershing Square investment funds entered into an agreement regarding the sale of an additional 10% of UMG's share capital based on an enterprise value of €35 billion for 100% of UMG's share capital. On July 19, 2021, Vivendi announced that the equity interest in UMG eventually acquired will be between 5 and 10% of UMG's share capital. Should it be less than 10%, Vivendi intends to sell the shortfall to other investors before the distribution of 60% of the share capital of UMG to Vivendi's shareholders, the payment of which is expected to occur on September 23, 2021.

b. 70% of the value of UMG estimated at €33 billion, less the estimated consolidated shareowners' equity of UMG and the estimated costs and taxes.

c. 60% of the value of UMG estimated at €33 billion.

Impact on financial net debt

As of June 30, 2021, UMG's financial net debt amounted to €2,878 million, including UMG's bank borrowings and its net intercompany debt with Vivendi. If the distribution in kind is completed, which would result in the deconsolidation of this debt, and taking into account the €3,300 million to be received from the planned sale of an additional 10% of UMG's share capital to Pershing Square investment funds, Vivendi's net cash position adjusted would amount to an estimated €2,439 million based on the statement of financial position as of June 30, 2021.

(in millions of euros)	
Financial Net Debt as of June 30, 2021	**(2,878)**
Planned sale of 10% of UMG to Pershing Square (a)	3,300
Reimbursement of UMG intercompany loan	2,222
Deconsolidation of UMG net cash position	(205)
Net Cash Position adjusted post UMG distribution	**2,439**

a. On June 20, 2021, Vivendi and Pershing Square investment funds entered into an agreement regarding the sale of an additional 10% of UMG's share capital based on an enterprise value of €35 billion for 100% of UMG's share capital. On July 19, 2021, Vivendi announced that the equity interest in UMG eventually acquired will be between 5 and 10% of UMG's share capital. Should it be less than 10%, Vivendi intends to sell the shortfall to other investors before the distribution of 60% of the share capital of UMG to Vivendi's shareholders, the payment of which is expected to occur on September 23, 2021.

Main financial aggregates of Universal Music Group

The main aggregates of Universal Music Group (UMG) B.V.'s consolidated financial statements for the first half-year ended June 30, 2021, as published on July 28, 2021 on Vivendi's website (https://www.vivendi.com/en/shareholders-investors/financial-operations/) are given below:
As a reminder:

- UMG's audited combined financial statements for the year ended December 31, 2020, as well as the unaudited consolidated condensed financial statements for the first quarter ended March 31, 2021, were published on May 12, 2021 on Vivendi's website (https://www.vivendi.com/en/shareholders-investors/financial-operations/); and
- UMG's contribution to the statement of earnings and Vivendi's statement of financial position for the first half-year ended June 30, 2021 is presented in Note 5 "Segment data".

Statement of earnings

(in millions of euros)	Six months ended June 30, 2021 (unaudited)	Thee months ended March 31, 2021 (unaudited)	Year ended December 31, 2020
Revenues	**3,831**	**1,809**	**7,432**
Earnings before interest and income taxes (EBIT)	684	322	1,221
Earnings before provision for income taxes	597	164	1,781
Earnings	**453**	**136**	**1,369**

Statement of financial position

(in millions of euros)	June 30, 2021 (unaudited)		March 31, 2021 (unaudited)		December 31, 2020
ASSETS					
Non-current assets	**7,808**		**7,880**		**8,000**
of which goodwill	*1,386*		*1,406*		*1,369*
non-current content assets	*3,523*		*3,567*		*3,512*
non-current financial assets	*1,782*		*1,767*		*1,962*
deferred tax assets	*369*		*395*		*414*
Current assets	**2,865**		**3,065**		**2,987**
of which current content assets	*729*		*699*		*677*
trade accounts receivable and other	*1,112*		*1,061*		*1,088*
shareowners loans	*146*		*764*		*815*
TOTAL ASSETS	**10,673**		**10,945**		**10,987**
EQUITY AND LIABILITIES					
Share capital	18,132		18,479		na
Additional paid-in capital	14,868		14,521		na
Retained earnings	(31,513)		(31,365)		1,432
of which earnings attributable to shareowners	*452*		*135*		*1,366*
Non-controlling interests	-		-		-
Total equity	**1,487**	(a)	**1,635**	(a)	**1,432**
Non-current liabilities	**2,308**		**4,672**		**4,830**
of which shareowners borrowings (b)	-		*2,368*		*2,368*
deferred tax liabilities	*774*		*769*		*828*
Current liabilities	**6,878**		**4,638**		**4,725**
of which short-term borrowings and other financial liabilities (b)	*549*		*862*		*640*
shareowners borrowings (b)	*2,368*		-		-
trade accounts payable and other	*3,741*		*3,537*		*3,843*
Total liabilities	**9,186**		**9,310**		**9,555**
TOTAL EQUITY AND LIABILITIES	**10,673**		**10,945**		**10,987**

na: not applicable.

a. As reorganization of UMG's shareholding structure that occurred on February 26, 2021 had no impact on UMG's scope of consolidation, UMG's Unaudited Consolidated Condensed Financial Statements for the first quarter ended March 31, 2021 and for the first half-year ended June 30, 2021 combine the same components of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries in both UMG's audited combined financial statements for the year ended December 31, 2020 before this reorganization and its unaudited consolidated condensed financial statements after this reorganization, in accordance with IFRS 10.B86(a). As a result, UMG's consolidated shareowners' equity are unchanged before and after the reorganization. Therefore, following the principle of continuity of financial statements, in UMG B.V.'s Consolidated Financial Statements, the contribution made, as of February 26, 2021, by Vivendi and the consortium led by Tencent of their respective holdings in UMG Inc. and UIM B.V. for an aggregate amount of €33 billion was directly recorded as an increase in equity attributable to UMG B.V. shareowners (share capital of €18.5 billion and additional paid-in capital of €14.5 billion) and fully neutralized against UMG B.V.'s reserves.

b. For a detailed description of borrowings and deposit positions, please refer to Note 19.

Statement of cash flows

(in millions of euros)	Six months ended June 30, 2021 (unaudited)	Three months ended March 31, 2021 (unaudited)	Year ended December 31, 2020
Operating activities			
EBIT	684	322	1,221
Adjustments	88	41	213
Content investments, net	(173)	(162)	(1,517)
Gross cash provided by operating activities before income tax paid	***599***	***201***	***(83)***
Other changes in net working capital	(172)	(270)	287
Net cash provided by operating activities before income tax paid	***427***	***(69)***	***204***
Income tax (paid)/received, net	(118)	(45)	(207)
Net cash provided by operating activities	**309**	**(114)**	**(3)**
Net cash provided by/(used for) investing activities	**29**	**7**	**(46)**
Net cash provided by/(used for) financing activities	**(585)**	**174**	**217**
Foreign currency translation adjustments of continuing operations	7	8	(35)
Change in cash and cash equivalents	**(240)**	**75**	**133**
Cash and cash equivalents			
At beginning of the period	**1,141**	**1,141**	**1,008**
At end of the period	**901**	**1,215**	**1,141**

Note 3 Other major events

3.1 Acquisition of Prisma Media

On December 14, 2020, Vivendi announced that it had entered into exclusive negotiations to acquire 100% of Prisma Media. Then, on December 23, 2020, Vivendi announced that it had entered into a put option agreement for 100% of Prisma Media, following exclusive negotiations with Gruner+Jahr/Bertelsmann and the favorable opinion of Vivendi's employee representative bodies.
In accordance with applicable regulations, the acquisition was subject to the information and consultation process with Prisma Media's employee representative bodies as well as finalization of the legal documentation.

On April 29, 2021, the French Competition Authority authorized the transaction unconditionally, and on May 31, 2021, Vivendi completed the acquisition of 100% of Prisma Media's share capital.

Prisma Media is France's number one magazine publishing group, in print and digital, with some 20 leading brands.

3.2 Fininvest and Mediaset agreements

On May 3, 2021, Vivendi, Fininvest and Mediaset reached a global agreement to put an end to their disputes by terminating all litigation and waiving all claims between them.

Vivendi will support Mediaset's international development by voting in favor of the transfer of Mediaset's headquarters to the Netherlands and of the proposed resolutions on the termination of the double voting right mechanism. In addition, Vivendi and Mediaset entered into a good neighbor agreement in free-to-air television and standstill commitments for a 5-year term.

On June 23, 2021, at the Annual General Meeting of Mediaset, Fininvest proposed the distribution to all shareholders of an extraordinary dividend of €0.30 per share for payment on July 21, 2021 representing an aggregate amount of €102 million for Vivendi; Vivendi and Fininvest undertook to vote in favor of such resolution.

Vivendi has undertaken to progressively sell on the market the entire 19.19% stake in Mediaset's share capital held by Simon Fiduciaria SpA over a period of five years. Fininvest will have the right to purchase any unsold shares in each 12-month period, at the established annual price.

On July 22, 2021, Vivendi, Fininvest and Mediaset announced the closing of the global agreement reached on May 3, 2021 to put an end to their disputes, mutually waiving all pending lawsuits and complaints (please refer to Note 22).

In particular, Fininvest acquired 5.0% of the share capital of Mediaset held directly by Vivendi, at a price of €2.70 per share (taking into account the ex-dividend date and the dividend payment, which took place on July 19 and July 21, 2021 respectively). Vivendi will remain a shareholder of Mediaset with a residual 4.61% stake and will be free to retain or sell this stake at any time and at any price.

Note 4 COVID-19 pandemic impacts

Although the COVID-19 pandemic is having a more significant impact on certain countries or businesses than others, in the first half of 2021, Vivendi has demonstrated resilience in adapting its activities to continue to best serve and entertain its customers, while reducing costs to preserve its margins. The business activities demonstrated good resilience, in particular music and pay television. However, as expected, the pandemic's effects have slowed down certain businesses such as Havas Group and Vivendi Village (in particular live entertainment).

Vivendi continually monitors the current and potential consequences of the crisis. It is difficult at this time to determine how it will impact Vivendi's results in 2021. Businesses related to live performance have a risk of being more impacted than others. Nevertheless, the Group remains confident in the resilience of its main businesses. It continues to make every effort to ensure the continuity of its activities, as well as to best serve and entertain its customers and audiences while complying with the guidelines of authorities in each country where it operates.

A review of the value of assets with an indefinite life, goodwill in particular, was performed. Taking into account the performance achieved during the first half of the year by the business units, Vivendi did not identify any indications of a decrease in the recoverable amount compared to December 31, 2020.

During the first half of 2021, Vivendi's Financial Net Debt improved by €2,075 million, from €4,953 million as of December 31, 2020, to €2,878 million as of June 30, 2021. In addition, Vivendi has significant financing capacity. As of June 30, 2021, €2.7 billion of the group's committed credit facilities were available.

As of June 30, 2021, the average "economic" term of the group's financial debt, calculated based on the assumption that the available medium-term credit lines may be used to redeem the group's shortest term borrowings, was 4.5 years (compared to 4.8 years as of December 31, 2020).

For a detailed description on borrowings and other financial liabilities, please refer to Note 19.

Note 5 Segment data

5.1 Statement of earnings by business segment

Consolidated Statement of Earnings

Six months ended June 30, 2021

	Universal Music Group	Canal+ Group	Havas Group	Editis	Prisma Media	Gameloft	Vivendi Village	New Initiatives	Corporate	Eliminations	**Total Vivendi**
REVENUES	3,831	2,782	1,048	372	29	120	24	38	-	(23)	**8,221**
Operating expenses excluding amortization and depreciation as well as charges related to share-based compensation plans	(3,009)	(2,308)	(900)	(318)	(22)	(116)	(37)	(65)	(56)	23	(6,808)
Charges related to share-based compensation plans	-	(2)	(1)	(1)	-	-	-	-	(2)	-	(6)
EBITDA*	**822**	**472**	**147**	**53**	**7**	**4**	**(13)**	**(27)**	**(58)**	**-**	**1,407**
Restructuring charges	(9)	(5)	(4)	(12)	(2)	(1)	-	-	(4)	-	(37)
Gains/(losses) on sales of tangible and intangible assets	3	-	-	-	-	-	-	-	-	-	3
Depreciation of tangible assets	(32)	(70)	(17)	(2)	-	(2)	(2)	(3)	(1)	-	(129)
Amortization of intangible assets excluding those acquired through business combinations	-	(47)	(4)	(23)	-	(1)	-	(2)	-	-	(77)
Amortization of rights-of-use relating to leases	(31)	(20)	(35)	(6)	(1)	(3)	(2)	(2)	(3)	-	(103)
Other operating charges and income	-	-	-	-	-	-	-	2	-	-	2
Adjusted earnings before interest and income taxes (EBITA)*	**753**	**330**	**87**	**10**	**4**	**(3)**	**(17)**	**(32)**	**(66)**	**-**	**1,066**
Amortization of intangible assets acquired through business combinations	(69)	(22)	-	(1)	-	-	-	(1)	-	-	(93)
Impairment losses on intangible assets acquired through business combinations	-	-	-	-	-	-	-	-	-	-	-
EARNINGS BEFORE INTEREST AND INCOME TAXES (EBIT)											**973**
Income from equity affiliates - non-operational											(38)
Interest											(21)
Income from investments											117
Other financial charges and income											(157)
Earnings before provision for income taxes											**874**
Provision for income taxes											(277)
Earnings from discontinued operations											-
Earnings											**597**
of which											
EARNINGS ATTRIBUTABLE TO VIVENDI SE SHAREOWNERS											**488**
Non-controlling interests											109

Six months ended June 30, 2020

	Universal Music Group	Canal+ Group	Havas Group	Editis	Gameloft	Vivendi Village	New Initiatives	Corporate	Eliminations	**Total Vivendi**
REVENUES	**3,459**	**2,674**	**1,019**	**262**	**130**	**26**	**28**	**-**	**(22)**	**7,576**
Operating expenses excluding amortization and depreciation as well as charges related to share-based compensation plans	(2,804)	(2,200)	(893)	(249)	(137)	(48)	(56)	(66)	22	(6,431)
Charges related to share-based compensation plans	(6)	(7)	(6)	(1)	(1)	-	(1)	(3)	-	(25)
EBITDA*	**649**	**467**	**120**	**12**	**(8)**	**(22)**	**(29)**	**(69)**	**-**	**1,120**
Restructuring charges	(8)	(29)	(10)	(3)	-	-	(1)	(2)	-	(53)
Gains/(losses) on sales of tangible and intangible assets	-	(1)	-	-	-	-	-	-	-	(1)
Depreciation of tangible assets	(28)	(73)	(20)	(2)	(2)	(1)	(2)	-	-	(128)
Amortization of intangible assets excluding those acquired through business combinations	-	(44)	(3)	(20)	(1)	(1)	(2)	-	-	(71)
Amortization of rights-of-use relating to leases	(35)	(20)	(42)	(6)	(4)	(2)	(2)	(3)	-	(114)
Other operating charges and income	(11)	-	-	-	-	-	(7)	-	-	(18)
Adjusted earnings before interest and income taxes (EBITA)*	**567**	**300**	**46**	**(21)**	**(14)**	**(27)**	**(42)**	**(74)**	**-**	**735**
Amortization of intangible assets acquired through business combinations	(51)	(22)	-	(1)	-	-	(1)	-	-	(75)
Impairment losses on intangible assets acquired through business combinations	-	-	-	-	-	-	-	-	-	-
EARNINGS BEFORE INTEREST AND INCOME TAXES (EBIT)										**660**
Income from equity affiliates - non-operational										64
Interest										(16)
Income from investments										15
Other financial charges and income										417
Earnings before provision for income taxes										**1,140**
Provision for income taxes										(299)
Earnings from discontinued operations										-
Earnings										**841**
of which										
EARNINGS ATTRIBUTABLE TO VIVENDI SE SHAREOWNERS										**757**
Non-controlling interests										84

Year ended December 31, 2020

	Universal Music Group	Canal+ Group	Havas Group	Editis	Gameloft	Vivendi Village	New Initiatives	Corporate	Eliminations	**Total Vivendi**
REVENUES	**7,432**	**5,498**	**2,137**	**725**	**253**	**40**	**65**	**-**	**(60)**	**16,090**
Operating expenses excluding amortization and depreciation as well as charges related to share-based compensation plans	(5,935)	(4,721)	(1,830)	(611)	(257)	(80)	(118)	(132)	60	(13,624)
Charges related to share-based compensation plans	(10)	(10)	(10)	(1)	(3)	(1)	-	(8)	-	(43)
EBITDA*	**1,487**	**767**	**297**	**113**	**(7)**	**(41)**	**(53)**	**(140)**	**-**	**2,423**
Restructuring charges	(20)	(42)	(33)	(6)	(2)	(2)	-	(1)	-	(106)
Gains/(losses) on sales of tangible and intangible assets	(1)	(10)	(1)	-	-	-	-	-	-	(12)
Depreciation of tangible assets	(59)	(135)	(43)	(4)	(4)	(5)	(5)	(2)	-	(257)
Amortization of intangible assets excluding those acquired through business combinations	-	(105)	(14)	(47)	(2)	(1)	(4)	-	-	(173)
Aportization of rights-of-use relating to leases	(69)	(41)	(84)	(12)	(8)	(4)	(4)	(7)	-	(229)
Other operating charges and income	(9)	1	(1)	(6)	(1)	(6)	(9)	12	-	(19)
Adjusted earnings before interest and income taxes (EBITA)*	**1,329**	**435**	**121**	**38**	**(24)**	**(59)**	**(75)**	**(138)**	**-**	**1,627**
Amortization of intangible assets acquired through business combinations	(108)	(46)	-	(2)	(1)	-	(1)	-	-	(158)
Impairment losses on intangible assets acquired through business combinations	(1)	-	-	-	-	-	-	-	-	(1)
EARNINGS BEFORE INTEREST AND INCOME TAXES (EBIT)										**1,468**
Income from equity affiliates - non-operational										126
Interest										(37)
Income from investments										36
Other financial charges and income										589
Earnings before provision for income taxes										**2,182**
Provision for income taxes										(575)
Earnings from discontinued operations										-
Earnings										**1,607**
of which										
EARNINGS ATTRIBUTABLE TO VIVENDI SE SHAREOWNERS										**1,440**
Non-controlling interests										167

5.1.1 Revenues

By activity

(in millions of euros)	Six months ended June 30, 2021	Six months ended June 30, 2020	Year ended December 31, 2020
Intellectual property licensing	4,372	3,857	8,465
Subscription services	2,479	2,458	4,940
Advertising, merchandising and other	1,393	1,283	2,745
Elimination of intersegment transactions	(23)	(22)	(60)
Revenues	**8,221**	**7,576**	**16,090**

By geographical area

(in millions of euros)	Six months ended June 30, 2021	Six months ended June 30, 2020	Year ended December 31, 2020
France	2,446	2,257	4,820
Rest of Europe	1,898	1,800	3,884
Americas	2,666	2,429	5,094
Asia/Oceania	795	728	1,536
Africa	416	362	756
Revenues	**8,221**	**7,576**	**16,090**

5.2 Statement of Financial Position

(in millions of euros)	June 30, 2021	December 31, 2020
Segment assets (a)		
Universal Music Group	13,051	13,036
Canal+ Group	9,517	9,814
Havas Group	5,438	5,438
Editis	1,397	1,372
Prisma Media	309	-
Gameloft	730	734
Vivendi Village	318	309
New Initiatives	350	360
Corporate	5,680	5,219
of which investments in equity affiliates	*3,021*	*3,179*
listed equity securities	*2,120*	*1,700*
	36,790	**36,281**
Segment liabilities (b)		
Universal Music Group	5,446	5,670
Canal+ Group	2,814	2,946
Havas Group	3,828	4,024
Editis	539	545
Prisma Media	141	-
Gameloft	108	117
Vivendi Village	251	159
New Initiatives	75	72
Corporate	486	500
	13,688	**14,032**

a. Segment assets include goodwill, content assets, other intangible assets, property, plant and equipment, rights-of-use relating to leases, equity affiliates, financial assets, inventories and trade accounts receivable, and other.

b. Segment liabilities include provisions, other non-current liabilities, short-term and long-term lease liabilities and trade accounts payable and other.

5.3 Capex, increase in tangible and intangible assets and rights-of-use

(in millions of euros)	Six months ended June 30, 2021	2020	Year ended December 31, 2020
Capital expenditures, net (capex net) (a)			
Universal Music Group	17	37	65
Canal+ Group	133	136	305
Havas Group	8	10	25
Editis	7	4	7
Prisma Media	1	-	-
Gameloft	1	1	1
Vivendi Village	1	5	5
New Initiatives	20	11	26
Corporate	34	1	1
	222	**205**	**435**
Increase in tangible and intangible assets and rights-of-use relating to leases			
Universal Music Group	47	45	104
Canal+ Group	120	146	327
Havas Group	30	67	98
Editis	12	1	6
Prisma Media	1	-	-
Gameloft	2	1	8
Vivendi Village	2	14	18
New Initiatives	21	11	26
Corporate	33	1	1
	268	**286**	**588**

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

Note 6 Financial charges and income

Interest

(in millions of euros)		Six months ended June 30,		Year ended
(Charge)/Income	Note	2021	2020	December 31, 2020
Interest expense on borrowings	19	(24)	(24)	(52)
Interest income from cash, cash equivalents and investments		3	8	15
Interest		**(21)**	**(16)**	**(37)**
Fees and premiums on borrowings and credit facilities issued		*(1)*	*(1)*	*(2)*
		(22)	**(17)**	**(39)**

Other financial income and charges

	Six months ended June 30,		Year ended
(in millions of euros)	2021	2020	December 31, 2020
Capital gain and revaluation on financial investments (a)	108	453	676
Effect of undiscounting assets (b)	-	-	-
Expected return on plan assets related to employee benefit plans	4	5	9
Foreign exchange gain	1	13	10
Change in value of derivative instruments	-	-	4
Other	-	2	5
Other financial income	**113**	**473**	**704**
Capital loss and downside adjustment on financial investments (a)	(191)	(4)	(8)
Effect of undiscounting liabilities (b)	-	(1)	(2)
Interest cost related to employee benefit plans	(9)	(10)	(19)
Fees and premiums on borrowings and credit facilities issued	(1)	(1)	(2)
Interest expenses on lease liabilities	(18)	(22)	(41)
Foreign exchange loss	(10)	(9)	(18)
Other	(41)	(9)	(25)
Other financial charges	**(270)**	**(56)**	**(115)**
Net total	**(157)**	**417**	**589**

a. Includes the change in the value of the investments in Spotify and Tencent Music for a charge of -€170 million for the first half of 2021 (compared to a revaluation of income of €449 million for the first half of 2020 and €591 million in 2020). For the first half of 2021, it also included the capital gain on the sale of Alamo Records LLC by Universal Music Group for €100 million.

b. In accordance with applicable accounting standards, where the effect of the time value of money is material, assets and liabilities are initially recorded in the Statement of Financial Position in an amount relating to the present value of the expected revenues and expenses. At the end of each subsequent period, the present value of such assets and liabilities is adjusted to account for the passage of time.

Note 7 Income taxes

(in millions of euros)	Six months ended June 30,		Year ended
(Charge)/Income	2021	2020	December 31, 2020
Impact of Vivendi SE's French Tax Group and Consolidated Global Profit Tax Systems	36	43	90
Other components of the provision for income taxes (a)	(313)	(342)	(665)
Provision for income taxes	**(277)**	**(299)**	**(575)**

a. Included the change in deferred tax liabilities relating to the revaluation through profit or loss of the investments in Spotify and Tencent Music (deferred tax income of +€30 million for the first half of 2021, compared to a deferred tax charge of -€110 million for the first half of 2020 and a deferred tax charge of -€142 million in 2020.

Note 8 Earnings per share

	Six months ended June 30,				Year ended December 31, 2020	
	2021		2020			
	Basic	Diluted	Basic	Diluted	Basic	Diluted
Earnings (in millions of euros)						
Earnings from continuing operations attributable to Vivendi SE shareowners	488	488	757	757	1,440	1,440
Earnings from discontinued operations attributable to Vivendi SE shareowners	-	-	-	-	-	-
Earnings attributable to Vivendi SE shareowners	488	488	757	757	1,440	1,440
Number of shares (in millions)						
Weighted average number of shares outstanding (a)	1,087.5	1,087.5	1,153.5	1,153.5	1,140.7	1,140.7
Potential dilutive effects related to share-based compensation	-	3.1	-	5.1	-	4.1
Adjusted weighted average number of shares	**1,087.5**	**1,090.6**	**1,153.5**	**1,158.6**	**1,140.7**	**1,144.8**
Earnings per share (in euros)						
Earnings from continuing operations attributable to Vivendi SE shareowners per share	0.45	0.45	0.66	0.65	1.26	1.26
Earnings from discontinued operations attributable to Vivendi SE shareowners per share	-	-	-	-	-	-
Earnings attributable to Vivendi SE shareowners per share	0.45	0.45	0.66	0.65	1.26	1.26

a. Net of the weighted average number of treasury shares (96.4 million shares for the first half of 2021, compared to 31.7 million shares for the first half of 2020 and 44.7 million shares in 2020).

Note 9 Charges and income directly recognized in equity

Details of changes in equity related to other comprehensive income

	Items not subsequently reclassified to profit or loss		Items to be subsequently reclassified to profit or loss				
			Unrealized gains/(losses)				
(in millions of euros)	Actuarial gains/(losses) related to employee defined benefit plans	Financial assets at fair value through other comprehensive income	Hedging instruments	Foreign currency translation adjustments	Other comprehensive income from equity affiliates, net		**Other comprehensive income**
Balance as of December 31, 2020	**(373)**	**(586)**	**79**	**(771)**	**(195)**	(a)	**(1,846)**
Charges and income directly recognized in equity	-	316	1	83	(57)		343
Tax effect	(1)	8	-	-	-		7
Other	-	-	-	1	(1)		-
Balance as of June 30, 2021	**(374)**	**(262)**	**80**	**(687)**	**(253)**	(a)	**(1,496)**

a. Included foreign currency translation from Telecom Italia for -€222 million as of June 30, 2021, compared to -€218 million as of December 31, 2020.

Note 10 Goodwill

(in millions of euros)	June 30, 2021	December 31, 2020
Goodwill, gross	28,321	27,924
Impairment losses	(13,813)	(13,741)
Goodwill	**14,508**	**14,183**

Changes in goodwill

(in millions of euros)	December 31, 2020	Impairment losses	Business combinations		Changes in foreign currency translation adjustments and other		June 30, 2021
Universal Music Group	4,915	-	1		45	(a)	4,961
Canal+ Group	5,663	-	43		(1)		5,705
Havas Group	2,008	-	20		32		2,060
Editis	837	-	-		-		837
Prisma Media	-	-	181	(b)	-		181
Gameloft	600	-	-		-		600
Vivendi Village	156	-	-		4		160
New Initiatives	4	-	-		-		4
Total	**14,183**	**-**	**245**		**80**		**14,508**

a. Notably included the foreign currency translation of the dollar (USD) against the euro.

b. Included the entire provisional goodwill recognized as a result of the acquisition of Prisma Media consolidated since May 31, 2021 (please refer to Note 3.1).

Value of goodwill

As of December 31, 2020, Vivendi performed an impairment test of its Cash-Generating Units (CGU) and groups of CGU to determine whether their recoverable amount was greater than their carrying value. With the assistance of a third-party appraiser, where applicable, Vivendi Management concluded that the recoverable amount of CGU and groups of CGU, which was determined using standard valuation methods (the value in use, determined as the discounted value of future cash flows, and the fair value, determined on the basis of market data: stock market prices, comparable listed companies, comparison with the value attributed to similar assets or companies in recent acquisition transactions), was greater than their carrying value.

As of June 30, 2021, Vivendi had reviewed the items that may indicate a decrease in the recoverable amount of CGU or groups of CGU during the first half of 2021. In particular, Vivendi analyzed the performance of CGU and groups of CGU in comparison with estimates used at the end of 2020.

Although the COVID-19 pandemic is having a more significant impact on certain countries or businesses than others, in the first half of 2021, Vivendi has demonstrated resilience in adapting its activities to continue to best serve and entertain its customers, while reducing costs to preserve its margins. The business activities demonstrated good resilience, in particular music and pay television. However, as expected, the pandemic’s effects have slowed down certain businesses such as Havas Group and Vivendi Village (in particular live entertainment).

Notwithstanding the uncertainties created by the COVID-19 pandemic, Vivendi Management concluded that, as of June 30, 2021, there were no triggering events indicating a decrease in the recoverable amount of CGU or groups of CGU compared to December 31, 2020. In addition, during the fourth quarter of 2021, Vivendi intends to perform an annual impairment test of the carrying value of goodwill and other intangible assets.

Note 11 Content assets and commitments

11.1 Content assets

(in millions of euros)	June 30, 2021			December 31, 2020
	Content assets, gross	Accumulated amortization and impairment losses	Content assets	Content assets
Music catalogs and publishing rights	9,314	(6,992)	2,322	2,330
Advances to artists and repertoire owners	1,930	-	1,930	1,859
Merchandising contracts and artists services	21	(21)	-	-
Film and television costs	7,126	(6,592)	534	579
Sports rights	212	-	212	416
Editorial creations	939	(892)	47	43
Other	50	(28)	22	21
Content assets	**19,592**	**(14,525)**	**5,067**	**5,248**
Deduction of current content assets	(1,172)	17	(1,155)	(1,346)
Non-current content assets	**18,420**	**(14,508)**	**3,912**	**3,902**

11.2 Contractual content commitments

Commitments given recorded in the Statement of Financial Position: content liabilities

(in millions of euros)	Minimum future payments as of June 30, 2021	Minimum future payments as of December 31, 2020
Music royalties to artists and repertoire owners	2,379	2,315
Film and television rights	185	174
Sports rights (a)	59	275
Creative talent, employment agreements and others	458	535
Content liabilities	**3,081**	**3,299**

a. The decrease in sports rights recorded in the Statement of Financial Position was mainly due to the consumption of broadcasting rights to the French professional Soccer League 1 for the 2020/2021 season.

Off-balance sheet commitments given/(received)

(in millions of euros)	Minimum future payments as of June 30, 2021	Minimum future payments as of December 31, 2020
Film and television rights (a)	3,486	4,063
Sports rights	3,124 (b)	2,601
Creative talent, employment agreements and others	1,537	1,374
Given commitments	**8,147**	**8,038**
Film and television rights (a)	(152)	(176)
Sports rights	(446)	(52)
Creative talent, employment agreements and others	not available	
Other	(5)	(7)
Received commitments	**(603)**	**(235)**
Total net	**7,544**	**7,803**

a. Provisions recorded in connection with film and television broadcasting rights amounted to €37 million as of June 30, 2021 (compared to €52 million as of December 31, 2020).

b. Notably included broadcasting rights held by Canal+ Group to the following sporting events:
- Lot 3 of the French professional Soccer League 1 from 2021/2022 to 2023/2024 with the sub-licensing agreement entered into with beIN Sports on February 12, 2020. Canal+ Group terminated the sub-licensing agreement and this broadcasting right is subject to litigation (please refer to Note 22 Litigation);
- the Soccer Champions League, on an exclusive basis for the two premium lots for three seasons, from 2021/2022 to 2023/2024;
- the English Premier League in France and in Poland, for the season 2021/2022. In addition, on July 8, 2021, Canal+ announced the extension of the agreement in France for three additional seasons, i.e., from 2022/2023 to 2024/2025;

- the National French Rugby Championship TOP 14, on an exclusive basis, until the end of the season 2022/2023. On March 3, 2021, Canal+ announced the extension of the agreement for four seasons until the end of the season 2026/2027;
- Formula 1, Formula 2 and GP3 racings on an exclusive basis for the season 2022; and
- MotoGP™, Moto2 and Moto3 for the seasons 2022 and 2023.

These commitments will be accounted for in the Statement of Financial Position either upon the start of every season or upon an initial significant payment.

Note 12 Leases

12.1 Rights-of-use relating to leases

As of June 30, 2021, the rights-of-use relating to leases amounted to €1,037 million (€1,068 million as of December 31, 2020) less the accumulated amortization and impairment losses for €933 million as of June 30, 2021 (€822 million as of December 31, 2020). These rights-of-use relate to real estate leases.

Changes in the rights-of-use

(in millions of euros)	Six months ended June 30, 2021	Year ended December 31, 2020
Opening balance	**1,068**	**1,245**
Amortization	(103)	(228)
Acquisitions/increase	56	132
Sales/decrease	-	(1)
Business combinations	26	-
Foreign currency translations and other	(10)	(80)
Closing balance	**1,037**	**1,068**

12.2 Maturity of lease liabilities

(in millions of euros)	June 30, 2021	December 31, 2020
< 1 year	203	221
Between 1 and 5 years	620	619
> 5 years	436	451
Lease liabilities	**1,259**	**1,291**

12.3 Lease-related expenses

Lease-related expenses recorded in the Statement of Earnings amounted to €121 million for the first half of 2021, compared to €135 million for the first half of 2020.

Note 13 Investments in equity affiliates

13.1 Main investments in equity affiliates

	Voting interest		Net carrying value of equity affiliates	
(in millions of euros)	June 30, 2021	December 31, 2020	June 30, 2021	December 31, 2020
Telecom Italia (a)	23.75%	23.75%	3,021	3,179
Banijay Group Holding	32.9%	32,9%	220	238
Vevo (b)	49.2%	49,4%	61	62
Other			82	63
			3,384	**3,542**

a. As of June 30, 2021, with no change compared to December 31, 2020, Vivendi held 3,640 million Telecom Italia ordinary shares with voting rights, representing 23.75% of the ordinary shares with voting rights and 17.04% of the total share capital of Telecom Italia, taking into account non-voting savings shares with privileged dividend rights. Based on the stock market price as of June 30, 2021 (€0.419 per ordinary share), the market value of this interest amounted to €1,525 million. For an analysis of the value of Vivendi's interest in Telecom Italia as of June 30, 2021, please refer to paragraph 13.2 below.

b. Vevo is held by Universal Music Group.

Change in value of investments in equity affiliates

(in millions of euros)	Six months ended June 30, 2021	Year ended December 31, 2020
Opening balance	**3,542**	**3,520**
Acquisitions	19	119
Sales	-	-
Write-downs	-	-
Income from equity affiliates (a)	(36)	108
Change in other comprehensive income	(57)	(166)
Dividends received	(37)	(40)
Other	(47)	1
Closing balance	**3,384**	**3,542**

a. Mainly includes Vivendi's share of Telecom Italia's net earnings (please see below).

13.2 Telecom Italia

Equity accounting of Telecom Italia

As of June 30, 2021, with no change compared to December 31, 2020, Vivendi held 3,640 million Telecom Italia ordinary shares with voting rights, representing 23.75% of the ordinary shares with voting rights and 17.04% of the total share capital of Telecom Italia, taking into account non-voting savings shares with privileged dividend rights.

As of June 30, 2021, Vivendi continues to consider that it has the power to participate in Telecom Italia's financial and operating policy decisions, particularly given the 23.75% voting rights it holds in Telecom Italia. As a result, it is deemed to exercise a significant influence over Telecom Italia.

Vivendi's share of Telecom Italia's earnings

Vivendi relies on Telecom Italia's public financial information to account for its interest in Telecom Italia under the equity method. Given Vivendi's and Telecom Italia's respective publication dates of their financial statements, Vivendi always accounts for its share of Telecom Italia's net earnings with a three-month reporting lag. Therefore, for the first half of 2021, Vivendi's earnings take into account its share of Telecom Italia's net earnings for the fourth quarter of 2020 and for the first quarter of 2021, i.e., a total of -€38 million, which was calculated as follows:

- €22 million, attributable to Vivendi's share of Telecom Italia's profit for the fourth quarter of 2020, calculated based on the financial information for the year ended December 31, 2020, as publicly disclosed by Telecom Italia on February 24, 2021;
- -€30 million, attributable to Vivendi's share of Telecom Italia's profit for the first quarter of 2021, calculated based on the financial information for the first quarter of 2021, as publicly disclosed by Telecom Italia on May 20, 2021. This amount notably included Vivendi's share (-€53 million) of the voluntary departures plan involving approximately 1,300 employees announced by Telecom Italia; and

- -€30 million, excluded from adjusted net income, relating to the amortization of intangible assets related to the purchase price allocation for Telecom Italia.

In addition, Vivendi's share of Telecom Italia's charges and income directly recognized in equity amounted to -€69 million for the first half of 2021, including -€4 million related to foreign currency translation adjustments.

As of December 31, 2020, in accordance with Decree no. 104/2020 (Art. 110, subsections 8 and 8a), Telecom Italia benefited from the option to reassess the tax value of its assets by aligning it with their carrying value. Consequently, as from 2021, Telecom Italia is able to generate a tax savings linked to the amortization of the revalued tax value for a net amount of €5,877 million, which can be amortized over an 18-year period. Accordingly, the current tax savings expected by Telecom Italia amounted to €326 million per year, of which Vivendi's share is €56 million per year. In accordance with Vivendi's accounting policies and due to a three-month reporting lag in the recognition of Vivendi's share of Telecom Italia's net earnings, as of June 30, 2021, Vivendi has:

- for the first quarter of 2021, reversed its share (€1,009 million) of the deferred tax income recognized by Telecom Italia in the fourth quarter of 2020; and
- for the second quarter of 2021, included its share (€14 million) of Telecom Italia's current tax savings for the first quarter of 2021.

Value of Vivendi's interest in Telecom Italia as of June 30, 2021

As of June 30, 2021, the stock market price of Telecom Italia ordinary shares (€0.419 per share) remained lower than the purchase price paid by Vivendi (€1,071 per share). As of December 31, 2020, Vivendi performed an impairment loss test on its interest in Telecom Italia to determine whether its recoverable amount was greater than its carrying value. As every year, the test was carried out with the assistance of a third-party appraiser and the value determined using standard valuation methods (the value in use, determined as the discounted value of future cash flows, and the fair value, determined on the basis of market data: stock market prices, comparable listed companies, comparison with the value attributed to similar assets or companies in recent acquisition transactions).

As of June 30, 2021, Vivendi assessed whether there was any indication that the recoverable amount of its interest in Telecom Italia may have decreased during the first half of 2021. Vivendi Management concluded that there were no triggering events indicating a decrease in the value of its interest in Telecom Italia compared to December 31, 2020. Notwithstanding the uncertainties created by the COVID-19 pandemic, Vivendi considers that the decrease in the stock market price of Telecom Italia ordinary shares is not permanent given Telecom Italia's long-term valuation outlook. Vivendi expects to perform an annual impairment test of the value of its interest in Telecom Italia during the fourth quarter of 2021 after Telecom Italia's business plan is updated.

Financial information related to 100% of Telecom Italia

The main aggregates in the Consolidated Financial Statements, as publicly disclosed by Telecom Italia, are as follows:

(in millions of euros)	Three month Financial Statements as of March 31, 2021	Annual Financial Statements as of December 31, 2020
Date of publication by Telecom Italia:	*May 20, 2021*	*February 24, 2021*
Non-current assets	61,667	62,422
Current assets	12,059	10,791
Total assets	73,726	73,213
Total equity	29,822	28,840
Non-current liabilities	30,876	33,227
Current liabilities	13,028	11,146
Total liabilities	73,726	73,213
of which net financial debt (a)	*21,672*	*23,714*
Revenues	3,752	15,805
EBITDA (a)	1,177	6,739
Earnings attributable to Telecom Italia shareowners	(216)	7,224
Total comprehensive income/(loss) attributable to Telecom Italia shareowners	(423)	6,199

a. Non-GAAP measures ("Alternative Performance Measures"), as publicly disclosed by Telecom Italia.

Note 14 Financial assets

(in millions of euros)	June 30, 2021 Total	June 30, 2021 Current	June 30, 2021 Non-current	December 31, 2020 Total	December 31, 2020 Current	December 31, 2020 Non-current
Financial assets at fair value through profit or loss						
Term deposits (a)	25	25	-	-	-	-
Level 1						
Listed equity securities	1,631	-	1,631	1,862	-	1,862
Level 2						
Unlisted equity securities	43	-	43	43	-	43
Derivative financial instruments	24	3	21	7	3	4
Other financial assets (a)	58	58	-	50	50	-
Level 3 - Other financial assets (b)	35	-	35	39	1	38
Financial assets at fair value through other comprehensive income						
Level 1 - Listed equity securities	2,486	-	2,486	2,095	-	2,095
Level 2 - Unlisted equity securities	9	1	8	20	-	20
Level 3 - Unlisted equity securities	24	-	24	24	-	24
Financial assets at amortized cost	**269**	**49**	**220**	**210**	**11**	**199**
Bolloré SE current account (a)	100	100	-	70	70	-
Financial assets	**4,704**	**236**	**4,468**	**4,420**	**135**	**4,285**

The three classification levels for the measurement of financial assets at fair value are defined in Note 1.3.1. to the Consolidated Financial Statements for the year ended December 31, 2020) (page 267 of the 2020 Universal Registration Document).

a. Relates to cash management financial assets included in the cash position (please refer to Note 15).

b. These financial assets notably include the fair value of the bond redeemable for either shares or cash (ORAN 2) subscribed to by Vivendi in 2016 in connection with its investment in Banijay Group Holding.

Listed equity and financial assets portfolio

	June 30, 2021								
	Number of shares held	Ownership interest		Average purchase price (a)	Stock market price	Carrying value		Change in value over the period	Cumulative unrealized capital gain/(loss)
	(in thousands)			(€/share)		(in millions of euros)			
Mediaset	340,246	28.80%	(b)	3,70	3.04	1,015	(c)	306	(243)
Lagardère (d)	38,388	27,20%		15.54	20.84	800		14	203
MultiChoice	53,100	12.00%		5.54	6.90	366		(29)	72
Spotify (e)	6,487	3.35%		6.58	227.28	1,474		(195)	1,432
Tencent Music Entertainment (e)	12,246	0.73%		na	12.77	156		(36)	156
Other (f)						306		32	(149)
Total						**4,117**		**92**	**1,471**

	December 31, 2020								
	Number of shares held	Ownership interest		Average purchase price (a)	Stock market price	Carrying value		Change in value over the period	Cumulative unrealized capital gain/(loss)
	(in thousands)			(€/share)		(in millions of euros)			
Mediaset	340,246	28.80%	(b)	3,70	2.09	710		(195)	(549)
Lagardère	38,297	29.21%		15,53	20.48	784		189	189
MultiChoice	53,100	12.00%		5,54	7.44	395		101	101
Spotify (e)	6,487	3.37%		6.58	257.34	1,669		798	1,627
Tencent Music Entertainment (e)	12,246	0.74%		na	15.74	193		64	193
Other						206		(183)	(182)
Total						**3,957**		**774**	**1,379**

na: not applicable.

a. Includes acquisition fees and taxes.

b. For a detailed description of the agreements between Vivendi and Mediaset, please refer to Note 3.2. As a reminder, on April 9, 2018, in compliance with the undertakings given to the Italian communications authority (AGCOM), Vivendi transferred the portion of its voting rights in excess of 10% to an independent Italian trustee (please refer to Note 22).

c. On May 3, 2021, under the global agreement to put an end to their disputes, Vivendi notably granted a sale option to Fininvest for 5.0% of Mediaset's share capital held directly by Vivendi, at a price of €2.70 per share (following the detachment of a dividend of €0.30 per share, paid on July 21, 2021). On July 22, 2021, Fininvest acquired 5.0% of Mediaset's share capital from Vivendi at a price of €2.70 per share (please refer to Note 3.2).

d. The Shareholders' Meeting of the general partners and limited shareholders of Lagardère SCA, held on June 30, 2021, approved the transformation of the company into a French limited liability company (société anonyme) with a Supervisory Board and the appointment of new members of Lagardère SA's Supervisory Board, including Mr. Arnaud de Puyfontaine, Chairman of Vivendi's Management Board. As of June 30, 2021, Vivendi held 27.20% of the share capital and 21.65% of the exercisable voting rights of Lagardère SA. During the second half of 2021, Vivendi will review the status of its interest in Lagardère SA in according with the requirements of IAS 28 "Investments in Associates and Joint Ventures", pursuant to which the exercise of a significant influence by an investor is notably evidenced by representation on the Supervisory Board and participation in the policy-making process, including participation in decisions on dividends and other distributions.

e. Spotify and Tencent Music Entertainment are held by Universal Music Group.

f. Notably includes an interest of approximately 1% in Telefonica's share capital, as well as a 9.9% interest in PRISA's share capital.

Note 15 Cash position

Vivendi's cash position comprises cash and cash equivalents, as well as cash management financial assets classified as current financial assets. As defined by Vivendi, cash management financial assets relate to financial investments that do not comply with the criteria for classification as cash equivalents set forth in IAS 7, and, with respect to money market funds, the ANC's and AMF's decision released in November 2018.

Vivendi believes that the cash flow generated by its operating activities, its cash available, net of amounts used to reduce Vivendi's debt, as well as funds available through undrawn bank credit facilities will be sufficient to cover expenses and investments necessary for its operations, and the service of its debt, for the last six months of the year. In addition, on June 20, 2021, Vivendi and Pershing Square investment funds entered into an agreement regarding the sale of an additional 10% of UMG's share capital based on an enterprise value of €35 billion for 100% of UMG's share capital. As announced on July 19, 2021, the equity interest in UMG eventually acquired will be between 5 and 10%. Should it be less than 10%, Vivendi intends to sell the shortfall to other investors before the distribution of 60% of the share capital of UMG to Vivendi's shareholders, the payment of which is expected to occur on September 23, 2021.

	June 30, 2021	December 31, 2020
Term deposits	25	-
Bolloré SE current account (a)	100	70
Other financial assets	58	50
Cash management financial assets	**183**	**120**
Cash	712	314
Term deposits and current accounts	878	662
Money market funds	-	-
Cash and cash equivalents	**1,590**	**976**
Cash position (b)	**1,773**	**1,096**

a. As a reminder, on March 20, 2020, Vivendi SE and Bolloré SE entered into an intra-group cash management agreement on market terms to optimize investment and financing capacities within the two groups, in accordance with Article L. 511-7 of the French Monetary and Financial Code (please refer to Note 20.2).

b. As a reminder, Vivendi SE centralized cash surpluses (cash pooling) of all controlled entities which (i) are not subject to local regulations restricting the transfer of financial assets, or (ii) which are not subject to other contractual obligations. As of June 30, 2021, UMG's cash and cash equivalents not centralized with Vivendi amounted to €755 million (compared to €326 million as of December 31, 2020); as of June 30, 2021, UMG's cash investments centralized with Vivendi amounted to €146 million (compared to €815 million as of December 31, 2020); please refer to Note 19.3.

Note 16 Equity

Changes in the share capital of Vivendi SE

(in thousands)	June 30, 2021	December 31, 2020
Number of shares comprising the share capital (nominal value: €5.5 per share)	**1,149,136**	**1,185,996**
Treasury shares	(61,600)	(93,166)
Number of shares, net	**1,087,536**	**1,092,830**
Number of voting rights, gross	**1,203,145**	**1,262,578**
Treasury shares	(61,600)	(93,166)
Number of voting rights, net	**1,141,545**	**1,169,412**

As of June 30, 2021, Vivendi SE's share capital amounted to €6,320 million, divided into 1,149,136 thousand shares.

As of June 30, 2021, Vivendi held 61,600 thousand treasury shares, representing 5.4% of its share capital.

As of July 26, 2021 (the date of Vivendi's Management Board meeting that approved the Condensed Financial Statements for the half-year ended June 30, 2021), Vivendi held 20,697 thousand treasury shares, representing 1.87% of its capital, of which 5,687 thousand shares were designated for cancellation, 8,634 thousand shares were allocated to covering employee shareholding plans and 6,375 thousand shares were allocated to covering performance share plans.

Cancellation of shares

On June 18, 2021, Vivendi's Management Board cancelled 37,759 thousand treasury shares, representing 3.18% of the share capital, pursuant to the authorization granted in the twenty-seventh resolution of the General Shareholders' Meeting held on April 20, 2020.

On July 26, 2021 (the date of Vivendi's Management Board meeting that approved the Condensed Financial Statements for the half-year ended June 30, 2021), Vivendi's Management Board cancelled 40,903 thousand treasury shares, representing 3.56% of the share capital, pursuant to the authorization granted in the twenty-second resolution of the General Shareholders' Meeting held on June 22, 2021.
Following this share cancellation, Vivendi directly holds 20,697 thousand of its own shares, representing 1.87% of its share capital, and the company's share capital amounts to €6,096 million, divided into 1,108 thousand shares carrying 1,144 thousand gross voting rights.

Share repurchases

Between January 5 and February 12, 2021, Vivendi repurchased 7,277 thousand shares at an average price of €25.90 per share, for an aggregate amount of €189 million.

On June 22, 2021, the General Shareholder's Meeting approved the following two resolutions relating to share repurchases:
- the renewal of the authorization granted to the Management Board to repurchase shares of the company within the limit of 10% of the share capital at a maximum purchase price of €29 per share, and to cancel the shares acquired up to a limit of 10% of the share capital; and
- the authorization granted to the Management Board to purchase shares of the company by way of a Public Share Buyback Offer (OPRA) within the limit of 50% of Vivendi's share capital at a maximum price of €29 per share. The shares acquired will be cancelled.

In addition, on June 8, 2021, Vivendi undertook not to use the authorizations requested at the General Shareholder's Meeting held on June 22, 2021, pursuant to resolutions 23 (OPRA) and 24 (authorization to increase the capital with preferential subscription rights) in the event of a public tender offer for the shares of the company, as already provided for in resolution 26 (authorization to increase the share capital to pay for in kind contributions from third-party companies).

In a letter received on June 10, 2021, Bolloré Group informed Vivendi that if the authorization granted under resolution 23 (OPRA) was to be implemented, and if the companies of Bolloré Group that are shareholders of Vivendi were to exceed the ownership threshold of 30% of Vivendi's share capital or voting rights in a passive manner, they do not intend to request an exemption from the obligation to file a public tender offer from the AMF (*Autorité des marchés financiers*) following the crossing of this mandatory threshold.

In its letter, Bolloré Group stated that such a threshold crossing would not be inevitable since the Bolloré Group companies have the option of selling Vivendi shares, in particular to avoid the crossing of the threshold, as indicated in their statement of intent made public by the AMF in a notice no. 212C1222 dated May 27, 2021. They may also decide to participate in the share capital reduction by tendering their shares to the share buyback offer that Vivendi would implement. Their decision in this respect has not yet been made and will be taken at the appropriate time (please refer to Note 20.1, related party transactions).

Ordinary cash dividend distribution to Shareholders

On March 1, 2021 (the date of Vivendi's Management Board Meeting that approved the Consolidated Financial Statements for the year ended December 31, 2020 and the allocation of earnings for the fiscal year then ended), the Management Board decided to propose to shareholders the payment of an ordinary dividend of €0.60 per share, representing a total distribution of €653 million. This proposal was presented to, and approved by, Vivendi's Supervisory Board at its meeting held on March 3, 2021, and was submitted to and approved by the General Shareholders' Meeting held on June 22, 2021. The dividend was paid as from June 25, 2021, following the coupon detachment on June 23, 2021.

Planned special distribution in kind of 60% of Universal Music Group to Shareholders

At the General Shareholders' Meeting held on June 22, 2021, as part of the planned distribution in kind of 60% of Universal Music Group, Vivendi SE's Management Board proposed to Vivendi's shareholders, which it approved with 99.9% of votes in favor, the distribution of a special dividend in kind in the form of Universal Music Group N.V. ("UMG N.V.") shares with respect to fiscal year 2020, representing a distributed amount of approximately €5,312 million, under the two conditions (i) of obtaining the approval of the listing prospectus by the AFM (*Autoriteit Financiële Markten*, the Dutch securities regulator) and the effective admission of UMG N.V.'s shares to trading on the regulated market of Euronext Amsterdam and, then, (ii) that the Management Board decides, subject to an interim balance sheet of Vivendi SE as of June 30, 2021 showing distributable earnings at least equal to the proposed amount of the interim dividend, with the amount having been certified by the Statutory Auditors, to supplement the special dividend in kind with a special interim dividend in kind in the form of UMG N.V. shares with respect to fiscal year 2021, representing an estimated amount of €14,488 million.

The special dividend and the special interim dividend would be paid in a single transaction on September 23, 2021, on the basis of one UMG N.V. share for every one Vivendi share held. The UMG N.V. shares so distributed would represent a maximum of 60% of the share capital and voting rights of UMG N.V. and would be listed on Euronext Amsterdam before the date of their distribution.

The amount of the distribution in kind of 60% of UMG N.V.'s share capital will be determined by multiplying the number of UMG B.V. shares distributed by the price of UMG N.V.'s shares on the regulated market Euronext Amsterdam on the ex-date of the distribution in kind. At the date of this report, 60% of UMG N.V.'s share capital was valued at €19,800 million, as determined by experts, in connection with the contribution transactions that led, on February 26, 2021, to the aggregation within Universal Music Group B.V. ("UMG B.V.") of the entire share capital of each of Universal Music Group, Inc. ("UMG Inc.") and Universal International Music B.V. ("UIM B.V."), owned jointly by Vivendi and the Tencent-led consortium and representing a combined equity value of €33 billion.

If the price of UMG N.V. shares on the regulated market Euronext Amsterdam on the ex-date of the distribution in kind were to change the amount of the distribution in kind from the estimated valuation of €19,800 million, this change would result in an increase or decrease, as the case may be, of the amount of the interim dividend. In no event shall the amount of the distribution in kind exceed the sum of (i) the €5,312 million proposed to the General Shareholders' Meeting held on June 22, 2021 approved to be allocated to the accounts for the fiscal year ending December 31, 2020 as the special dividend, and (ii) the company's net earnings as of June 30, 2021, showing distributable earnings at least equal to the proposed amount of the interim dividend, with the amount having been certified by the Statutory Auditors (together, the "Ceiling").

Should the amount of the distribution in kind exceed the Ceiling, Vivendi's Management Board would have full powers to reduce the number of UMG N.V. shares distributed so that the amount of the distribution in kind is equal to the Ceiling. In such case, the distribution ratio would be less than one UMG N.V. share for one Vivendi share. Vivendi will issue a press release informing its shareholders of the final amount of the distribution in kind and confirming the ratio adopted for the distribution in kind or, as the case may be, informing its shareholders of the adjustment to the distribution ratio. In the event of an adjustment to the distribution ratio, the rights forming fractional shares shall be neither negotiable nor transferable. If the number of UMG N.V. shares to which a shareholder would be entitled to by application of the adjusted ratio does not correspond to a whole number of UMG N.V. shares, the shareholder will receive the number of UMG N.V. shares immediately below this number, plus a cash payment for the balance, the amount of which will be calculated based on the price at which the UMG N.V. shares corresponding to the fractional shares were sold.

Subject to the foregoing, the distribution in kind will be recognized as follows:

- concerning the special dividend, against the distributable earnings for €5,312 million. This total net amount to be charged to the accounts for the fiscal year ending December 31, 2020 corresponds to (i) net earnings for fiscal year 2020 of €3,009 million less the total amount of the ordinary dividend of €653 million, i.e., a net amount of €2,356 million, the General Shareholders' Meeting held on June 22, 2021 allocated this net amount to "Retained Earnings" prior to the adoption of the resolution relating to the payment of the special dividend; (ii) retained earnings carried over from prior years of €2,956 million; and
- concerning the special interim dividend to be decided by Vivendi SE's Management Board, pursuant to Article L.232-12 of the French Commercial Code (*Code de commerce*), provided that an interim balance sheet of Vivendi SE as of June 30, 2021, showing distributable earnings at least equal to the proposed amount of the interim dividend, with the amount having been certified by the Statutory Auditors, it would be paid out of the net earnings for the current fiscal year for an estimated €14,488 million. It is specified that the transaction in which Vivendi contributed its 80% interest in the share capital of each of UMG Inc. and UIM B.V. to UMG B.V. was carried out at fair value on February 26, 2021, as it was a cross-border transaction and a spin-off followed by a subsequent loss of control. This resulted in a capital gain of €23,361 million, recognized in Vivendi SE's earnings for the first half-year ended June 30, 2021, i.e., net earnings of €26,410 million.

Note 17 Provisions

(in millions of euros)	Note	June 30, 2021	December 31, 2020
Employee benefits (a)		839	839
Restructuring costs (b)		69	89
Litigations	22	455	411
Losses on onerous contracts		56	77
Contingent liabilities due to disposal (c)		10	10
Other (d)		310	304
Provisions		**1,739**	**1,730**
Deduction of current provisions		(617)	(670)
Non-current provisions		**1,122**	**1,060**

a. Includes deferred employee compensation as well as provisions for employee defined benefit plans but excludes employee termination reserves recorded under restructuring costs.

b. Primarily included provisions for restructuring at Canal+ Group (€49 million as of June 30, 2021, compared to €77 million as of December 31, 2020), Editis (€10 million as of June 30, 2021, compared to €1 million as of December 31, 2020) and UMG (€9 million as of June 30, 2021, compared to €11 million as of December 31, 2020).

c. Certain commitments given in relation to divestitures are the subject of provisions. These provisions are not significant, and the amount is not disclosed because such disclosure could be prejudicial to Vivendi.

d. Notably includes litigation provisions for which the amount and nature are not disclosed because such disclosure could be prejudicial to Vivendi.

Changes in provisions

(in millions of euros)	Six months ended June 30, 2021	Year ended December 31, 2020
Opening balance	**1,730**	**1,621**
Addition	183	507
Utilization	(157)	(206)
Reversal	(68)	(165)
Business combinations	20	6
Divestitures, changes in foreign currency translation adjustments and other	31	(33)
Closing balance	**1,739**	**1,730**

Note 18 Share-based compensation plans

18.1 Plans granted by Vivendi SE

18.1.1 Equity-settled instruments

Transactions relating to outstanding instruments that occurred since January 1, 2021 were as follows:

	Stock options			Performance shares	
	Number of outstanding stock options (in thousands)		Weighted average strike price of outstanding stock options (in euros)	Number of outstanding performance shares (in thousands)	
Balance as of December 31, 2020	**1,310**		**14.4**	**5,344**	
Granted	-		na	-	
Exercised / Issued	(944)	(a)	15.1	(1,084)	
Forfeited	(30)		17.2	-	
Cancelled	-		na	(447)	(b)
Balance as of June 30, 2021	**336**	(c)	**12.0**	**3,813**	(d)
Acquired / Exercisable as of June 30, 2021	**336**		**12.0**	**-**	
Rights acquired as of June 30, 2021	**336**		**12.0**	**631**	

na: not applicable.

a. During the first half of 2021, beneficiaries exercised stock options at the weighted average stock market price of €27.9.

b. At its meeting held on March 3, 2021, after a review by the Corporate Governance, Nominations and Remuneration Committee, the Supervisory Board acknowledged the achievement level of the objectives set for the cumulative fiscal years 2018, 2019 and 2020 under the performance share plan granted by the Supervisory Board on May 17, 2018. It was confirmed that all the criteria had been significantly met. However, given that the negative impact of the situation in Italy over the period was not reflected in the financial results, the Supervisory Board decided to set the final vesting rate of the 2018 performance share plan at only 75% of the initial grant. Consequently, 380,209 rights to performance shares, which were granted in 2018, were cancelled, of which 43,750 of such cancelled rights related to members of the Management Board. In addition, 67,086 rights were cancelled due to the termination of employment of certain beneficiaries.

c. At the stock market price on June 30, 2021, the cumulative intrinsic value of remaining stock options still exercisable could be estimated at €5 million.

d. The weighted-average remaining period prior to the delivery of performance shares was 1.6 years.

At its meeting on March 3, 2021, on the recommendation of the Governance, Nominations and Remuneration Committee, the Supervisory Board approved the principle of paying extraordinary compensation to employees and corporate officers of the group eligible for annual performance share grants[6], as follows:

- the extraordinary compensation is subject to completion, before year-end 2021, of the plan to distribute 60% of UMG's share capital and the plan to list UMG on the Euronext Amsterdam stock exchange, the regulated market of Euronext NV; and
- if the extraordinary compensation is paid, no performance shares will be granted for 2021 to employees and corporate officers.

Payment of the extraordinary compensation will be conditional upon the above transactions being completed and the employees and corporate officers remaining within the group at this date.

Pursuant to Article L. 22-10-34 II. of the French Commercial Code, payment of extraordinary compensation to corporate officers for 2021 would be subject to approval at the Annual General Shareholders' Meeting to be held in 2022.

18.1.2 Employee stock purchase and leveraged plans

For the first half 2021, Vivendi SE did not implement any employee shareholding scheme within the framework of an employee stock purchase plan and leveraged plan, reserved for employees, retirees and corporate officers of the group.

[6] *In 2020, 1.660 million performance shares were granted.*

Note 19 Borrowings and other financial liabilities

(in millions of euros)	Note	June 30, 2021 Total	Long-term	Short-term	December 31, 2020 Total	Long-term	Short-term	
Bonds	19.2	4,050	3,350	700	5,050	4,050	1,000	
Bank credit facilities	19.3	571	-	571	661	-	661	
Short-term marketable securities		-	-	-	310	-	310	
Bank overdrafts		9	-	9	10	-	10	
Accrued interest to be paid		16	-	16	16	-	16	
Cumulative effect of amortized cost	19.1	(14)	(13)	(1)	(17)	(16)	(1)	
Other		19	11	8	19	11	8	
Borrowings at amortized cost		**4,651**	**3,348**	**1,303**	**6,049**	**4,045**	**2,004**	
Commitments to purchase non-controlling interests		167	153	14	324	108	216	(a)
Derivative financial instruments		14	3	11	28	18	10	
Borrowings and other financial liabilities		**4,832**	**3,504**	**1,328**	**6,401**	**4,171**	**2,230**	
Lease liabilities	12	1,259	1,056	203	1,291	1,070	221	
Total		**6,091**	**4,560**	**1531**	**7,692**	**5,241**	**2,451**	

a. As of December 31, 2020, this included the firm commitment of €189 million related to the share buyback mandate under execution as of December 31, 2020.

19.1 Fair market value of borrowings and other financial liabilities

(in millions of euros)	June 30, 2021 Carrying value	Fair market value	Level (a)	December 31, 2020 Carrying value		Fair market value	Level (a)
Nominal value of borrowings	4,665			6,066			
Cumulative effect of amortized cost	(14)			(17)			
Borrowings at amortized cost	**4,651**	**4,779**	**na**	**6,049**		**6,228**	**na**
Commitments to purchase non-controlling interests	167	167	3	324	(b)	324	1 - 3
Derivative financial instruments	14	14	2	28		28	2
Borrowings and other financial liabilities	**4,832**	**4,960**		**6,401**		**6,580**	

na: not applicable.

a. The three classification levels for the measurement of financial assets at fair value are defined in Note 1.3.1 to the Consolidated Financial Statements for the year ended December 31, 2019 (page 267 of the 2020 Universal Registration Document).

b. Included the firm commitment (classified at fair value of Level 1) related to the share buyback mandate in force as of December 31, 2020; between January 5 and February 12, 2021, Vivendi repurchased 7,277 thousand of its own shares at an average price of €25.90 per share, for an aggregate amount of €189 million.

19.2 Bonds

(in millions of euros)	Interest rate (%) nominal	Interest rate (%) effective	Maturity	June 30, 2021		December 31, 2020
Bonds issued by Vivendi SE						
€700 million (June 2019)	0.000%	0.17%	Jun-22	700		700
€700 million (June 2019)	0.625%	0.67%	Jun-25	700		700
€700 million (June 2019)	1.125%	1.27%	Dec-28	700		700
€850 million (September 2017)	0.875%	0.99%	Sep-24	850		850
€600 million (November 2016)	1.125%	1.18%	Nov-23	600		600
€1 billion (May 2016)	0.750%	0.90%	May-21	-	(a)	1,000
€500 million (May 2016)	1.875%	1.93%	May-26	500		500
Nominal value of bonds				**4,050**		**5,050**

a. This bond was redeemed in full on April 26, 2021.

Bonds issued by Vivendi SE are listed on the Euronext Paris stock exchange.

Bonds issued by Vivendi SE contain customary provisions related to events of default, negative pledge and rights of payment (*pari-passu* ranking). They also contain an early redemption clause in the event of a change of control[7] if, as a result of any such event, the long-term rating of Vivendi SE is downgraded below investment grade status (Baa3).

19.3 Bank credit facilities

In the context of the planned distribution of 60% of UMG's share capital to Vivendi's shareholders and the listing of UMG's shares on the Euronext Amsterdam stock exchange, on March 24, 2021, UMG entered into an agreement concerning the setting up of a five-year €3 billion syndicated bank credit facility: a revolving credit facility of €2 billion and a term loan of €1 billion. UMG's ability to draw on these bank credit facilities was conditional upon its strict ring fencing from Vivendi, in particular the termination of UMG's cash pooling agreement with Vivendi, UMG Inc.'s inability to draw on Vivendi SE's bilateral credit facilities, and the repayment of UIM B.V.'s intra-group debt from Vivendi. On July 7, 2021, Vivendi and UMG completely separated their cash pooling and financing arrangements.

Vivendi SE

As part of the separation of the cash pooling and financing arrangements between Vivendi and UMG, Vivendi SE agreed with its banks to reduce the amount of its credit facilities.

On June 28, 2021, Vivendi SE's syndicated credit facility was reduced to €1.5 billion (compared to €2.2 billion previously) maturing in January 2026. As of the same date, Vivendi SE's eight bilateral credit facilities were reduced to an aggregate amount of €950 million (compared to €1.2 billion previously) maturing in January 2024. On July 7, 2021, Vivendi SE's eight bilateral credit facilities were reduced to an aggregate amount of €800 million.

These credit facilities do not require compliance with financial covenants, but contain customary provisions relating to events of default and covenants applicable to Vivendi in terms of negative pledge and merger transactions.

As of June 30, 2021, €2.234 billion of Vivendi SE's credit facilities were available, taking into account UMG Inc.'s drawings on Vivendi SE's bilateral credit facilities, on which it was a co-borrower for €216 billion.

As of July 26, 2021 (the date of Vivendi's Management Board meeting that approved the Condensed Financial Statements for the half-year ended June 30, 2021), taking into account the short-term marketable securities issued and backed by these credit facilities for €100 million, €2.2 billion of Vivendi SE's credit facilities were available.

[7] *Bolloré Group was carved out of the change-of-control provision under the bonds.*

Universal Music Group (UMG)

UMG bank credit facilities

As a reminder, since 2020, UMG Inc. has been an additional borrower under five of Vivendi SE's eight bilateral credit facilities up to the aggregate limit of €750 million as of December 31, 2020, which was reduced to €450 million as of June 30, 2021 (please see above). As of June 30, 2021, three of these credit facilities were drawn by UMG for €216 million.

In addition, UMG Inc. had its own credit facilities maturing in 2021 for an aggregate amount of $570 million, i.e., €470 million as of June 30, 2021, including a committed credit facility of €247 million maturing in September 2021. As of June 30, 2021, UMG Inc. had drawn on these credit facilities for an amount of €330 million, and on July 7, 2021, it repaid and canceled them.

On March 24, 2021, UMG B.V. and UMG Inc. reached an agreement for a syndicated revolving bank credit facility of €2 billion (drawings made in euros for UMG B.V. and in US dollars for UMG Inc.) for a five-year period, with two one-year extension options.

On the same date, UMG B.V. entered into a term loan of €1 billion maturing in October 2026. The ability for UMG to draw on these bank credit facilities was conditional upon its strict ring fencing from Vivendi. On July 7, 2021, Vivendi and UMG completely separated their cash pooling and financing arrangements after the following transactions were implemented:

- the termination of UMGT S.A.S.'s cash pooling agreement with Vivendi SE, with Vivendi SE returning the deposited amount of €146 million as of June 30, 2021;
- the repayment by UMG Inc. of its drawings on Vivendi SE's bilateral bank credit facilities for €216 million as of June 30, 2021; and
- the repayment by UIM B.V. of its intra-group borrowing from Vivendi SE, for €2,368 million.

On July 7, 2021, to finance the repayment of UIM B.V.'s intra-group borrowing from Vivendi SE, UMG B.V. drew on its term loan of €1 billion, as well as on the revolving credit facility for €1.24 billion. In addition, UMG Inc. drew on the same credit facility for $500 million, i.e., €416 million.

UMG borrowings and intra-group investments with Vivendi

UMG's intra-group borrowings and deposit positions with Vivendi SE were as follows:

(in millions of euros)	July 7, 2021	June 30, 2021	December 31, 2020
Universal International Music (UIM) B.V.	-	(2,368)	(2,368)
Universal Music Group Treasury (UMGT) S.A.S.	-	146	815
Net total	**-**	**(2,222)**	**(1,553)**

UMG's cash position

(in millions of euros)	June 30, 2021	December 31, 2020
Loans to Vivendi SE	**146**	**815**
of which Universal Music Group Treasury (UMGT) S.A.S.	*146*	*815*
Cash and cash equivalents	**755**	**326**
of which cash equivalents	*301*	*220*
cash	*454*	*106*
Cash position	**901**	**1,141**

Havas SA

Havas SA has committed credit facilities, undrawn as of June 30, 2021, granted by leading banks for an aggregate amount of €510 million, including €150 million maturing in 2023, €280 million maturing in 2024 and €80 million maturing in 2025. These credit facilities no longer require compliance with any financial covenants.

As of July 26, 2021 (the date of Vivendi's Management Board meeting that approved the Condensed Financial Statements for the half-year ended June 30, 2021), €83 million of Havas SA's credit facilities were available, taking into account the short-term marketable securities issued and backed by these credit facilities for €427 million.

Vivendi group

As of June 30, 2021, €2.7 billion of the Vivendi group's committed credit facilities were available.

As of July 26, 2021 (the date of Vivendi's Management Board meeting that approved the Condensed Financial Statements for the half-year ended June 30, 2021), €2.3 billion of the Vivendi group's credit facilities were available.

19.4 Borrowings by maturity

(in millions of euros)	June 30, 2021		December 31, 2020	
Maturity				
< 1 year (a)	1,304	*28%*	2,004	*33%*
Between 1 and 2 years	7	-	706	*12%*
Between 2 and 3 years	602	*13%*	602	*10%*
Between 3 and 4 years	1,551	*33%*	851	*14%*
Between 4 and 5 years	501	*11%*	702	*11%*
> 5 years	700	*15%*	1,201	*20%*
Nominal value of borrowings	**4,665**	***100%***	**6,066**	***100%***

a. Notably included Vivendi SE's bond maturing in June 2022 for €700 million and credit facility drawings made by UMG Inc. for €546 million (compared to €635 million as of December 31, 2020). As of December 31, 2020, they notably included Vivendi SE's bond redeemed in April 2021 for €1 billion and marketable securities issued by Vivendi SE for €310 million.

As of June 30, 2021, the average "economic" term of the group's financial debt, calculated based on the assumption that the available medium-term credit lines may be used to redeem the group's shortest term borrowings, was 4.5 years (compared to 4.8 years as of December 31, 2020).

19.5 Borrowings by type of interest rate

As of June 30, 2021, the nominal value of borrowings at a fixed interest rate amounted to €4,081 million (compared to €5,090 million as of December 31, 2020) and the nominal value of borrowings at a floating interest rate amounted to €584 million (compared to €976 million as of December 31, 2020).

As of June 30, 2021, and December 31, 2020, Vivendi did not subscribe to any pay-floating or pay-fixed interest rate swaps.

19.6 Credit ratings

As of July 26, 2021 (the date of the Management Board meeting that approved the Financial Statements for the half-year ended June 30, 2021), Vivendi's credit ratings were as follows:

Rating agency	**Type of debt**	**Ratings**	**Outlook**
Moody's	Long-term unsecured debt	Baa2	Negative outlook

Note 20 Related parties

Vivendi's main related parties are subsidiaries over which the group exercises an exclusive or joint control, and companies over which Vivendi exercises a significant influence (please refer to Note 23 to the Consolidated Financial Statements for the year ended December 31, 2020 and page 330 of the 2020 Universal Registration Document), as well as the group's corporate officers and their related entities, in particular Bolloré Group and its related parties.

20.1 Corporate officers

Bolloré Group – Compagnie de l'Odet (formerly Financière de l'Odet)

As of December 31, 2020, Bolloré Group held 320,521,374 Vivendi shares carrying an amount of 375,309,383 voting rights, i.e., 27.03% of Vivendi SE's share capital and 29.73% of the gross voting rights through the Compagnie de Cornouaille and Financière de Larmor, both wholly-owned subsidiaries of Bolloré SE.

On May 25, 2021, the simplified joint stock company, Compagnie de Cornouaille[8] reported to have individually crossed the 25% threshold of Vivendi SE's share capital and individually held 320,511,374 Vivendi shares representing 350,293,383 voting rights, i.e., 27.01% of the share capital and 28.29% Vivendi voting rights[9]. This threshold crossing is the result of the merger of the company Financière de Larmor with and into Compagnie de Cornouaille on the same date.

On this date, through the companies Compagnie de Cornouaille and Financière de l'Odet which he controls, Mr. Vincent Bolloré did not indirectly cross any threshold and held, directly and indirectly, 325,058,806 Vivendi shares representing 354,833,558 voting rights, i.e., 27.39% of the share capital and 28.66% of Vivendi's voting rights[7]. Compagnie de Cornouaille reported the following intentions for the next six months (AMF notice No. 221C1222 of May 27, 2021):

- the threshold crossing is the result of the transfer of Vivendi shares previously held by Financière de Larmor to Compagnie de Cornouaille, pursuant to the merger of Financière de Larmor with and into Compagnie de Cornouaille. This transaction did not require any financing;
- it has not entered into any agreement establishing a concerted action with respect to Vivendi;
- since April 26, 2017, Bolloré Group has met the criteria for exclusive control in accordance with IFRS 10, but not those set by Article L.233-3 of the French Commercial Code (*Code de commerce*); other than any acquisitions of Vivendi shares mentioned below, Bolloré Group does not wish to continue strengthening its control over Vivendi;
- it contemplates acquiring Vivendi shares depending primarily on market opportunities, specifying that it may also be required to sell Vivendi shares to avoid being in a position of crossing the 30% threshold of Vivendi's share capital or voting rights as a result of possible cancellations of Vivendi shares;
- Bolloré Group reiterates its confidence in Vivendi's capacity to develop and its willingness to support Vivendi in its strategy;
- it does not contemplate any of the transactions referred to in Article 223-17 I, 6° of the AMF's General Regulations (*Règlement Général*), subject to the transactions already announced by Vivendi regarding Universal Music Group (UMG);
- it is not party to agreements or instruments mentioned in 4° and 4° bis of I of Article L. 233-9 of the French Commercial Code (*Code de commerce*);
- it is not party to agreements referred to in Article 223-17 I, 8° of the AMF's General Regulations (*Règlement Général*); and
- it does not contemplate requesting the appointment of additional members to Vivendi's Supervisory Board or Management Board.

On June 25, 2021, as part of the payment of the dividend by Vivendi SE to its shareholders with respect to fiscal year 2020, Bolloré Group received a dividend of €198 million (compared to a dividend with respect to fiscal year 2019 of €192 million paid in 2020).

As of June 30, 2021, through the companies Compagnie de l'Odet and Compagnie de Cornouaille which he controls, Mr. Vincent Bolloré indirectly held 326,572,490 Vivendi shares bearing 358,164,809 voting rights, i.e., 28.42% of the share capital and 29.77% of Vivendi SE's gross voting rights.

As of July 26, 2021, following Vivendi SE's share capital reduction (please refer to Note 16), this interest represented 29.47% of Vivendi SE's share capital and 29.73% of the gross voting rights.

[8] *Controlled by Bolloré SE, which is ultimately controlled by Mr. Vincent Bolloré.*
[9] *On the basis of a capital composed of 1,186,700,603 shares representing 1,238,224,305 voting rights, pursuant to the second paragraph of Article 223-11 of the General Regulations.*

Related party agreement between Vivendi SE and Compagnie de l'Odet SE (formerly Financière de l'Odet SE)

On May 4, 2021, Vivendi SE and Financière de l'Odet SE entered into an agreement in the context of settlement negotiations between Vivendi SE and Mediaset and Fininvest.

Mediaset and Fininvest requested that Financière de l'Odet SE, acting on its own behalf and on behalf of its subsidiaries, enter into a five-year standstill commitment, alongside Vivendi SE, regarding the share capital of Mediaset and Mediaset España, as well as the share capital of any company holding more than 3% of either company. This commitment will also include divestment obligations and penalties, and a ban on exercising the rights attached to the shares concerned.

Financière de l'Odet SE has agreed, alongside Vivendi SE, to comply with the aforementioned standstill commitment, for a five-year period, alongside Vivendi SE, to the aforementioned standstill commitment. In return, Vivendi SE has undertaken to bear, without limitation as to amount or duration, all the consequences, damages, expenses and costs that Financière de l'Odet SE or any of its subsidiaries may incur as a result of an actual or alleged breach of the obligations undertaken by Vivendi SE under this standstill commitment, without Financière de l'Odet SE losing control over any litigation to which it may be subject.

As Financière de l'Odet SE indirectly holds more than 10% of the voting rights in Vivendi SE, and as four of its directors are members of Vivendi SE's Supervisory Board or Management Board, the Vivendi SE Supervisory Board, at its meeting held on May 3, 2021, after having reviewed the agreement between Vivendi SE and Financière de l'Odet SE, authorized the execution of the agreement in accordance with the requirements of Article L. 225-86 of the French Commercial Code (*Code de commerce*).

After several years of litigation, the execution of this agreement between Vivendi SE and Financière de l'Odet SE on May 4, 2021, enables the latter to give the requested commitment and satisfy a necessary condition to the completion of the proposed transaction with Mediaset and Fininvest (please refer to Note 22).

In accordance with Article L. 225-88 of the French Commercial Code (*Code de commerce*), this commitment was approved at the General Shareholders' Meeting held on June 22, 2021.

Other corporate officers

On June 22, 2021, Vivendi SE's General Shareholders' Meeting renewed the term of Ms. Véronique Driot-Argentin as a Supervisory Board member for a four-year term, and Ms. Sandrine Le Bihan as a Supervisory Board member representing employee shareholders for a four-year term, pursuant to paragraph 2 of Article 8-I.1. of Vivendi's by-laws.

20.2 Other related party transactions

Vivendi has not entered into any new significant transactions with related parties, existing or new, during the first half of 2021. For a detailed description of the transactions between Vivendi and its related parties, please refer to Note 23 to the Condolidated Financial Statements for the year ended December 31, 2020 (pages 330 to 333 of the 2020 Universal Registration Document).

(in millions of euros)	June 30, 2021	December 31, 2020
Assets		
Non-current financial assets	110	113
Of which Banijay Group Holding and Lov Banijay loans	*94*	*97*
Trade accounts receivable and other	84	90
Of which Bolloré Group	*5*	*5*
Vevo (held by Universal Music Group)	*33*	*31*
Telecom Italia	*25*	*36*
Banijay Group Holding	*2*	*2*
Other current financial assets	100	70
Of which Bolloré SE current account (a)	*100*	*70*
Liabilities		
Trade accounts payable and other	23	27
Of which Bolloré Group	*10*	*14*
Banijay Group Holding	*7*	*5*
Off-balance sheet contractual obligations, net	61	87
Of which Banijay Group Holding	*75*	*97*

	Six months ended June 30,	
(in millions of euros)	2021	2020
Statement of earnings		
Operating income	136	96
Of which Bolloré Group	*2*	*2*
Vevo (held by Universal Music Group)	*100*	*69*
Telecom Italia	*6*	*6*
Banijay Group Holding	*1*	*1*
Other (Interparfums, Groupe Nuxe and Groupe Dassault) (b)	-	-
Operating expenses	(53)	(54)
Of which Bolloré Group	*(17)*	*(16)*
Banijay Group Holding	*(20)*	*(18)*
Other (Interparfums, Groupe Nuxe and Groupe Dassault) (b)	-	-

a. On March 20, 2020, Vivendi SE and Bolloré SE entered into an intra-group cash management agreement on market terms to optimize investment and financing capacities within the two groups, in accordance with Article L. 511-7 of the French Monetary and Financial Code. Under this cash management agreement, on March 31, 2020, Vivendi SE advanced €150 million to Bolloré SE, repayable on first request by Vivendi SE. As of June 30, 2021, the outstanding amount of this advance amounted to €100 million (compared to €70 million as of December 31, 2020).

b. Certain Vivendi subsidiaries maintain business relationships, on an arm's-length basis, for non-significant amounts with Interparfums, Groupe Nuxe and Groupe Dassault.

Note 21 Commitments

21.1 Contractual obligations and commercial commitments

		Minimum future payments as of	
(in millions of euros)	Note	June 30, 2021	December 31, 2020
Contractual content commitments	11.2	7,544	7,803
Commercial commitments		(4,218)	(3,337)
Net commitments not recorded in the Consolidated Statement of Financial Position		**3,326**	**4,466**

As of June 30, 2021, Universal Music Group's (UMG) contribution to contractual content commitments represented a given commitment of €1,501 million (€1,337 million as of December 31, 2020) and in the commercial commitments represented a received amount of -€4,919 million (€3,975 million as of December 31, 2020). UMG's net contribution was a received net commitment of €3,418 million (€2,638 million as of December 31, 2020).

Off-balance sheet commercial commitments

	Minimum future payments as of	
(in millions of euros)	June 30, 2021	December 31, 2020
Satellite transponders	576	568
Investment commitments	86	89
Other	640	703
Given commitments	**1,302**	**1,360**
Satellite transponders	(67)	(90)
Other (a)	(5,453)	(4,607)
Received commitments	**(5,520)**	**(4,697)**
Net total	**(4,218)**	**(3,337)**

a. Includes minimum guarantees to be received by the group pursuant to distribution agreements entered into with third parties, notably internet service providers and other digital platforms.

21.2 Shareholders' agreements

Under existing shareholders' agreements (in particular at Canal+ Polska) and, more recently, in the context of the opening of Universal Music Group's share capital (please refer to Note 2), Vivendi holds certain rights (e.g., pre-emptive rights and rights of first offer) that give it control over the capital structure of its consolidated companies with minority shareholders. Conversely, Vivendi has granted similar rights to these other shareholders in the event that it sells its interests to third parties.

Moreover, pursuant to other shareholders' agreements or the bylaws of other consolidated entities, equity affiliates or unconsolidated interests, Vivendi or its subsidiaries have given or received certain rights (pre-emptive and other rights) entitling them to maintain their rights as shareholder.

In addition, in accordance with Article L. 225-100-3 of the French Commercial Code, it is hereby stated that certain rights and obligations of Vivendi under existing shareholders' agreements may be amended or terminated in the event of a change of control of Vivendi or a tender offer for Vivendi's shares.

These shareholders' agreements are subject to confidentiality provisions.

21.3 Other agreements

In the past, Vivendi SE has granted a number of guarantees on behalf of subsidiaries of UMG B.V. to third parties in relation to audit exemption procedures in the United Kingdom and the Netherlands. It obtained a counter-guarantee from UMG B.V. to indemnify it against any claims that could arise under these commitments as from the date of the distribution of UMG B.V. shares.

Note 22 Litigation

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

Certain Legal Proceedings involving Vivendi or its subsidiaries (as plaintiff or defendant) are described in the 2020 Universal Registration Document: Note 25 to the Consolidated Financial Statements for the year ended December 31, 2020 (pages 337 to 344). The following paragraphs update such disclosure through July 26, 2021 (the date of Vivendi's Management Board meeting that approved the Condensed Financial Statements for the half-year ended June 30, 2021).

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

LBBW *et al.* against Vivendi

On March 4, 2011, 26 institutional investors from Germany, Canada, Luxembourg, Ireland, Italy, Sweden, Belgium and Austria filed a complaint against Vivendi with the Paris Commercial Court seeking to obtain damages for losses they allegedly incurred as a result of four financial communications issued by Vivendi in October and December 2000, September 2001 and April 2002. Subsequently, on April 5 and April 23, 2012, respectively, two similar complaints were filed against Vivendi: the first by a US pension fund, the Public Employee Retirement System of Idaho, and the second by six German and British institutional investors. Lastly, on August 8, 2012, the British Columbia Investment Management Corporation also filed a complaint against Vivendi based on the same grounds. On January 7, 2015, the Paris Commercial Court appointed an independent court officer responsible for verifying the standing of the claimants and reviewing the documentation provided by them to evidence their alleged holding of securities, before commencing the proceedings on the merits. On July 7, 2021, the Court issued its decisions in these various cases. The Court found Vivendi not liable in the absence of fault relating to the publication of inaccurate financial statements, the dissemination of false information and Vivendi's general communications from October 2000 to August 2002. The Court therefore dismissed all the plaintiffs' claims and ordered them to reimburse Vivendi's costs in the amount of €1,085,000. The Court also ordered the provisional execution of the judgment.

California State Teachers Retirement System *et al.* against Vivendi

On April 27, 2012, 67 institutional foreign investors filed a complaint against Vivendi before the Paris Commercial Court seeking damages for losses they allegedly incurred as a result of the financial communications made by Vivendi between 2000 and 2002. On June 7 and September 5 and 6, 2012, 26 new plaintiffs joined these proceedings. In November 2012 and March 2014, 12 plaintiffs withdrew from these proceedings. On January 7, 2015, the Paris Commercial Court appointed an independent court officer responsible for verifying the standing of the claimants and reviewing the documentation provided by them to evidence their alleged holding of securities, before commencing the proceedings on the merits. On July 7, 2021, the Court issued its decisions in these various cases. The Court found Vivendi not liable in the absence of fault relating to the publication of inaccurate financial statements, the dissemination of false information and Vivendi's general communications from October 2000 to August 2002. The Court therefore dismissed all the plaintiffs' claims and ordered them to reimburse Vivendi's costs in the amount of €2,450,000. The Court also ordered the provisional execution of the judgment.

Mediaset against Vivendi

On April 8, 2016, Vivendi and Mediaset entered into a strategic partnership agreement pursuant to which the parties agreed to swap a 3.5% interest in Vivendi in exchange for a 3.5% interest in Mediaset and 100% of the share capital of the pay-TV company Mediaset Premium, a subsidiary of Mediaset.

Vivendi's purchase of Mediaset Premium was based on financial assumptions delivered by Mediaset to Vivendi in March 2016, which raised various questions within Vivendi that were addressed to Mediaset. As contractually agreed under the agreement dated April 8, 2016, a due diligence review was subsequently conducted (which was made on behalf of Vivendi by the advisory firm Deloitte). It became apparent from this audit and from Vivendi's analyses that the numbers provided by Mediaset prior to signing the agreement were not realistic and were founded on an artificially-inflated base.

Although Vivendi and Mediaset had been in discussions in an effort to find an alternative transaction structure to the April 8, 2016 agreement, on July 26, 2016, Mediaset terminated these discussions by publicly rejecting the proposal Vivendi had submitted to it. This proposal consisted of a swap of 3.5% of Vivendi's share capital in exchange for 20% of Mediaset Premium's share capital and 3.5% of Mediaset's share capital and, for the balance, the issuance by Mediaset to Vivendi of bonds convertible into Mediaset shares.

Subsequently, in August 2016, Mediaset together with its affiliate RTI, and Fininvest, Mediaset's majority shareholder, each filed a complaint against Vivendi before the Milan Civil Court seeking to obtain specific performance of the April 8, 2016 agreement and the related shareholders' agreement as well as compensation for alleged damages. In particular, the plaintiffs claimed that Vivendi had not filed its notification to the

European Commission with respect to the transaction and had thus prevented the last condition precedent to the completion of the transaction from being satisfied. Vivendi considered that despite its timely completion of the pre-notification process with the Commission, the Commission would not have accepted a formal filing while the parties were discussing their differences.

At the first hearing held in the case, the judge encouraged the parties to try to reach an amicable resolution of their dispute. To this end, on May 3, 2017, the parties began mediation proceedings before the Chamber of National and International Arbitration of Milan.

Despite this mediation, on June 9, 2017, Mediaset, RTI and Fininvest filed a further complaint against Vivendi seeking damages totaling €2 billion for Mediaset and RTI, and €1 billion for Fininvest, in connection with Vivendi's acquisition of Mediaset shares at the end of 2016. According to the plaintiffs, who had unsuccessfully requested that this action be consolidated with the first two, these acquisitions were made in breach of the April 8, 2016 agreement and of Italian media regulations and constitutive of unfair competition. In addition, the complaint included a demand that Vivendi be required to divest the Mediaset shares that were allegedly purchased in breach of applicable law and the April 8, 2016 agreement. Lastly, the plaintiffs had requested that, pending such divestiture, Vivendi be enjoined from exercising its rights (including voting rights) on such Mediaset shares.

On February 27, 2018, the Court noted the termination of the mediation proceedings. During a hearing held on December 4, 2018, Fininvest, RTI and Mediaset dropped, in respect of their first complaint, their claim for specific performance of the April 8, 2016 agreement, while pursuing their claim for compensation for alleged damages, in the amount of up to (i) €720 million for Mediaset and RTI, for non-performance of the April 8, 2016 agreement, and (ii) €1.3 billion for Fininvest, for non-performance of the above-mentioned shareholders' agreement, for the loss resulting from the change in the Mediaset share price between July 26 and August 2, 2016 and various damages relating to the alleged illegal acquisition of Mediaset shares by Vivendi at the end of 2016. Fininvest also sought damages for an amount to be determined by the Court for damages to its decision-making process and image.

At a hearing held on March 12, 2019, Vivendi requested that the Court suspend part of the proceedings pending the ruling of the Court of Justice of the European Union on the analysis of the compatibility of the Italian law on the protection of media pluralism (the "TUSMAR") with the Treaty on the Functioning of the European Union, which suspension was granted. The proceedings resumed following the decision of the Court of Justice of the European Union dated September 3, 2020 (see below), and a final discussion hearing was held before the Court of Milan on February 11, 2021, during which the parties presented their arguments.

The Court of Milan issued its decision on April 19, 2021. With respect to the first proceeding concerning the April 8, 2016 agreement relating to the acquisition of Mediaset Premium, the Court dismissed Fininvest's claim for damages (by ordering it to pay Vivendi approximately €345,000 in legal costs) and ordered Vivendi to pay Mediaset and RTI the total amount of €1,716,586 (plus approximately €46,000 in legal costs) for not having complied with certain preliminary contractual obligations under such agreement. With respect to the second proceeding concerning Vivendi's acquisition of Mediaset shares in the last quarter of 2016, the Court dismissed all of the claims of the Mediaset group and its shareholder Fininvest by ordering them to pay Vivendi approximately €374,000 in legal fees.

On May 3, 2021, the parties entered into a global agreement to end their disputes by waiving all litigation and claims between them. This agreement also provides for a gradual withdrawal of Vivendi from Mediaset's share capital over a five-year period and includes a standstill commitment, as well as a "good neighbor" agreement regarding free-to-air television. This settlement agreement took effect on July 22, 2021.

Other proceedings related to Vivendi's entry into the share capital of Mediaset

Following Vivendi's entry into the share capital of Mediaset by means of open market purchases of shares during the months of November and December 2016, culminating in a 28.80% shareholding, Fininvest stated that it had filed a complaint for market manipulation with the Milan public prosecutor's office and the Consob, the Italian financial markets regulator. As a result of this complaint, on December 11, 2020, the former Chairman of Vivendi's Supervisory Board and the Chairman of Vivendi's Management Board were notified of the "end of a preliminary investigation". Pursuant to the agreement entered into between Vivendi, Mediaset and Fininvest on May 3, 2021, which became effective on July 22, 2021, Fininvest withdrew its complaint. However, this will not automatically terminate the ongoing proceedings.

In addition, on December 21, 2016, the AGCOM, the Italian communications authority, opened an investigation into the compatibility between the increase in Vivendi's holdings in Mediaset's share capital and its position as shareholder of Telecom Italia under Italian media regulations.

On April 18, 2017, the AGCOM issued a decision in which it determined that Vivendi was not compliant with the regulations. Vivendi, which had 12 months to become compliant, appealed against this decision to the Regional Administrative Court of Lazio. Pending the decision on this appeal, the AGCOM acknowledged Vivendi's proposed action plan setting out how it would comply with the decision. On April 9, 2018, in compliance with the undertakings given to the AGCOM, Vivendi transferred the portion of its shareholding in excess of 10% of Mediaset's voting rights to an independent trustee, Simon Fiduciaria SpA. On November 5, 2018, the Regional Administrative Court of Lazio decided to suspend its decision and referred to the European Court of Justice the analysis of the compatibility of the Italian rule under Article 43 of the TUSMAR, as applied by AGCOM, with the free movement principle enshrined in the Treaty on the Functioning of the European Union. On September 3, 2020, the Court of Justice of the European Union ruled that the Italian regulations on the protection of media pluralism were contrary to EU law. Following this decision, on December 23, 2020, the Regional Administrative Court of Lazio annulled the above-mentioned

AGCOM decision of April 18, 2017. On January 22, 2021, Mediaset appealed against this decision. Mediaset dropped this appeal following the agreement reached between Vivendi, Mediaset and Fininvest on May 3, 2021, which came into effect on July 22, 2021

Prior to these latest developments, on December 11, 2020, AGCOM announced the opening of a new investigation against Vivendi, based on a provision (the "Salva Mediaset" amendment) passed by the Italian Parliament as part of the approval, in early December 2020, of emergency measures related to the health crisis. On the same day, Vivendi filed a complaint with the European Commission against this provision. On February 2, 2021, Vivendi challenged the opening of this investigation before the Regional Administrative Court of Lazio. On June 24, 2021, in light of the above-mentioned May 3, 2021 agreement, AGCOM issued a decision whereby it closed the investigation.

Proceedings related to the change in Mediaset's corporate structure

On July 2, 2019, Vivendi filed a complaint against Mediaset and Fininvest before the Milan Civil Court requesting the Court to (i) annul the resolution of the Mediaset Board of Directors adopted on April 18, 2019, preventing Vivendi from exercising the voting rights associated with the shares not transferred to Simon Fiduciaria SpA following the AGCOM's decision of April 18, 2017 (representing 9.61% of the share capital and 9.9% of the voting rights) at Mediaset's Extraordinary General Shareholders' Meeting held on April 18, 2019, and (ii) annul the resolution adopted by that meeting approving the implementation of a double voting rights system for shareholders who have held their shares for at least two years and who request such rights.

On June 7, 2019, Mediaset announced a plan to create MediaforEurope (MFE), a Netherlands-based holding company that would result from the merger of Mediaset SpA and Mediaset España. On September 4, 2019, the merger plan was approved by the Shareholders' Meetings of the Italian and Spanish companies, and then re-approved (due to the appeals filed by Vivendi) by the Shareholders' Meetings of Mediaset SpA and Mediaset España on January 10 and February 5, 2020, respectively. At both of the meetings held in Italy, Simon Fiduciaria SpA was deprived of its voting rights by Mediaset's Board of Directors and Vivendi initiated legal proceedings in Spain, Italy and the Netherlands. Following interim rulings issued by the Spanish and Dutch courts in Vivendi's favor, this merger plan, as initially envisaged, was abandoned.

On July 22, 2021, pursuant to the agreement entered into on May 3, 2021, among Vivendi, Mediaset and Fininvest, all pending proceedings in this matter were terminated.

Telecom Italia

On August 5, 2017, the Italian Government informed Vivendi that it was opening a formal investigation into whether certain provisions of Law Decree No. 21 of March 15, 2012 on special powers of the Italian Government relative to the defense and national security sectors (Article 1) and to activities of strategic importance in the fields of energy, transport and communications (Article 2), had been respected by Telecom Italia and Vivendi. Vivendi considered the provisions of that decree inapplicable to Vivendi. In particular, (i) Article 1, concerning the defense and national security sectors had never been hitherto declared and communicated to the market given the nature of the activities carried out by Telecom Italia, and (ii) Article 2, which relates to the energy, transport and communications sectors, does not apply to Vivendi since it refers to purchases of significant shareholdings made by non-European entities.

Additionally, and in the same timeframe as the above-mentioned investigation, on September 13, 2017, the Consob declared that Vivendi exercises de facto control over Telecom Italia. Vivendi and Telecom Italia formally contest this position and appealed to the Lazio Regional Administrative Court. On April 17, 2019, the Lazio Regional Administrative Court dismissed the appeal brought by Telecom Italia and Vivendi, each of which filed an appeal with the Italian Council of State on July 16 and 17, 2019, respectively. On December 14, 2020, the Italian Council of State ruled in favor of Vivendi and Telecom Italia. On June 11, 2021, Consob appealed against the Italian Council of State's decision before the Italian Court of Cassation.

On September 28, 2017, the Presidency of the Council of Ministers declared that (i) the notification made by Vivendi under Article 1 of the aforementioned legislative decree as a precautionary measure was made late and (ii) Telecom Italia had not made a notification under Article 2 of the decree following a change of control over its assets that are of strategic importance in the fields of energy, transport and communications. Therefore, the Presidency of the Council of Ministers launched proceedings against Telecom Italia for failing to make the required notification under Article 2 of the same legislative decree. Vivendi and Telecom Italia have appealed this finding.

Furthermore, by a decree dated October 16, 2017, the Italian Government decided to exercise the special powers laid down in Article 1 of the 2012 legislative decree, relative to the defense and national security sectors. This decree imposes a number of organizational and governance measures on Vivendi and Telecom Italia and its two subsidiaries, Telecom Italia Sparkle Spa ("Sparkle") and Telsy Elettronica e Telecomunicazioni Spa ("Telsy"). In particular, Telecom Italia, Sparkle and Telsy must have a division in charge of supervising all activities related to defense and national security, which is fully autonomous and endowed with human and financial resources sufficient to guarantee its independence, and to appoint to their governing bodies a member who is an Italian citizen, who is approved by the Italian Government and who has security clearance. It also requires the establishment of a supervisory committee under the auspices of the Council of Ministers (*Comitato di monitoraggio*) to monitor compliance with these obligations. On February 13, 2018, Vivendi and Telecom Italia filed an appeal against this decree with the Italian Presidency of the Council of Ministers. This appeal was dismissed on November 13, 2019.

In addition, by a decree dated November 2, 2017, the Italian Government decided to implement the special powers conferred by Article 2 of the 2012 legislative decree, relative to the fields of energy, transport and communications. This decree imposes on Telecom Italia the obligation to implement development, investment and maintenance plans for its networks to guarantee their operation and security, to provide universal service, and, more generally, to satisfy public interest in the medium and long term, under the control of the *Comitato di monitoraggio*, who must be notified of any reorganization of the Telecom Italia group's holdings or any project having an impact on the security, availability and operation of the networks. On March 2, 2018, Vivendi and Telecom Italia filed an appeal against this decree with the Italian Presidency of the Council of Ministers.

Finally, by a decree dated May 8, 2018, the Italian Government imposed an administrative fine of €74 million on Telecom Italia for failure to comply with its information obligations (failure to notify under Article 2 of Law Decree No. 21 of March 15, 2012, see above). On July 5, 2018, the Regional Administrative Court of Lazio suspended the enforcement of such fine.

Parabole Réunion

In July 2007, Parabole Réunion filed legal proceedings 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 and the alleged deterioration of the quality of channels made available to it. Pursuant to a decision dated September 18, 2007, Canal+ Group was prohibited, subject to being fined, from allowing third parties to broadcast these channels (or replacement channels substituted for these channels) and was ordered to replace the TPS Foot channel in the event it was dropped. Canal+ Group appealed this decision. In a ruling dated June 19, 2008, the Paris Court of Appeal partially overturned the decision and stated that these replacement channels were not to be granted exclusively if the channels had not been 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 November 10, 2009, the French Supreme Court dismissed the appeal brought by Parabole Réunion.

On September 24, 2012, Parabole Réunion filed a claim against Canal+ France, Canal+ Group and Canal+ Distribution before the enforcement magistrate of the Nanterre Court of First Instance seeking enforcement of the fine imposed by the Paris Tribunal of First Instance and confirmed by the Court of Appeal. 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 partially dismissed Parabole Réunion's claim and declared the rest inadmissible. He noted that Canal+ Group had no legal obligation with respect to the content or the maintenance of programming on channels made available to Parabole Réunion and held, after noting that the TPS Foot channel was still being produced, that there was no need to replace this channel. On April 11, 2013, Parabole Réunion filed a first appeal against this decision. On May 22, 2014, the Versailles Court of Appeal declared this appeal inadmissible due to Parabole Réunion's lack of representative capacity. 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 which, on May 12, 2016, upheld the decision of the Court of First Instance and dismissed all of Parabole Réunion's claims. In a decision issued on September 28, 2017, the French Supreme Court dismissed Parabole Réunion's appeal against the decision of the Paris Court of Appeal.

Concomitantly, 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 (i) make available a channel with a level of attractiveness similar to that of TPS Foot in 2006 and (ii) pay damages. On April 26, 2012, Parabole Réunion also filed a complaint against Canal+ France, Canal+ Group and Canal+ Distribution before the Paris Tribunal of First Instance requesting 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 legal proceedings were consolidated into a single proceeding. On April 29, 2014, the Paris Tribunal of First Instance partially recognized the admissibility of Parabole Réunion's claim with respect to the period following June 19, 2008 and established the contractual liability of Canal+ Group due to the deterioration of the quality of channels made available to Parabole Réunion. The Tribunal also ordered an expert report on the damages suffered by Parabole Réunion, rejecting the assessment provided by Parabole Réunion. On June 3, 2016, the Paris Court of Appeal upheld the April 29, 2014 decision of the Paris Tribunal of First Instance. Canal+ Group filed an appeal against this decision with the French Supreme Court, which was dismissed on January 31, 2018.

In an order issued on October 25, 2016, the Pre-Trial Judge held that the April 29, 2014 decision, in which Canal+ Group was ordered to compensate Parabole Réunion, established in principle a debt of Canal+ Group, even if the assessment of its amount was still to be finalized. The Judge ordered Canal+ Group to make an advance payment of €4 million. On January 17, 2017, the Paris Tribunal of First Instance ordered Canal+ Group to pay the sum of €37,720,000, with provisional enforceability. On February 23, 2017, Parabole Réunion appealed against this decision to the Paris Court of Appeal. On July 20, 2017, Canal+ Group filed its response to the appeal and a cross-appeal. Due to the failure of Parabole Réunion group to file its response within the time period prescribed by law, on December 8, 2017, Canal+ Group filed a motion raising the failure to meet such deadline and, consequently, seeking to invalidate the expert report ordered on October 12, 2017 (see below). On June 7, 2018, the Pre-Trial Judge of the Paris Court of Appeal issued an order dismissing the request for invalidation of the order to produce an expert report that was currently underway. Canal+ Group lodged a petition for review against this order, which it withdrew in October 2018, noting the progress of the production of the expert report.

On May 29, 2017, Parabole Réunion raised an incidental question in order to have the court appoint an additional expert to assess the loss in value of its business. On October 12, 2017, the Pre-Trial Judge of the Paris Court of Appeal granted this request and a judicial expert was appointed. On December 17, 2018, Parabole Réunion raised a new incidental question before the Pre-Trial Judge of the Paris Court of Appeal in order to have the court clarify the role of the judicial expert, who had halted his work. In an order issued on April 4, 2019, the Pre-Trial Magistrate of the Paris Court of Appeal decided that the judicial expert would formulate a hypothetical estimate of damages for the loss in value of the business based on the number of subscribers proposed by Parabole Réunion (i.e., 40,000), with the judicial expert specifying, if appropriate, whether the loss in value of the business resulted from the loss of 40,000 subscribers and/or potential new subscribers attributable to Canal+ Group. However, the Pre-Trial Magistrate (i) rejected Parabole Réunion's request to include in the judicial expert's additional work the assumption that the 40,000 subscribers referred to above had generated a certain EBIT margin and (ii) ordered Parabole Réunion to bear the costs of the incidental procedure. The judicial expert resumed his work in mid-April 2019. On May 19, 2020, Parabole Réunion filed a request with the Pre-Trial Judge of the Paris Court of Appeal to replace the judicial expert. In an order dated May 28, 2020, this request was rejected. On May 29, 2020, Parabole Réunion filed a new motion requesting that this order be set aside. This motion was rejected on November 26, 2020. On January 15, 2021, the judicial expert filed his final report.

On March 30, 2021, Parabole Réunion filed a motion seeking the recusal of the Pre-Trial Judge and submitted arguments for the nullity of the judicial expert's report. On May 18, 2021, the Pre-Trial Judge sent a letter to the parties informing them that Parabole Réunion's request for his recusal was denied. The file is scheduled to be closed on September 2, 2021, and oral arguments will be held on September 9, 2021.

Touche Pas à Mon Poste

On June 7, 2017, the French Broadcasting Authority (*Conseil Supérieur de l'Audiovisuel*) (the "CSA") decided to sanction C8 for a sequence broadcast on the show "TPMP" on December 7, 2016. The CSA considered that this sequence, in which the presenter of the show, Cyril Hanouna, and one of its columnists, Capucine Anav, are seen engaging in a game on set during an "off" sequence, undermined the image of women. The sanction consisted of the suspension of advertising broadcasts during the show, "Touche Pas à Mon Poste" and its rebroadcasts, as well as during the 15 minutes before and the 15 minutes after its broadcast, for a period of two weeks.

On the same date, the CSA sanctioned C8 for another sequence broadcast on the show "TPMP! La grande Rassrah" on November 3, 2016. The CSA considered that this new sequence, the filming by hidden camera of Matthieu Delormeau, a columnist for the show, violated his dignity. This sanction consisted of the suspension of advertising broadcasts during the show, "Touche Pas à Mon Poste" and its rebroadcasts, as well as during the 15 minutes before and the 15 minutes after its broadcast, for a period of one week.

On July 3, 2017, following the two decisions of the CSA, C8 filed two actions for annulment with the French Council of State (*Conseil d'Etat*). On July 4, 2017, C8 filed two claims for compensation with the CSA, which were tacitly rejected. On November 2, 2017, C8 appealed against each of these to the Council of State. On June 18, 2018, the Council of State dismissed C8's action for annulment of the CSA's first decision, but granted the second action, overturning the CSA's second decision. The Council of State's decision to dismiss C8's action for annulment of the CSA's first decision is the subject of an appeal pending before the European Court of Human Rights (ECHR), filed in December 2018. On November 13, 2019, the Council of State rejected the first claim for compensation but upheld the second, ordering the CSA to pay €1.1 million to C8 in compensation for the loss of a week's worth of advertising on its airwaves.

On July 26, 2017, the CSA decided to sanction C8 for a sequence broadcast on the show "TPMP Baba hot line" on May 18, 2017, considering that the channel violated the principle of respect for privacy and its obligation to combat discrimination, and imposed a monetary fine of €3 million. Following this decision, on September 22, 2017, C8 filed an action for annulment before the Council of State, which was dismissed on June 18, 2018. This decision is the subject of an appeal pending before the European Court of Human Rights, filed in December 2018. In addition, C8 filed a claim for compensation with the CSA, whose implicit rejection of it was challenged before the Council of State on January 25, 2018. On September 7, 2018, C8 withdrew its claim for compensation. In connection with the same case, on February 18, 2019, Canal+ Group sent a letter to the CSA requesting the cancellation of the aforementioned €3 million fine in light of the November 2018 statements made by a representative of the French association, Le Refuge, explaining that it had not received a complaint from an alleged victim of the hoax, contrary to its initial statements. On April 5, 2019, this request was rejected. An appeal against this decision was filed with the Council of State on June 5, 2019. The appeal was rejected on September 28, 2020. In March 2021, an appeal was filed with the ECHR against this decision, and the channel agreed, on the proposal of the Court, to enter into amicable settlement proceedings.

Canal+ Group against Mediapro

On September 18, 2020, Canal+ Group filed a complaint against Mediapro before the Nanterre Commercial Court for unequal treatment and discriminatory practices in the context of discussions that had taken place between the two companies regarding the distribution of the Telefoot channel, which has been discontinued. On October 2, 2020, the Nanterre Commercial Court referred the case to the Paris Commercial Court.

On November 20, 2020, Mediapro filed a complaint against Canal+ Group before the Paris Commercial Court, requesting the Court to rule that Canal+ Group (i) abused its dominant position in the channel distribution market by unfairly discriminating against Mediapro and (ii) made disparaging statements constituting unfair competition.

The two cases were joined at a hearing on February 8, 2021. A new hearing is scheduled for September 20, 2021, at which the timetable for the proceedings will be set. In parallel, Mediapro referred the matter to the French Competition Authority, which has opened an investigation. In this context, on June 21, 2021, Canal+ Group responded to a request for information from the French Competition Authority and the CSA.

Canal+ Group against the French Professional Football League

- On July 4, 2019, following the cancellation of a number of Ligue 1 matches between December 2018 and April 2019 due to the "Yellow Vest" protests in France with their postponement having been decided by the French Professional Football League (*Ligue de Football Professionnel*) (LFP) unilaterally, Canal+ Group filed a complaint against the LFP seeking damages for the loss suffered as a result of these postponements. Canal+ Group considers that, having acquired, at the time of the call for tenders, broadcasting rights to matches and magazines for identified time slots for the periods 2016/2017 to 2019/2020, the LFP infringed the rights acquired following the call for tenders. Canal+ Group is seeking €46 million in damages. During a hearing held on November 25, 2019, the LFP requested the dismissal of Canal+ Group's claims and raised a counterclaim requesting that the Canal+ Group be ordered to pay damages for the prejudice allegedly caused to it by the publicity surrounding these proceedings. On June 1, 2021, the Paris Commercial Court denied Canal+ Group's claims and ordered it to pay €10,000 to the LFP for the wrongful act of disparagement, as well as €50,000 for legal fees. Canal+ Group has appealed against this decision.
- On January 22, 2021, Canal+ Group brought summary proceedings against the LFP before the Paris Commercial Court, following the call for tenders launched by the LFP on January 19, 2021 for the sale of the League 1 rights returned by Mediapro and seeking, among other things, the cancellation of the call for tenders and an order requiring the LFP to pay Canal+ Group the difference between the price of lot 3 acquired by it in connection with the 2018 call for tenders and not included in the challenged call for tenders and its actual economic value. On March 11, 2021, the Paris Commercial Court issued its judgment, dismissing all of Canal+ Group's claims and ordering it to pay €50,000 for legal fees. On April 6, 2021, Canal+ Group appealed against this decision before the Paris Court of Appeal.

  On January 29, 2021, Canal+ Group also filed a complaint and a request for protective measures against the LFP before the French Competition Authority, in particular seeking to require the LFP to organize a new call for tenders for all League 1 broadcasting rights. On June 11, 2021, the French Competition Authority denied Canal+ Group's request for interim measures for lack of sufficiently probationary evidence. Canal+ Group has appealed against this decision.

BeIN Sports against Canal+ Group

As part of the 2018 call for tenders for the rights to broadcast the League 1 soccer championship for the 2020/2021 to 2023/2024 seasons, beIN Sports was awarded lot 3 and subsequently sub-licensed these rights to Canal+ Group. Following the return of the League 1 championship rights for lots 1, 2, 4, 5 and 7 by Mediapro in January 2021, the French Professional Football League (LFP) subsequently awarded these rights to Amazon on June 11, 2021, for an amount of €250 million (compared to the €780 million paid for these same lots when they were awarded to Mediapro). Considering the price paid by Canal+ Group for the rights to broadcast the lot 3 matches compared to the price of the matches sold to Amazon, Canal+ Group believes that it has been subjected to serious inequality of treatment and discriminatory practices. Accordingly, it has notified the LFP that it will no longer broadcast this lot 3 once the championship resumes in August 2021.

In parallel, Canal+ Group, in its capacity as licensee of the rights to lot 3, enjoined beIN Sports to take all legal measures to have the agreement relating to lot 3 that was signed between beIN Sports and the LFP declared null and void and to refer the matter to the French Competition Authority on the grounds of discriminatory practices and distortion of competition. Faced with beIN Sports' inaction, on July 12, 2021, Canal+ Group notified beIN Sports that it was suspending the performance of its obligations under the sub-license agreement, considering that BeIN Sports had failed to fulfill its essential obligation to take the above-mentioned legal measures. On July 16, 2021, beIN Sports, considering that the suspension of the performance of the sub-license agreement constituted a manifestly unlawful disturbance and exposed beIN Sports to imminent damages vis-à-vis the LFP, summoned Canal+ Group to appear before the Nanterre Commercial Court, requesting that the Court issue an order, subject to a fine in the event of non-compliance, requiring Canal+ Group to produce, broadcast and pay for the matches in lot 3 of the French Ligue 1 championship.

A hearing was held on July 20, 2021. A hearing took place on July 20, 2021. On July 23, 2021, the Nanterre Commercial Court dismissed beIN Sports' claims.

Maïtena Biraben against SECP

Maïtena Biraben challenged her termination by Canal+ for gross misconduct before the French Labor Court (*Conseils de Prud'hommes*). On September 27, 2018, the French Labor Court rendered its decision, finding that Ms. Biraben's termination was without justified cause. The Court ordered SECP to pay total amount of €3,246,456, representing €38,456 in backpay and paid leave, €148,000 in severance pay, €510,000 in damages and €2,550,000 in termination compensation. SECP appealed against this judgment. On June 23, 2021, the Versailles Court of Appeal upheld this first-instance judgment.

Canal+ Group against Technicolor

In December 2016, Canal+ Group and Technicolor entered into an agreement to manufacture and deliver G9 (for mainland France) and G9 Light (for Poland) set-top boxes. In 2017, Technicolor challenged the prices agreed with Canal+ Group and ultimately decided to terminate this agreement at the end of 2017. As a result, Canal+ Group brought summary proceedings against Technicolor before the Nanterre Commercial Court for breach of contract. On December 15, 2017, Canal+ Group's claim was dismissed. However, on December 6, 2018, the Versailles Court of Appeal ruled in its favor, recognizing the wrongful nature of the termination of contract by Technicolor. Technicolor filed an appeal before the French Supreme Court, which was dismissed on June 24, 2020.

In parallel, on September 2, 2019, Canal+ Group filed a complaint before the Paris Commercial Court against Technicolor for breach of its contractual commitments. In its complaint, Canal+ Group alleged that Technicolor failed to deliver the G9 and G9 Light set-top boxes in accordance with the manufacturing and delivery agreements entered into between the two companies. Canal+ Group is seeking reimbursement of additional costs incurred, alternative transportation costs, late payment penalties and the payment of damages. In turn, on October 9, 2019, Technicolor filed a claim for unpaid invoices against Canal+ Group, Canal+ Reunion, Canal+ Antilles and Canal+ Caledonia before the Nanterre Commercial Court. Oral argument took place on June 3, 2021. A decision is expected on October 22, 2021.

"Free-to-air"cases

On April 22, 2021, TF1, TMC, TFX, TF1 Séries Films, LCI, TF1 Films Production and GIE TF1 Acquisition of Rights filed a complaint against Canal+ Group and SECP before the Paris Court of Justice, claiming that Canal+'s national free-to-air broadcasting in March 2020 during the first lockdown constituted an act of piracy and unfair or prejudicial competition against them. The total amount of their claim is €11.3 million.

On April 23, 2021, France Télévision, France 2 Cinéma and France 3 Cinéma filed a complaint against SECP before the Paris Commercial Court on similar grounds. The total amount of their claim is €29.87 million.

In both of these cases, the parties are awaiting scheduling of the proceedings.

Audiovisual production obligations matter

On March 24, 2021, the CSA issued a formal notice to the Canal+ channel to "comply, in the future, with its obligations to contribute to the development of the production of heritage audiovisual works, independent heritage audiovisual works and French original heritage audiovisual works". The failures considered by the CSA relate to the 2018 and 2019 fiscal years. On May 19, 2021, Canal+ filed an appeal with the French Council of State (*Conseil d'Etat*) against this formal notice.

Soundgarden, Hole, Steve Earle and the estates of Tom Petty and Tupac Shakur against UMG

On June 21, 2019, the groups Soundgarden and Hole, Steve Earle, Tom Petty's ex-wife and Tupac Shakur's estate filed a class action lawsuit against UMG in the Central District Court of California relating to a 2008 fire that allegedly destroyed thousands of archived recordings.

The plaintiffs had alleged that UMG breached the terms of the contracts with the artists by failing to adequately protect the recordings. It is also argued that the Group should have shared the settlement proceeds received as a result of its negotiations with the insurance companies and NBC Universal. On July 17, 2019, UMG filed a motion to dismiss the lawsuit. On August 16, 2019, the plaintiffs filed an amended complaint removing Hole as a plaintiff and adding a number of claims. On September 6, 2019, UMG filed a new motion to dismiss. On March 13 and 23, 2020, most of the plaintiffs withdrew from the case, leaving Jane Petty (Tom Petty's ex-wife) as the only remaining plaintiff. On April 6, 2020, the Court granted UMG's motion to dismiss and dismissed Jane Petty's claims.

However, Jane Petty sought to pursue the case. On April 16, 2020, she filed an application for class certification, and, on April 27, 2020, she filed a second amended complaint. On May 18, 2020, UMG filed a motion to dismiss, which was granted on March 29, 2021, for lack of the plaintiff's standing, thereby closing this case.

John Waite, Syd Straw, The Dickies, Kasim Sulton and The Dream Syndicate against UMG Recordings, Inc.

On February 5, 2019, a class action lawsuit was filed against UMG Recordings, Inc. on behalf of a putative class of all recording artists who had requested the termination of their contracts with UMG pursuant to Section 203 of the Copyright Act which allows, under certain conditions, a creator who has contractually transferred the rights to his or her work to a third party to terminate such contract after 35 years. The complaint seeks to have the Court recognize the termination of the contracts of the artists involved in the litigation and also alleges copyright infringement, as UMG continued to use the recordings after the purported end date of the contract. On May 3, 2019, UMG Recordings filed a motion to dismiss. On June 15, 2019, the plaintiffs filed a First Amended Complaint adding artists Syd Straw, Kasim Sulton and The Dickies as additional plaintiffs. On August 31, 2020, a second Amended Complaint was filed, adding the Dream Syndicate as an additional plaintiff. On September 30, 2020, UMG and Capitol filed a response in which they made a counterclaim against plaintiffs Joe Ely and Syd Straw, alleging that they had exploited certain recordings without authorization. On November 18, 2020, following a settlement reached between UMG and Joe Ely, the Court acknowledged Joe Ely's withdrawal from the proceedings.

UMG Recordings, Inc. and Universal Music Publishing Group (along with the other major labels and publishers) against Cox Communications, Inc. and CoxCom LLC

On July 31, 2018, a complaint for copyright infringement was filed by UMG Recordings, Inc. and Universal Music Publishing Group (along with the other major labels and publishers including Sony and Warner) against Cox Communications, an Internet access and service provider, and its parent company CoxCom, for knowingly inducing and supporting copyright infringement by its customers, contrary to the provisions of the Digital Millennium Copyright Act (DMCA), which requires an Internet service provider to implement a termination policy against its repeat infringing customers. At the end of the trial, which took place in December 2019, the jury awarded the plaintiffs $1 billion in damages. Cox filed a motion seeking to reduce the amount of damages awarded to the plaintiffs. On January 21, 2021, the motion was dismissed, and the judge upheld the jury's verdict in the amount of $1 billion. Cox has indicated that it will appeal against this decision and has posted security to stay the execution of the judgment pending the appeal.

David Marks against UMG Recordings, Inc.

On May 13, 2021, David Marks, a former member of the Beach Boys, filed a class action lawsuit against UMG Recordings, Inc. in the U.S. District Court for the Central District of California for breach of contract and fraud. He alleges that UMG has understated the amount of royalties owed to him for streaming outside the United States. On July 7, 2021, UMG Recordings filed a motion to dismiss. On July 21, 2021, plaintiff filed an amended complaint.

EPAC against Interforum and Editis

In 2015, Interforum and EPAC Technologies Ltd ("EPAC") entered into an agreement for on-demand printing of books. In 2020, a disagreement arose regarding the performance of such agreement. On March 29, 2021, EPAC informed Interforum and Editis that it was terminating the agreement entered into in 2015, effective as of March 31, 2021, and filed a complaint against them before the Supreme Court of the State of New York. EPAC claims that the defendants have failed to pay invoices and failed to comply with several contractual obligations and is seeking damages from the defendants. Interforum and Editis deny these allegations.

Reti Televisive Italiane (RTI) against Dailymotion

Since 2012, several legal actions were filed by RTI, a subsidiary of Mediaset, against Dailymotion before the Civil Court of Rome. Similar to claims it has made against other major online video platforms, RTI is sought damages for infringement of its neighboring rights (audiovisual production and broadcasting rights) and unfair competition as well as the removal of the contested content from the Dailymotion platform.

- In one of these cases, on July 15, 2019, following a complaint filed on April 12, 2012, the Civil Court of Rome ordered Dailymotion to pay €5.5 million in damages to RTI and to remove the videos in question under penalty of fine. On September 11, 2019, Dailymotion appealed the decision to the Rome Court of Appeal and filed an application for a suspension of the provisional execution of the decision, which was granted on October 31, 2019.
- In another proceeding, following a claim dated September 28, 2015, the Civil Court of Rome, on January 10, 2021, ordered Dailymotion to pay €22 million in damages to RTI and to withdraw the videos in question or be subject to a fine

On July 22, 2021, as part of the global agreement entered into among Vivendi, Mediaset and Fininvest on May 3, 2021 (see above), a one-time lump sum payment of €26.3 million was made to RTI, putting an end to all of these disputes.

Tax audits

In the normal course of their business, Vivendi SE and its subsidiaries are subject to tax audits by the relevant tax authorities in the countries in which they conduct or conducted business. Various tax authorities have proposed adjustments to the financial results reported by Vivendi and its subsidiaries for fiscal year 2019 and prior years, under statutes of limitation applicable to Vivendi and its subsidiaries. In litigation situations, Vivendi's policy is to pay the taxes it intends to contest, and to seek a refund through appropriate legal proceedings. Regarding ongoing tax audits, no provision is recorded where the impact that could result from an unfavorable outcome cannot be reliably assessed. Vivendi Management believes that it has solid legal grounds to defend its positions for determining the taxable income of all its subsidiaries. Vivendi Management therefore considers that the outcome of the ongoing tax audits are unlikely to have a material impact on the group's financial position or liquidity.

French Tax Group and Consolidated Global Profit Tax Systems

Vivendi SE benefits from the French Tax Group System and, up until December 31, 2011 inclusive, it benefited from the Consolidated Global Profit Tax System pursuant to Article 209 quinquies of the French Tax Code. As from January 1, 2012, Vivendi SE benefits only from the French Tax Group System.

- Under the French Tax Group System, Vivendi is entitled to consolidate its own tax profits and losses with the tax profits and losses of the French subsidiaries that are at least 95% owned, directly or indirectly, by it. As of December 31, 2020, this mainly applies to

Canal+ Group, Havas Group, Editis and Gameloft entities in France, as well as the companies involved in the group's development projects in France (e.g., Vivendi Village and Dailymotion).

- Up until December 31, 2011, the Consolidated Global Profit Tax System enabled Vivendi to obtain a tax authorization which allowed the company to consolidate its own tax profits and losses with the tax profits and losses of subsidiaries that were at least 50% owned, directly or indirectly, by it and that were also located in France or abroad. This authorization was granted for an initial five-year period - from January 1, 2004 to December 31, 2008 - and was then renewed, on May 19, 2008, for a three-year period - from January 1, 2009 to December 31, 2011. As a reminder, on July 6, 2011, Vivendi filed a request with the French Ministry of Finance to renew its authorization to use the Consolidated Global Profit Tax System for a three-year period - from January 1, 2012 to December 31, 2014.
- In 2011, pursuant to changes in French Tax Law, the Consolidated Global Profit Tax System was terminated as of September 6, 2011, and the deduction for tax losses carried forward was capped at 60% of taxable income. Since 2012, the deduction for tax losses carried forward has been capped at 50% of taxable income.

The French Tax Group and Consolidated Global Profit Tax Systems have the following impact on the valuation of Vivendi's tax attributes (tax losses, foreign tax receivables and tax credits carried forward):

- In 2012, Vivendi, considering that it was entitled to use the Consolidated Global Profit Tax System up until the end of the authorization period granted by the French Ministry of Finance (i.e., until December 31, 2011), filed a contentious claim for a €366 million refund in respect of fiscal year 2011. In a decision dated October 25, 2017, marking the end of legal proceedings brought before administrative courts, the French Council of State (*Conseil d'Etat*) recognized that Vivendi had a legitimate expectation that it would be afforded the Consolidated Global Profit Tax System for the entire period covered by the authorization, including for the fiscal year ending December 31, 2011. Given that the power of final adjudication is vested in the French Council of State the amount of €366 million paid to Vivendi, coupled with moratorium interest of €43 million, was definitively acquired by Vivendi. As a result, Vivendi recorded a tax income of €409 million for the fiscal year ended December 31, 2017.
- Vivendi, considering that its foreign tax receivables available upon the exit from the Consolidated Global Profit Tax System could be carried forward after the end of the authorization period, requested a refund of the tax paid in respect of the fiscal year ended December 31, 2012. At the end of the legal proceedings initiated by Vivendi before the Administrative Court of Montreuil followed by the Versailles Administrative Court of Appeal, on December 19, 2019, Vivendi received a favorable decision from the French Council of State (*Conseil d'Etat*) regarding the use of foreign tax receivables upon exit from the Consolidated Global Profit Tax System. In addition, in light of the decision of the Court of First Instance in its litigation relating to the year 2012, Vivendi requested a refund of tax due for the year ended December 31, 2015. The decision of the French Council of State (*Conseil d'Etat*) on December 19, 2019, led the tax authorities to issue a refund of the tax paid by Vivendi for 2012 and to reduce the tax paid by Vivendi for 2015 automatically.
- After having succeeded before the French Council of State (*Conseil d'Etat*), which recognized Vivendi's right to (i) use the Consolidated Global Profit Tax System until the end of the authorization granted to it (French Council of State decision No. 403320 dated October 25, 2017, in respect of fiscal year 2011) and (ii) use foreign tax receivables upon exit from the regime in accordance with Article 122 bis of the French General Tax Code, i.e., over five years (French Council of State decision No. 426730 dated December 19, 2019, in respect of fiscal year 2012), Vivendi is now initiating proceedings relating to the enforceability of the five-year carry-forward rule. The purpose of this litigation is to restore Vivendi's right to use its remaining tax receivables, i.e., a total of €712 million of tax receivables that can be used without any time limit.
- The decision of the French Council of State (*Conseil d'Etat*) on December 19, 2019 resulted in the following measures:
  - in its Financial Statements for the year ended December 31, 2019, Vivendi recorded a current tax income of €473 million, i.e., €244 million with respect to fiscal year 2012 (€218 million principal and €26 million moratorium interest) and €229 million with respect to fiscal year 2015 (€203 million principal and €26 million moratorium interest); and
  - on December 27, 2019, the tax authorities repaid €223 million to Vivendi (€218 million principal and €5 million moratorium interest). In addition, in January 2020, the tax authorities repaid €250 million to Vivendi, i.e., a balance of €21 million with respect to moratorium interest for fiscal year 2012 and €229 million with respect to fiscal year 2015 (€203 million principal and €26 million moratorium interest).
- This decision allowed Vivendi to seek a refund of any additional corporate tax payment already made for the 2012-2016 period, notably following audit of its integrated subsidiaries, and will finally allow Vivendi to pay any future tax amount that will be claimed as a result of its own situation, or of its integrated subsidiaries, for the same 2012-2016 period.

Other tax audits

Regarding the tax audit for fiscal years 2008 to 2012, Vivendi SE is subject to a rectification procedure for which the tax authorities challenge the accounting and tax treatment of NBC Universal shares received in consideration of the sale of Vivendi Universal Entertainment shares in 2004. Additionally, the tax authorities challenge the deduction of the €2.4 billion loss recorded as part of the sale of these shares in 2010 and 2011. Proceedings were brought before the National Direct Tax System (*Commission Nationale des Impôts Directs*), which rendered its opinion on December 9, 2016 (which was notified to Vivendi SE on January 13, 2017), in which it declared the discontinuation of the adjustments suggested by the tax authorities. Moreover, given that the disagreement was based on administrative doctrine, Vivendi asked for its cancellation on the ground that it was tantamount to adding to the law. On May 29, 2017, the French Council of State (*Conseil d'Etat*) favorably received Vivendi's appeal for misuse of authority. By a letter dated April 1, 2019 and following various appeals, the tax authorities confirmed the continuation of the rectification procedure. On June 18, 2019, Vivendi therefore initiated legal proceedings before the tax department that issued the taxation in question. As no reply was received from the tax authorities, on December 30, 2019, Vivendi filed a complaint before the Administrative Court of Montreuil. On December 14, 2020, after almost one year had passed since the complaint was filed, the tax authorities filed a statement of defense, to which Vivendi replied on January 21, 2021. On February 3, 2021, the court registry issued a statement closing the investigation as of March 1, 2021.

In addition, the tax audit for fiscal years 2013 to 2016 continues in respect of the group's consolidated earnings. With regard to Vivendi's individual earnings, on June 4, 2020, the tax authorities proposed a set of adjustments for €33 million (base) for these four financial years. This proposal will lead to a correction of Vivendi's tax losses carried forward and will not result in any current tax liabilities as any tax claimed will be paid by way of foreign tax receivables. Following Vivendi's reply to this proposal on July 21, 2020, the administration confirmed its position on September 14, 2020. Vivendi does not fully agree with the positions taken by the tax authorities but does not intend, considering the issues at stake, to challenge them.

In respect of the US Tax Group, the tax audit for fiscal years 2011, 2012, and 2013 is now closed. On January 31, 2018, Vivendi was informed by the US tax authorities that fiscal years 2014, 2015 and 2016 were under audit, ongoing until December 31, 2020.

Concerning Canal+ Group, in proposed adjustments issued on June 4 and June 7, 2021, the French tax authorities challenged Canal+ Group's right to break down, by type of service and VAT rate, the revenues of composite offers comprising services that, if marketed separately, would be subject to different VAT rates. However, the tax authorities did not consider circumstances where, due to the French Treasury, Canal+ increased the amount of VAT by using this breakdown method. They also failed to take into account the deductibility from the corporate tax base of the VAT for which they expected payment for the years 2016 to 2019. The tax authorities also intend to impose penalties for deliberate non-compliance, even if Canal+ Group can demonstrate that its practice relies on formal positions taken by the tax authorities, both in the context of either direct responses that may have been given to it or previous tax audits or litigation initiated by the audited companies. In this context, Vivendi Management believes that it has solid legal grounds to defend its positions on the VAT assessment of its subsidiaries. Vivendi Management, therefore, considers that the outcome of the ongoing tax audits is unlikely to have a material impact on the group's financial position or liquidity.

With regard to the Havas Group, Havas SA initiated legal proceedings for the refund of the withholding tax paid by the company between 2000 and 2002 on the redistribution of dividends from European subsidiaries (€34 million). On July 28, 2017, following the filing of the case before the Paris Administrative Court and Court of Appeal and the Versailles Court of Appeal, the French Council of State (*Conseil d'Etat*) found that the appeal in cassation made by Havas against the decision of the Versailles Court of Appeal was inadmissible. This decision irrevocably ended the tax litigation and barred Havas from obtaining a refund of the withholding tax. To restore Havas's right to compensation, three combined actions were taken: (i) a claim before the European Commission, (ii) a filing before the European Court of Human Rights, and (iii) a claim for compensation under an action for damages against the French state.

At the time of the sale of GVT to Telefonica Brasil in May 2015, Vivendi realized a capital gain that was subject to withholding tax in Brazil. On March 2, 2020, the Brazilian tax authorities challenged the methods for calculating this capital gain and asked Vivendi to pay an amount of 1 billion BRL (i.e., approximately €160 million) in duties, late interest and penalties. This additional tax assessment and the refusal to take into account the reduction of the capital gain resulting from price adjustments were unsuccessfully challenged before the administrative authorities. Vivendi will take legal action to assert its rights and believes that it has a strong chance of succeeding. Accordingly, no provision has been recorded in the financial statements for the year ended June 30, 2021 in respect of this assessment.

Note 23 Subsequent events

The significant events that occurred between the closing date as of June 30, 2021 and July 26, 2021 (the date of Vivendi's Management Board meeting that approved the Condensed Financial Statements for the half-year ended June 30, 2021) were as follows:

- On July 7, 2021, Vivendi and UMG completely separated their cash pooling and financing arrangements (please refer to Note 19.3);
- On July 19, 2021, Pershing Square Tontine Holdings Ltd. (PSTH) informed Vivendi that it intended to assign its rights and obligations to acquire 10% of the share capital of Universal Music Group (UMG) under the agreements announced on June 20, 2021 to investment funds with significant economic interests or management positions held by Mr. William Ackman. Vivendi has decided to approve such request (please refer to Note 2);
- On July 22, 2021, Vivendi, Fininvest and Mediaset announced the closing of the global agreement reached on May 3, 2021 to put an end to their disputes, mutually all pending lawsuits and complaints (please refer to Notes 3.2 and 22).

Note 24 Illustrative information

Adjusted financial information for the upcoming deconsolidation of UMG following the distribution in kind of 60% of UMG

As part of the preparation of the report on the distribution in kind of 60% of UMG to its shareholders, Vivendi has prepared adjusted financial information to present an economic view of the group reflecting the anticipated loss of control of UMG following the distribution in kind of 60% of UMG.

This adjusted financial information has been prepared on the basis of Vivendi's consolidated financial statements, prepared in accordance with mandatory IFRS (International Financial Reporting Standards) as adopted in the European Union and IFRS standards as published by the International Accounting Standards Board (IASB).

This adjusted financial information is presented for illustrative purposes only. Therefore, it is not necessarily indicative of the financial position or performance that would have been recorded if the loss of control had actually occurred at an earlier date. It is also not indicative of Vivendi's financial condition or performance in future periods.

The purpose of this adjusted financial information is to simulate the effects of UMG's loss of control on Vivendi's consolidated statement of earnings and consolidated statement of cash flows.

With respect to its residual stake in UMG, Vivendi could, after UMG's stock market listing on Euronext Amsterdam and after payment of the distribution of 60% of UMG, either consider that it still has significant influence over UMG and consequently account for this interest using the equity method, or classify this interest as a financial asset. In the first case, earnings would be increased by the Group's share of UMG's earnings, while in the latter case, earnings would benefit from dividends paid by UMG to its shareholders.

Taking into account the 20% interest already sold to the Tencent-led consortium and the 10% interest that is in the process of being sold to the Pershing Square investment fund, Vivendi would retain a 10% interest in UMG. This should be recorded using the equity method as Vivendi will retain a significant influence on UMG at this stage. As a reminder, in accordance with the requirements of IAS 28 "Investments in Associates and Joint Ventures", the exercise of significant influence by an investor is evidenced by, among other things, participation in the policy-making process, including participation in decisions about dividends or other distributions.

The adjusted financial information presented below does not take into account (i) the consolidated statement of earnings, the 10% share of UMG's earnings or equity accounting company; nor (ii) the consolidated statement of cash flows or the 10% share of UMG's dividend.

Consolidated Statement of Earnings for the half-year ended June 30, 2021 adjusted as if the deconsolidation of UMG had occurred on January 1, 2021

	Six months ended June 30, 2021		
(in millions of euros)	Published (A)	Deconsolidation of UMG (B)	Adjusted (A+B)
REVENUES	**8,221**	**-3,827**	**4,394**
Cost of revenues	(4,421)	+2,043	(2,378)
Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations	(2,693)	+1,022	(1,671)
Restructuring charges	(37)	+9	(28)
Other operating charges and income	(4)	-	(4)
Adjusted earnings before interest and income taxes (EBITA)*	**1,066**	**-753**	**313**
Amortization and depreciation of intangible assets acquired through business combinations	(93)	+69	(24)
EARNINGS BEFORE INTEREST AND INCOME TAXES (EBIT)	**973**	**-684**	**289**
Income from equity affiliates - non-operational	(38)	-	(38)
			-
Interest	(21)	+9	(12)
Income from investments	117	-1	116
Other financial charges and income	(157)	+79	(78)
	(61)	***+87***	***26***
Earnings before provision for income taxes	**874**	**-597**	**277**
Provision for income taxes	(277)	+144	(133)
Earnings from continuing operations	**597**	**-453**	**144**
Earnings from discontinued operations	-	-	-
Earnings	**597**	**-453**	**144**
Non-controlling interests	(109)	+82	(27)
EARNINGS ATTRIBUTABLE TO VIVENDI SE SHAREOWNERS	**488**	**-371**	**117**
Adjusted net income*	**724**	**-453**	**271**

* non-GAAP measures.

Consolidated Statement of Earnings for the half-year ended June 30, 2020 adjusted as if the deconsolidation of UMG had occurred on January 1, 2020

	Six months ended June 30, 2020		
(in millions of euros)	Published (A)	Deconsolidation of UMG (B)	Adjusted (A+B)
REVENUES	**7,576**	**-3,455**	**4,121**
Cost of revenues	(4,101)	+1,816	(2,285)
Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations	(2,644)	+1,047	(1,597)
Restructuring charges	(53)	+8	(45)
Other operating charges and income	(43)	+17	(26)
Adjusted earnings before interest and income taxes (EBITA)*	**735**	**-567**	**168**
Amortization and depreciation of intangible assets acquired through business combinations	(75)	+51	(24)
EARNINGS BEFORE INTEREST AND INCOME TAXES (EBIT)	**660**	**-516**	**144**
Income from equity affiliates - non-operational	64	-	64
Interest	(16)	+5	(11)
Income from investments	15	-	15
Other financial charges and income	417	-441	(24)
	416	***-436***	***(20)***
Earnings before provision for income taxes	**1,140**	**-952**	**188**
Provision for income taxes	(299)	+214	(85)
Earnings from continuing operations	**841**	**-738**	**103**
Earnings from discontinued operations	-	-	-
Earnings	**841**	**-738**	**103**
Non-controlling interests	(84)	+65	(19)
EARNINGS ATTRIBUTABLE TO VIVENDI SE SHAREOWNERS	**757**	**-673**	**84**
Adjusted net income*	**583**	**-419**	**164**

Consolidated Statement of Earnings for the year ended December 31, 2020 adjusted as if the deconsolidation of UMG had occurred on January 1, 2020

	Year ended December 31, 2020		
(in millions of euros)	Published (A)	Deconsolidation of UMG (B)	Adjusted (A+B)
REVENUES	**16,090**	**-7,422**	**8,668**
Cost of revenues	(8,812)	+3,908	(4,904)
Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations	(5,484)	+2,146	(3,338)
Restructuring charges	(106)	+20	(86)
Other operating charges and income	(61)	+19	(42)
Adjusted earnings before interest and income taxes (EBITA)*	**1,627**	**-1,329**	**298**
Amortization and depreciation of intangible assets acquired through business combinations	(159)	+109	(50)
EARNINGS BEFORE INTEREST AND INCOME TAXES (EBIT)	**1,468**	**-1,220**	**248**
Income from equity affiliates - non-operational	126	-	126
Interest	(37)	+15	(22)
Income from investments	36	-	36
Other financial charges and income	589	-577	12
	588	***-562***	***26***
Earnings before provision for income taxes	**2,182**	**-1,782**	**400**
Provision for income taxes	(575)	+412	(163)
Earnings from continuing operations	**1,607**	**-1,370**	**237**
Earnings from discontinued operations	-	-	-
Earnings	**1,607**	**-1,370**	**237**
Non-controlling interests	(167)	+129	(38)
EARNINGS ATTRIBUTABLE TO VIVENDI SE SHAREOWNERS	**1,440**	**-1,241**	**199**
Adjusted net income*	**1,228**	**-936**	**292**

* non-GAAP measures.

Statement of Cash Flows for the half-year ended June 30, 2021 adjusted as if the deconsolidation of UMG had occurred on January 1, 2021

	Six months ended June 30, 2021		
(in millions of euros)	Published (A)	Deconsolidation of UMG (B)	Adjusted (A+B)
Operating activities			
EBIT	973	-684	289
Adjustments	335	-88	247
Content investments, net	(121)	+173	52
Gross cash provided by operating activities before income tax paid	***1,187***	***-599***	***588***
Other changes in net working capital	(234)	+172	(62)
Net cash provided by operating activities before income tax paid	***953***	***-427***	***526***
Income tax (paid)/received, net	(156)	+118	(38)
Net cash provided by operating activities	**797**	**-309**	**488**
Net cash provided by/(used for) investing activities	**(488)**	**-14**	**(502)**
Net cash provided by/(used for) financing activities	**294**	**-99**	**195**
Foreign currency translation adjustments of continuing operations	11	-7	4
Change in cash and cash equivalents	**614**	**-429**	**185**
Cash and cash equivalents			
At beginning of the period	**976**	**-326**	**650**
At end of the period	**1,590**	**-755**	**835**

Statement of Cash Flows for the half-year ended June 30, 2020 adjusted as if the deconsolidation of UMG had occurred on January 1, 2020

	Six months ended June 30, 2020		
(in millions of euros)	Published (A)	Deconsolidation of UMG (B)	Adjusted (A+B)
Operating activities			
EBIT	660	-516	144
Adjustments	436	-95	341
Content investments, net	(224)	+352	128
Gross cash provided by operating activities before income tax paid	***872***	***-259***	***613***
Other changes in net working capital	(239)	+118	(121)
Net cash provided by operating activities before income tax paid	***633***	***-140***	***493***
Income tax (paid)/received, net	160	+64	224
Net cash provided by operating activities	**793**	**-76**	**717**
Net cash provided by/(used for) investing activities	**(1,080)**	**+37**	**(1,043)**
Net cash provided by/(used for) financing activities	**563**	**-62**	**501**
Foreign currency translation adjustments of continuing operations	(32)	+20	(12)
Change in cash and cash equivalents	**244**	**-81**	**163**
Cash and cash equivalents			
At beginning of the period	**2,130**	**-336**	**1,794**
At end of the period	**2,374**	**-417**	**1,957**

Statement of Cash Flows for the year ended December 31, 2020 adjusted as if the deconsolidation of UMG had occurred on January 1, 2020

	Year ended December 31, 2020		
(in millions of euros)	Published (A)	Deconsolidation of UMG (B)	Adjusted (A+B)
Operating activities			
EBIT	1,468	-1,221	247
Adjustments	1,034	-214	820
Content investments, net	(1,481)	+1,517	36
Gross cash provided by operating activities before income tax paid	***1,021***	***+83***	***1,104***
Other changes in net working capital	294	-287	7
Net cash provided by operating activities before income tax paid	***1,315***	***-203***	***1,112***
Income tax (paid)/received, net	(89)	+206	117
Net cash provided by operating activities	**1,226**	**+3**	**1,229**
Net cash provided by/(used for) investing activities	**(1,644)**	**+31**	**(1,613)**
Net cash provided by/(used for) financing activities	**(674)**	**-61**	**(735)**
Foreign currency translation adjustments of continuing operations	(60)	+36	(24)
Change in cash and cash equivalents	**(1,153)**	**+10**	**(1,143)**
Cash and cash equivalents			
At beginning of the period	**2,130**	**-336**	**1,794**
At end of the period	**976**	**-326**	**650**

IV- Statement on the Financial Report for the half-year 2021

The following is a free English translation of the Statement on the Financial Report for the half-year 2021 issued in French and is provided solely for the convenience of English-speaking readers.

I state that, to my knowledge, the Condensed Financial Statements for the first half of 2021 have been drawn up in accordance with the applicable accounting standards and give a fair view of the assets and liabilities, and of the financial position and results of operations of the company and of all the entities included in its consolidation perimeter, and that the half-year management report, contained in the first part of this Financial Report, provides a fair view of the significant events that occurred during the first six months of the fiscal year and their impact on the half-year financial statements, of the main related party transactions and of the major risks and uncertainties for the remaining six months of the fiscal year.

Arnaud de Puyfontaine

Chairman of the Management Board

V- Statutory Auditors' Review Report on the Half-Yearly Financial Information

Period from 1 January 2021 to 30 June 30

This is a free translation into English of the statutory auditors' review report on the half-yearly financial information issued in French and is provided solely for the convenience of English-speaking users. This report includes information relating to the specific verification of information given in the Group's half-yearly management report. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the shareholders of VIVENDI SE

In compliance with the assignment entrusted to us by your Annual General Meetings and in accordance with the requirements of article L. 451-1-2 III of the French Monetary and Financial Code (*Code monétaire et financier*), we hereby report to you on:

- the review of the accompanying condensed half-yearly consolidated financial statements of VIVENDI SE, for the period from 1 January 2021 to 30 June 2021;
- the verification of the information presented in the half-yearly management report.

Due to the global crisis related to the COVID-19 pandemic, the condensed half-yearly consolidated financial statements for this period have been prepared and reviewed under special circumstances. Indeed, this crisis and the exceptional measures taken in the context of the health emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties regarding their future prospects. These measures, such as travel restrictions and remote working, have also had an impact on companies' internal organization and the performance of our procedures.

These condensed half-yearly consolidated financial statements are the responsibility of your Management Board. Our role is to express a conclusion on these financial statements based on our review.

I Conclusion on the financial statements

We conducted our review in accordance with professional standards applicable in France.

A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed half-yearly consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34 – standard of the IFRS relating to interim financial reporting, as endorsed by the European Union, and published by the International Accounting Standard Board..

II Specific information

We have also verified the information presented in the half-yearly management report on the condensed half-yearly consolidated financial statements subject to our review.

We have no matters to report as to its fair presentation and consistency with the condensed half-yearly consolidated financial statements.

Paris-La Défense, 28 July 2021

The Statutory Auditors

French original signed by:

Ernst & Young et Autres	Deloitte & Associés
Claire PAJONA	Thierry QUERON Géraldine SEGOND