

June 3<sup>rd</sup>, 2008

**vivendi**

Merrill Lynch  
*Telecommunication, Media,  
Technology Conference (TMT)*

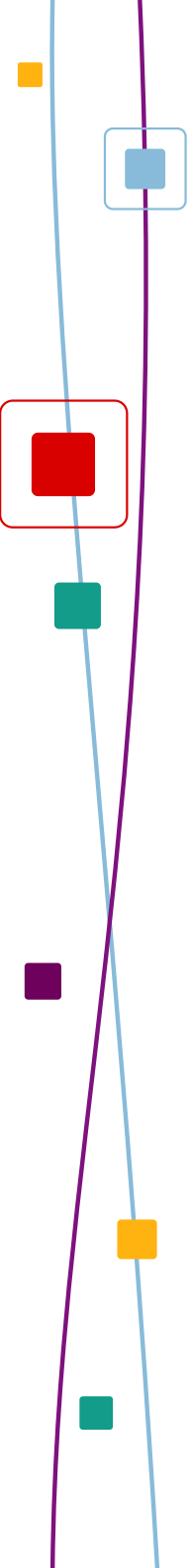
Jean-Bernard Lévy  
*Chairman of the Management Board &  
Chief Executive Officer*

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# Vivendi: A new dimension

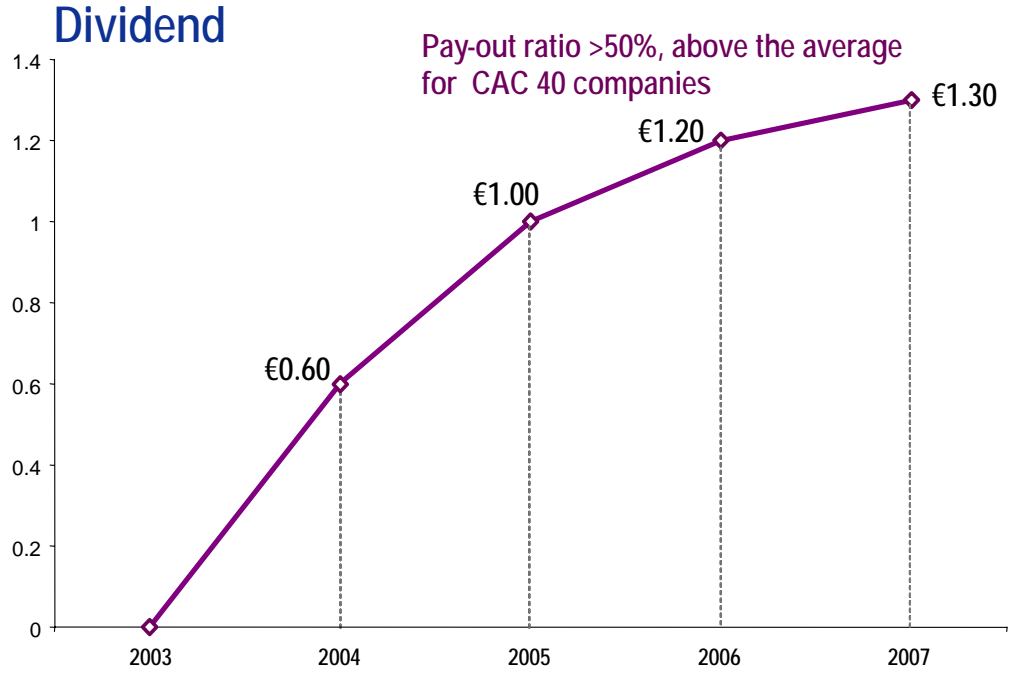
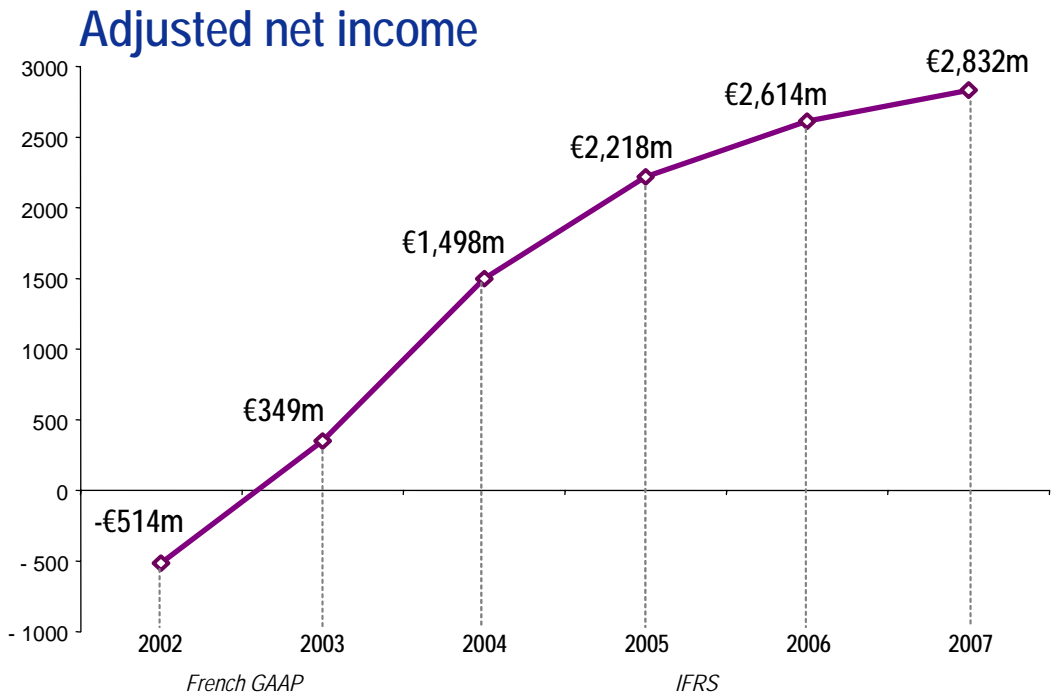
- 2007 Adjusted Net Income up 8.3% and dividend up 8.3%
- Q1 2008: quality results delivered by each business
- Four strategic transactions to strengthen our businesses
  - ➔ Increasing revenues from €20Bn in 2006 to approximately €30Bn in 2009
- In 2008, focus on integration and consolidation to generate maximum value
- Commitment to value creation and high return through dividends

## 2007: Strong year for Vivendi



■ Revenues:	€21,657m ; + 8.0%
■ EBITA:	€4,721m ; + 8.0%
■ Adjusted Net Income:	€2,832m ; + 8.3%
■ Cash Flow From Operations:	€4,881m ; + 9.3%
■ Dividend:	€1.30 per share, up 8.3%
	53.5% pay-out

# Each year, our results and our dividend increase



# 2008: a year of integration and consolidation

## Consolidation of recently acquired businesses:

- UMG: Deliver strategic benefits from Bertelsmann Music Publishing and Sanctuary
- Canal + Group: By 2010 deliver €350m/year from synergies following the acquisition of TPS
- Maroc Telecom Group: Optimize integration of new African subsidiaries

## Nearing completion of the two transforming deals announced at the end of 2007:

- Vivendi Games: Complete the merger of Activision and Vivendi Games to create Activision Blizzard, the world's largest, most profitable Pure-Play Video Game Publisher
- SFR: Finalize the tender offer and integrate Neuf Cegetel

# SFR / Neuf Cegetel: A leading Internet player

## Strategic rationale

- Create a real competitor to France Telecom in all market segments
- Offer a full service to meet customers' changing needs (incl. enterprise)
- Enhance fiber optic investment case
- Accelerate convergence opportunities
- Enhance SFR's growth profile
- Benefit from the take-off of mobile Internet

## SFR achieved control of Neuf Cegetel in April 2008

- French Finance Minister approval
- SFR owns 78% of Neuf Cegetel before the launch of the offer
- Simplified Public Purchase Offer for the remaining shares from May 19<sup>th</sup> through June 13<sup>th</sup>

# Vivendi Games and Activision to create Activision Blizzard: a worldwide leader

## Strategic rationale

- Investment in a high growth sector with excellent margins
- Leading and complementary businesses
- Unique portfolio of franchises on Consoles, PC, subscription-based online games
- World class management team
- Compelling financial rationale
- Realization of Blizzard and Vivendi Games' values

## Activision Blizzard: closing expected around the end of H1 2008

- US regulatory approval
- European regulatory approval
- Proxy filing with SEC
- Activision shareholders' meeting  
Vivendi to own 52% of Activision Blizzard
- Activision Blizzard to launch a tender offer at \$27.50/share



## Highlights of first quarter 2008

### UMG strongly improved results

- Revenues: +6.8% at constant currency
- EBITA: +111.1% c.c



- Continuous increase in digital revenues
- Integration of BMGP and Sanctuary
- New music offering with MySpace

### Canal + Group's strong performance

- Revenues: +4.5%
- EBITA: +16.6% excluding transition costs



- More than €150m synergies already achieved
- Best of "Ligue1" offer at lower cost
- Launch of *Canal+ on demand*

### SFR's mobile activity returns to growth

- Mobile revenues: +4.1%
- Mobile EBITDA: +1.2%



- Increase in customer base and data
- Mobile Internet taking off and mobile revenue growth
- Achieved control of Neuf Cegetel

### Maroc Telecom Group development

- Revenues: +13.8% c.c
- EBITDA: +9.1% c.c



- Continued increase in customer base
- Leadership in all market segments

### Vivendi Games maintains strong momentum

- Irrelevant comparison vs. Q1 2007 given the success of *Burning Crusade*. 2<sup>nd</sup> expansion pack expected in H2 2008



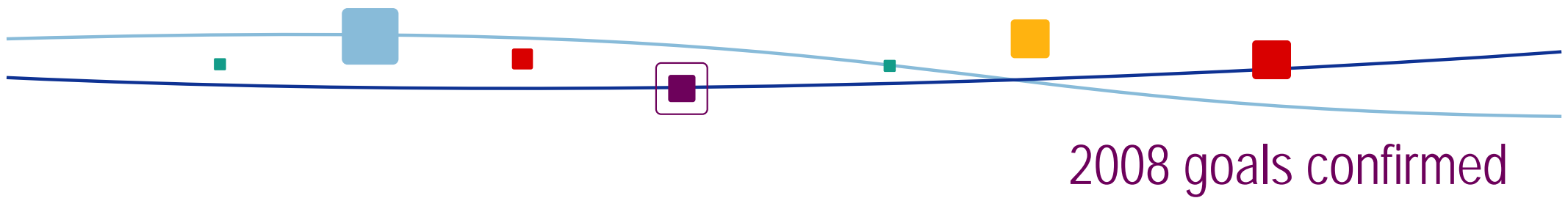
- 2 million additional subscribers to *World of Warcraft* in 1 year, including above 700,000 additional subscribers in Q1 2008

# Vivendi balance sheet management

- We have significantly releveraged Vivendi's balance sheet following recent strategic transactions
- Financing has been secured at very good conditions. Present liquidity level is enough to face all outstanding acquisitions, including Canal+ France minorities
- Investment grade rating will be maintained (BBB)
- This may mean a limited capital increase with preferential subscription rights for existing shareholders. However, this capital increase could be avoided, depending upon the outcome of the Activision tender offer

## Our 2008 priorities

- Successful outcome of bidding process for football rights by Canal+, 23% below previous contract
- Close the acquisition of Neuf Cegetel by SFR
- Close the merger to create Activision Blizzard
- Focus on efficient execution of previously announced transactions
- Deliver strong results driven by Canal+ Group, Maroc Telecom Group and Vivendi Games



- Deliver a strong operating performance with a 2008 profit growth expected to be similar to 2007 at constant perimeter, driven by Canal+ Group, Maroc Telecom Group and Blizzard
- Maintain a distribution rate of at least 50% of Adjusted Net Income

# Vivendi: Exceptionally well positioned

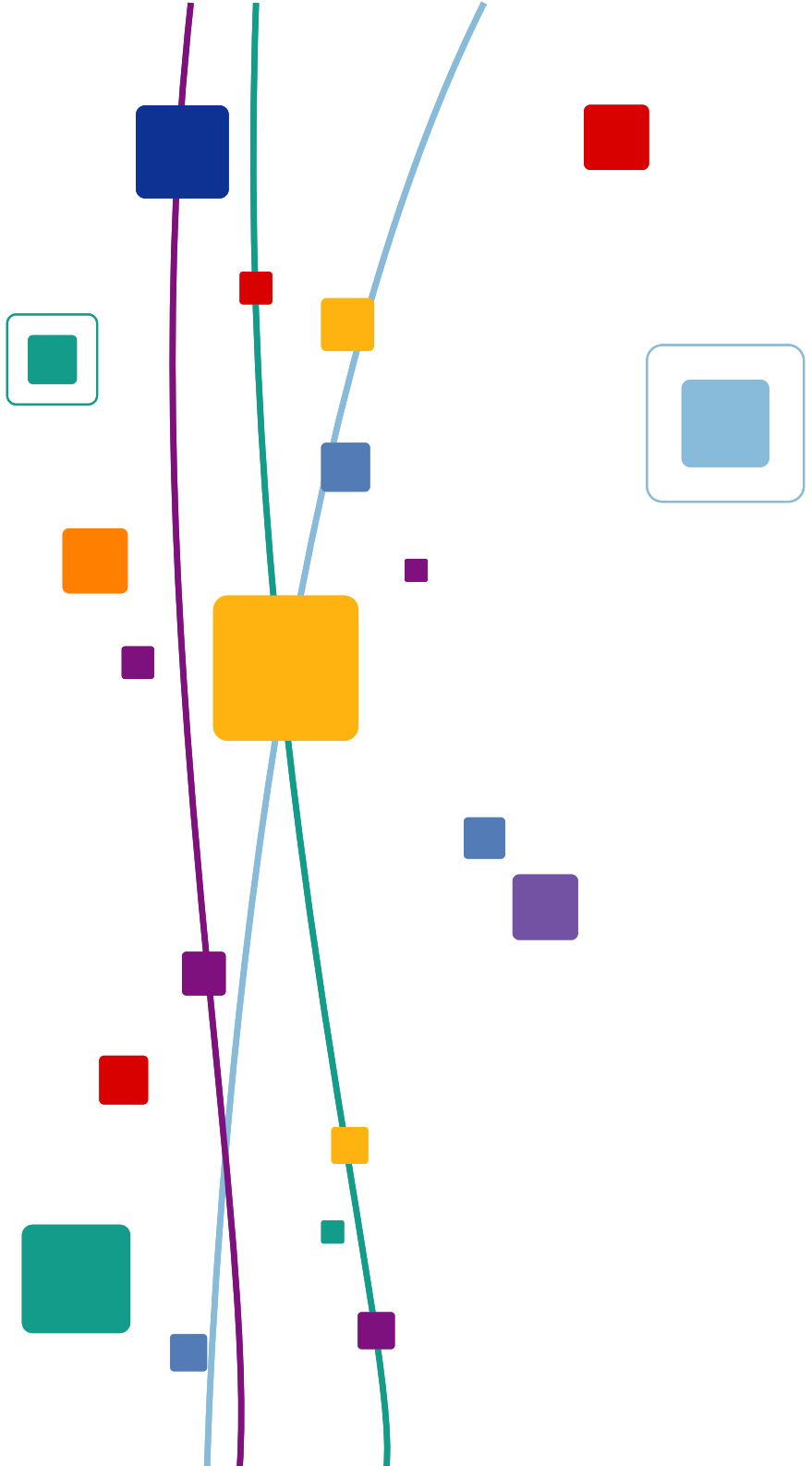
## ■ Growth dynamics:

- Strong customer demand for content distributed through fixed and mobile broadband networks
- Creative talents, innovation and strong brands drive market share gains
- Investment in fastest growing segments: videogames, on-line content, 3G, fixed broadband...
- Penetration of developing markets: videogames in Asia, telecommunications in Africa

## ■ Resistance to market volatility:

- Non-cyclical revenues through subscriptions with high visibility
- Continuous cost management
- Low sensitivity to dollar
  - 10% dollar depreciation  
→ only -0.6% impact on Vivendi revenues, no impact on EBIT

## ■ Good cash conversion providing strong dividend distribution to shareholders




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Appendices

# Vivendi: A leader in digital entertainment and a leader in all its businesses

## vivendi

100%



UNIVERSAL  
UNIVERSAL MUSIC GROUP

#1 Worldwide in music


100% / 65%



CANAL+  
GROUPE

#1 in pay-TV in France and Poland

56%




SFR

# 2 among mobile operators  
#1 in 3G services in France

~78% of **neuf cegetel**\*

53%



Maroc  
Telecom

# 1 in fixed-line, mobile and internet in Morocco

100%



vivendi  
games

# 1 Worldwide in online gaming

20%



NBC UNIVERSAL

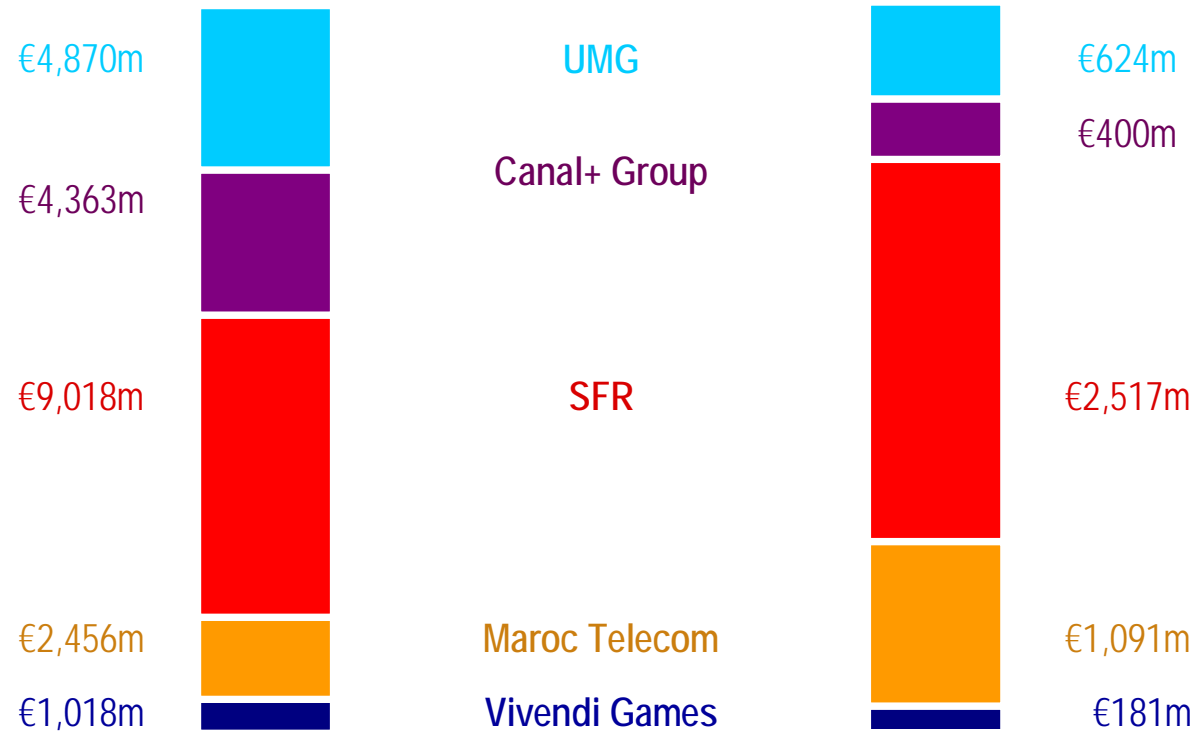
World leader in entertainment

\*Tender offer currently in process for the remaining shares publicly owned

# 2007 results by business

Revenues:  
€21.7bn: +8.0%

EBITA :  
€4.7bn: +8.0%



# Vivendi: 2007 Adjusted Statement of Earnings

<i>In euro millions – IFRS</i>	2007	2006	Change	
			<i>in m€</i>	%
1 Revenues	21,657	20,044	1,613	+ 8.0%
■ 2 EBITA	4,721	4,370	351	+ 8.0%
3 Income from equity affiliates	373	337	36	+ 10.7%
4 Interest	(166)	(203)	37	+ 18.2%
5 Income from investments	6	54	(48)	- 88.9%
6 Provision for income taxes	(881)	(777)	(104)	- 13.4%
7 Minority interests	(1,221)	(1,167)	(54)	- 4.6%
■ 8 Adjusted Net Income	2,832	2,614	218	+ 8.3%

# First quarter 2008 revenues

<i>In euro millions - IFRS</i>	Q1 2008	Q1 2007	% Change	% Change at constant currency
Universal Music Group	1,033	1,027	+ 0.6%	+ 6.8%
Canal+ Group	1,115	1,067	+ 4.5%	+ 4.2%
SFR	2,302	2,096	+ 9.8%	+ 9.8%
<i>o/w Mobile</i>	2,176	2,091	+ 4.1%	+ 4.1%
<i>o/w Fixed and ADSL</i>	126	5	na*	na*
Maroc Telecom Group	614	550	+ 11.6%	+ 13.8%
Vivendi Games	221	291	- 24.1%	- 18.2%
Non Core and others, and elimination of intersegment transactions	(5)	(11)	+ 54.5%	+ 54.5%
<b>Total Vivendi</b>	<b>5,280</b>	<b>5,020</b>	<b>+ 5.2%</b>	<b>+ 6.9%</b>

\*na: not applicable

Consolidation of BMGP since May 2007 and Sanctuary since August 2007

Consolidation of Tele2 France since July 2007

Launch of *World of Warcraft* first expansion pack in Q1 07; Second expansion pack expected in H2 08

# First quarter 2008 EBITA

Two extra days of Ligue1 matches vs Q1 07: -€32m  
Transition costs of -€27m in Q1 08 vs. -€5m in Q1 07

Launch of SFR ADSL offer and integration of Tele2 France

<i>In euro millions - IFRS</i>	Q1 2008	Q1 2007	% Change
Universal Music Group	111	57	+ 94.7%
Canal+ Group	170	164	+ 3.7%
SFR	624	643	- 3.0%
<i>o/w Mobile</i>	652	647	+ 0.8%
<i>o/w Fixed and ADSL</i>	(28)	(4)	na*
Maroc Telecom Group	268	256	+ 4.7%
Vivendi Games	50	107	- 53.3%
Holding & Corporate	(11)	46	na*
Non Core and others	(9)	1	na*
<b>Total Vivendi</b>	<b>1,203</b>	<b>1,274</b>	<b>- 5.6%</b>

Launch of *World of Warcraft* first expansion pack in Q1 07; Second expansion pack expected in H2 08

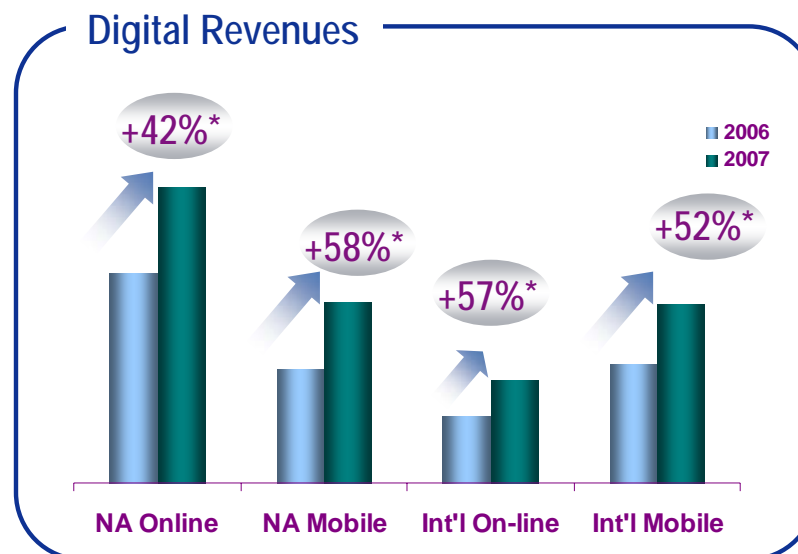
Non-recurring VAT litigation positive impact of €73m

\*na: not applicable

In Q1 08, EBITA included a net reduction in the provision for stock options and other share-based compensation plans (+€38 million)

## Performance and events

- Increased market share in all major markets
- Digital revenues increased by 51%\* in 2007
- Maintain strong EBITA margin: 13% in 2007
- New music offering with MySpace announced in April 2008



## 2008 priorities

- Finalize successful integration of BMGP and Sanctuary
- Lead the transition to digital distribution with innovative models  
Digital revenues increased by 30%\* in Q1 2008
- Pioneer new initiatives similar to the music offering with MySpace announced in April 2008
- Continue to implement operational efficiencies to maximize profitability

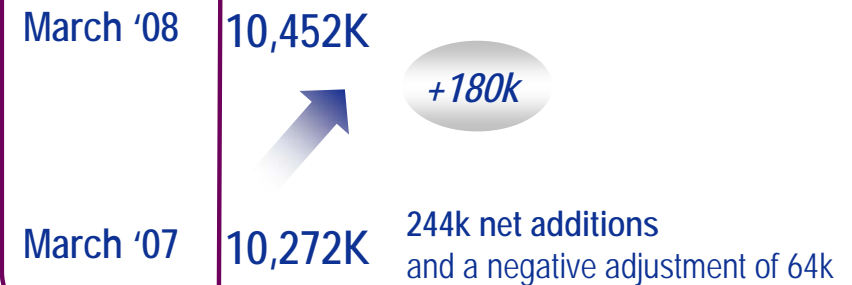
\*at constant currency

# Canal+ Group:

## Performance and events

- Increased subscription base
- Half way to 2010 EBITA target: €1Bn, 20% margin
- Integration process of TPS nearly completed:
  - €150m synergies already achieved in 2007
  - Transition cost in line with plan
- Contracts renewed with leading thematic channels

## Increase in subscription base\*



## 2008 priorities

- Secure the best "Ligue" 1 soccer offer at lower cost: 23% cost-savings
- Successfully complete the technical migration of TPS subscribers
- Develop new services: launch of *Canal+ on Demand* early 2008, deployment of Canal+ website, [www.canalplus.fr](http://www.canalplus.fr)
- Pursue digitization of Canal+ subscribers  
Canal+ Le Bouquet represented 74% of the total portfolio of Canal+ end of March 2008

## Two complementary offers



*“Expect more from TV”*

- 6 general-interest premium channels with a pick-of-the-best content
- Recent and exclusive programs
- A unique model

CANAL+ Group’s flagship offer



*“The experts of all your passions”*

- 300 channels covering all themes
- A selection of the best channels, including 58 exclusive ones
- A wide-spread model

A complementary offer

Over €2Bn invested in content

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## Canal+ Group: 2010 objectives are confirmed

- Robust growth in projected revenues:
  - > €5 billion in annual income
  - 11.5 million subscriptions to Canal+ France

- Significant cost synergies projected:
  - > €350 million euros

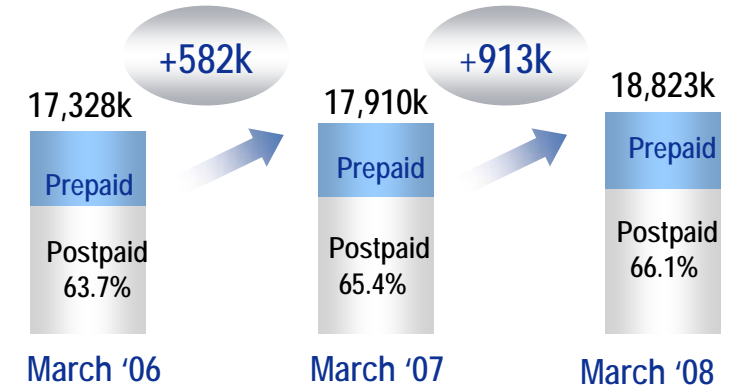
2010 EBITA  
> €1 billion

## Performance and events

- Strong commercial dynamics:
  - #1 in net adds in metropolitan France in 2007
  - 15% market share of net adds vs. 7% in Q1 2007
  - Successful mobile internet access offers
- Return to growth in mobile service revenues:
  - +0.9% in 2007
  - +2.8% in Q1 2008
- Highest mobile EBITDA margin in France: 39.6% in 2007

## Strong recruitment with improved customer mix

### Mobile customer base



## 2008 priorities

- Close the transaction with Neuf Cegetel
- Consolidate leadership in network quality and services
- Grow mobile Internet and maintain #1 position
- Pursue operational excellence: cost savings program and reduction of capex

## SFR: First quarter 2008 key metrics

<i>(including SRR)</i>	Q1 2008	Q1 2007	Change
Customers (in '000) *	18,823	17,910	+5.1%
Proportion of postpaid clients *	66.1%	65.4%	+0.7pt
3G customers (in '000) *	4,428	3,133	+41.3%
Market share on customer base (%) *	33.8%	34.4%	-0.6pt
Network market share (%)	36.1%	35.9%	+0.2pt
12-month rolling blended ARPU (€/year) **	437	450	-2.9%
12-month rolling postpaid ARPU (€/year) **	566	587	-3.6%
12-month rolling prepaid ARPU (€/year) **	187	199	-5.6%
Net data revenues as a % of service revenues**	16.2%	13.7%	+2.5%
Prepaid customer acquisition costs (€/gross adds)	28	23	+18.2%
Postpaid customer acquisition costs (€/gross adds)	217	205	+5.8%
Acquisition costs as a % of service revenues	7.7%	6.1%	+1.6pt
Retention costs as a % of service revenues	5.1%	5.5%	-0.4pt



\* Excluding wholesale customers (MVNO), estimated at 1,302k at the end of March 2008, compared to 756k at the end of March 2007

\*\* Including mobile termination

# Neuf Cegetel 2007 key figures

## Neuf Cegetel key figures

in millions of euros, IFRS

	2006	2007	07 vs 06
<b>Net adds ADSL customers, FY</b>	<b>1,000</b>	<b>1,052</b>	+5.2%
Net adds ADSL customers, Q4	170k *	101k	-41%
<b>Revenues</b>	<b>2,897</b>	<b>3,348</b>	<b>+16%</b>
COGC	(1,737)	(1,967)	+13%
<b>Gross Margin</b>	<b>1,160</b>	<b>1,381</b>	<b>+19%</b>
Selling costs	(440)	(503)	+14%
<b>Commercial margin</b>	<b>720</b>	<b>878</b>	<b>+22%</b>
G&A	(176)	(150)	-15%
<b>Adjusted EBITDA **</b>	<b>544</b>	<b>728</b>	<b>+34%</b>
Capex	(331)	(414)	+25%
<b>Adjusted EBITDA - Capex</b>	<b>212</b>	<b>314</b>	<b>+48%</b>
Net debt	542	937	+73%
<b>Cash generated by operations ***</b>		<b>213</b>	

(\*) Excluding acquisition of AOL customer base in November 2006 (505k)

(\*\*) Excluding restructuring costs

(\*\*\*) Variation in net debt, excluding acquisition of Club Internet, dividend paid and net increase in capital

Source : Neuf Cegetel

# Maroc Telecom:

## Performance and events

- 20% revenues and EBITA growth in 2007
- 57% EBITDA margin
- Continued steady growth Q1 2008 in a dynamic market:
  - Increase in mobile customer base to 15.9 million while controlling acquisition costs
  - Revenues and EBITA up over 8% at constant currency and constant perimeter\*

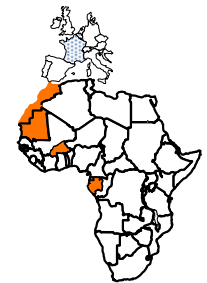
## Mobile customer base up 30% in 2007

### Maroc Telecom:

13.3m customers: +24.5% vs. 2006  
13.7m customers by the end of March 2008

### Subsidiaries:

2m customers  
2.2m customers by the end of March 2008



## 2008 priorities

- Retain Maroc Telecom's leadership in all its market segments
- Maintain leadership position at Mauritel
- Pursue integration of Onatel and Gabon Telecom: accelerate growth through network deployment and improved quality of service

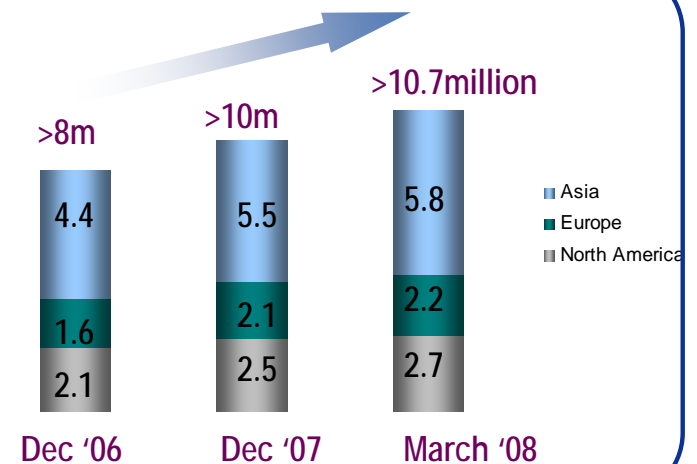
\* Constant perimeter illustrates the consolidation of Gabon Telecom as if this transaction had occurred on January 1, 2007.

# Vivendi Games:

## Outstanding performance driven by Blizzard Entertainment

- Over €1 Bn in revenues in 2007, for the first time
- Phenomenal success of the first expansion pack of *World of Warcraft* launched in Q1 2007.  
2<sup>nd</sup> expansion scheduled to be released in H2 2008
- One of the highest EBITA margins in the sector 17.8% in 2007
- Exceptional CFFO: at €283m, +146.1% vs. 2006

## World of Warcraft subscribers



## 2008 priorities

- Close the Activision Blizzard transaction
- Sustain growth at Blizzard Entertainment and maintain its excellent margin

# Activision Blizzard Earnings Power

Calendar 2009\*

Operating Margin :	25%+
Revenue :	\$4.3 Billion
Operating Income :	\$1.1 Billion
EPS :	\$1.20+

Activision Blizzard business growth of 14% with 3-4 points of margin expansion over 2 years

Improve Sierra's operating performance by \$160 million, delivering 3-4 margin points

Includes \$50-\$100 million in cost synergies

*\*CY09 Projections are proforma non GAAP excluding equity-based compensation and impact of purchase price accounting*

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