

**vivendi**

# Investor Presentation

*March 2009*

IMPORTANT NOTICE:  
Financial results for the fiscal year ended December 31, 2008  
Financial statements audited and prepared under IFRS  
Investors are strongly urged to read the important disclaimer at the end of this presentation



vivendi

A world leader  
in communications and entertainment

#1 Video Games Worldwide

#1 Music Worldwide

#2 Telecoms France

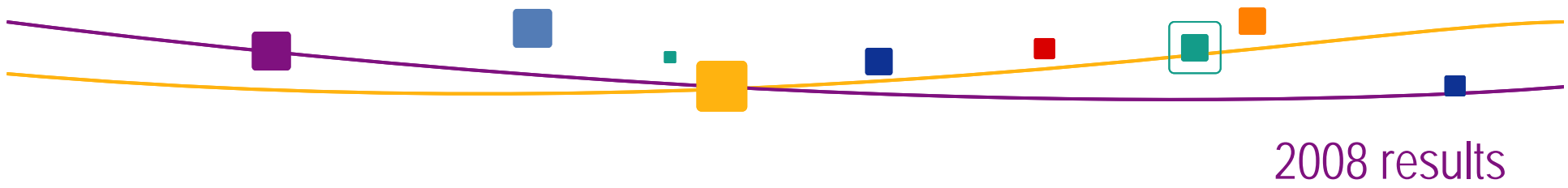
#1 Telecoms Morocco

#1 Pay-TV France



## 2008: Guidance achieved, growth in dividend

- Vivendi maintained and achieved its initial guidance: 2008 result increased 8.4% at constant perimeter, i.e. excluding the impact of Neuf Cegetel and Activision Blizzard
- Vivendi is proposing a dividend of €1.40 per share to its shareholders, up 7.7%
- Vivendi completed two major transactions:
  - Activision Blizzard is up and running
  - SFR has integrated Neuf Cegetel to create the leading alternative operator in France



Including Neuf Cegetel and Activision Blizzard

■ Revenues:	€25.4 bn	+17.2%
■ EBITA:	€5.0 bn	+4.9%
■ Adjusted Net Income:	€2.7 bn	-3.4%
■ CFFO:	€5.1 bn	+3.6%
■ Net Debt:	€8.3 bn	

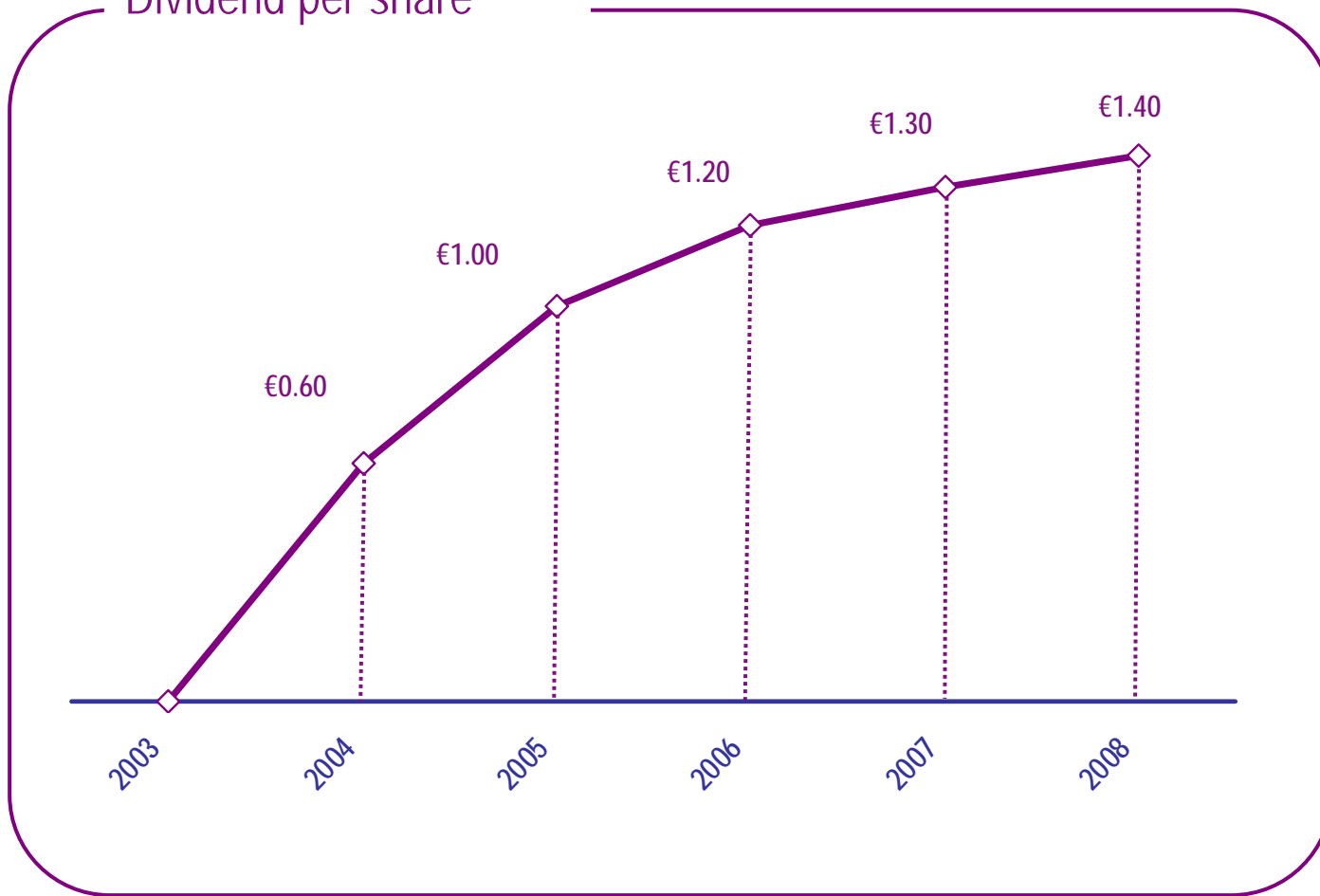
At constant perimeter, excluding the impact of Neuf Cegetel and Activision Blizzard

■ EBITA:	+9.6%
■ Adjusted Net Income:	+8.4%



Total projected distribution in May 2009: €1.6bn

Dividend per share





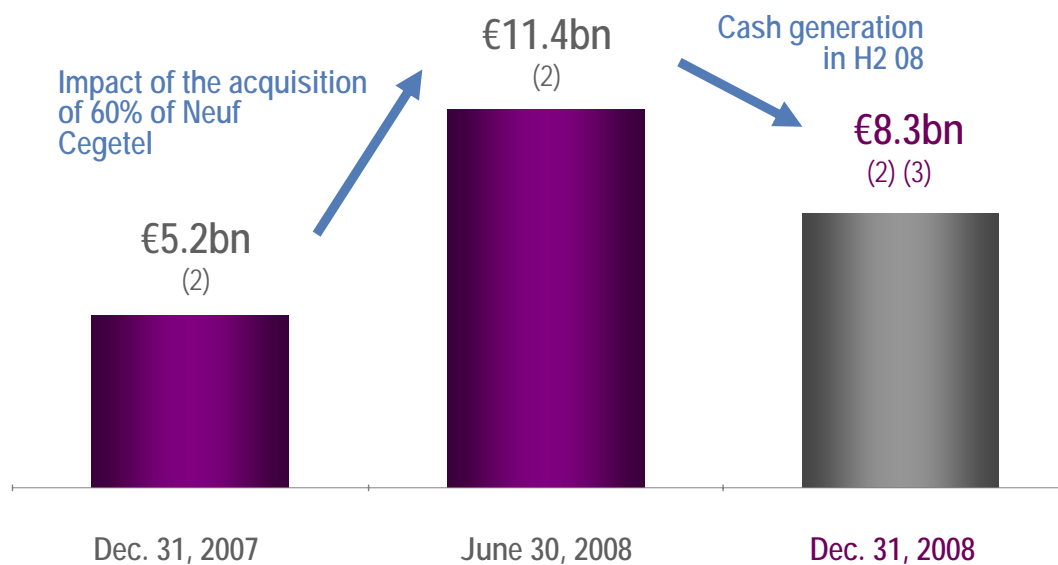
All 2008 priorities achieved

- Successful outcome of bidding process for football rights new contract by Canal+
  - Close the merger to create Activision Blizzard
  - Close the acquisition of Neuf Cegetel by SFR
  - Focus on efficient execution of previously announced transactions
  - Maintain strong operating performance
- €135m annual savings
  - July 9, 2008
  - At 100% since June 24, 2008
  - Cost savings exceeding expectations (Canal+/TPS, UMG/BMGP ...)
  - In line with initial guidance

## Vivendi enjoys a strong financial position

- €5.2bn of undrawn facilities at the end of 2008 at Vivendi SA
- Issuance of new bonds for €1.4bn in January 2009
- No significant debt reimbursement before 2012
- Strong free cash generation by each business
- A quality rating: BBB stable / Baa2 stable <sup>(1)</sup>
- Controlled financing costs

### Financial net debt (IFRS)



(1) Standard & Poor's / Fitch Rating: BBB stable – Moody's: Baa2 stable  
(2) Including the put option granted to TF1/M6 on 15% of Canal+ France, exercisable in February 2010 (€1.1bn at 2008 year end)  
(3) Including Activision Blizzard's cash (€2.1bn as of December 31, 2008)



## 2009: Strong growth expected in Vivendi EBITA...

- Activision Blizzard:
Benefit of synergies, strong slate, and larger *World of Warcraft* subscriber base
  
- UMG:
Strong slate, growth of digital sales and new business models
  
- SFR ADSL & Fixed:
Benefit of synergies, higher ADSL net adds market share
  
- Maroc Telecom Group:
Further growth of mobile operations in Morocco, improved performances of Western African subsidiaries
  
- Canal+ Group:
Full benefit of TPS synergies, including French soccer rights



... despite regulatory and global economic issues

- Activision Blizzard: Accounting impact of deferred revenues
- UMG: Still fighting piracy and declining physical sales
- SFR Mobile: New taxes, sharp reduction in mobile termination rates



## 2009 Business Outlook



- EBITA: Maintain EBITA at 2008 level at constant currency



- Revenues: Slight growth at constant currency
- EBITA: Around 10% increase



- Mobile: Pressure from regulators and new taxes
  - Service Revenues: slight growth
  - EBITDA: slight decrease despite stable opex\*, in a continuing competitive environment
- Broadband Internet & Fixed: A year of commercial relaunch
  - Revenues: slight growth excluding switched voice on a pro forma basis\*\*
  - EBITDA: slight decrease on a pro forma basis due to new taxes, restoration of organic growth and fiber deployment

Assuming no further deterioration of economic environment



Revenues: Above +3% in Dirhams  
EBITA: Maintain EBITA margin at 47%



In US non-GAAP:  
Revenues: \$4.7bn including a negative impact of more than \$400m from a stronger dollar yoy  
Operating income: 26% operating margin

\* Excluding regulatory impacts, variable customer costs and interconnexion costs  
\*\* Pro forma illustrates the full consolidation of Neuf Cegetel from January 1, 2008



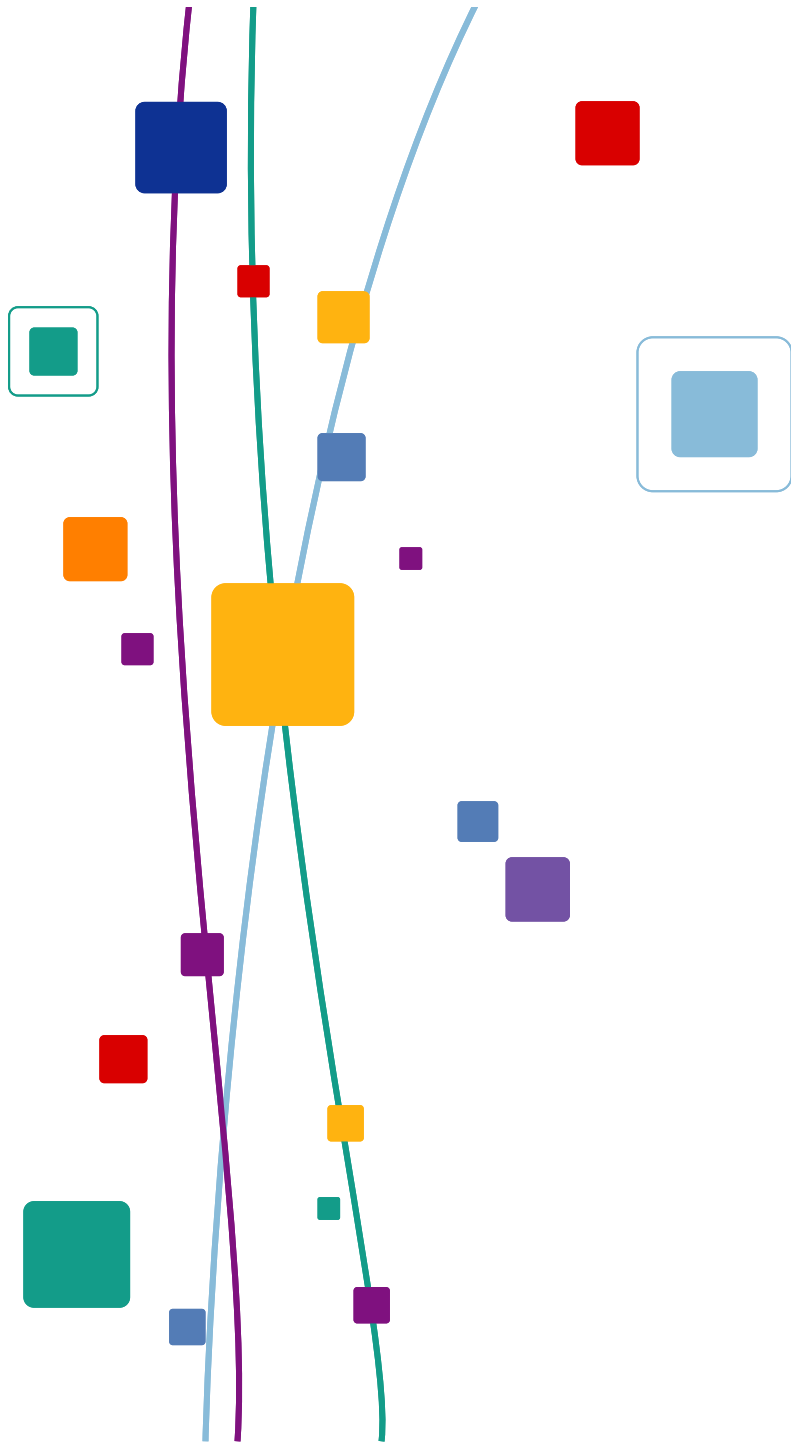
## In context of uncertainty about consumer spending, Vivendi can rely on unique assets

- Resilience due to subscription model and world-leading quality content and services
- Leadership position in each of its businesses, enhanced by major strategic initiatives with excellent execution
- Very strong operating margins enabling innovation in technology and marketing, to develop competitive advantages
- Solid balance sheet (commitment to BBB rating) and strong cash generation



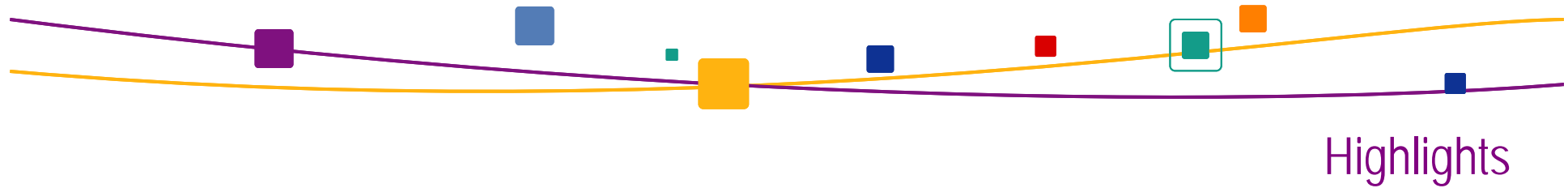
## We have started 2009 with confidence and vigilance

- We are confident in our resilience and expect:
  - Strong EBITA growth
  - Solid earnings leading to another strong dividend, with a distribution rate of at least 50% of Adjusted Net Income
- We remain vigilant in an unstable environment and committed to:
  - Enhance competitiveness of our businesses through innovation
  - Maximize cash flow generation in order to preserve our rating, our liquidity, and our ability to distribute dividends
  - Focus on cost management



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2008 Results  
and 2009 Outlook



### Achievements in 2008

- Met early 2008 guidance
- We are proposing an increased dividend of €1.40 (cash or stock, shareholder's choice)

### Outlook for 2009

- Strong growth of EBITA
- Solid earnings leading to another high level dividend



We have achieved our constant perimeter 2008 guidance...

<i>In euro millions - IFRS</i>	2008	2007	Change
Universal Music Group	686	624	+62
Canal+ Group	568	400	+168
SFR Mobile	2,574	2,581	-7
Maroc Telecom Group	1,224	1,091	+133
Blizzard	450	345	+105
Holding / Others	(101)	(91)	-10
<b>EBITA variation at constant perimeter</b>			<b>+451</b> → <b>+9.6 % of 2007 EBITA</b>
Income from equity affiliates (mainly NBC Universal)			-52
Interest			-28
Provision for income taxes			-69
Minority interests			-63
<b>ANI variation at constant perimeter</b>			<b>+239</b> → <b>+8.4 % of 2007 ANI</b>

Constant perimeter neutralizes the impact of the Neuf Cegetel and Activision acquisitions and the impact of the change in earnings of activities discontinued, transformed or sold (Broadband Internet and fixed-line activities of SFR and Sierra Entertainment), and excludes the impact of the changes in deferred net revenues (see slide 44)



... thanks to strong performances in Q4

## EBITA

*In euro millions - IFRS*

	Q4 2008*	Q4 2007	Change
Universal Music Group	278	289	- 3.8%
Canal+ Group	(53)	(109)	+ 51.4%
SFR	576	451	+ 27.7%
Maroc Telecom Group	311	240	+ 29.6%
Activision Blizzard	1	21	- 95.2%
Holding / Others	(8)	(102)	+ 92.2%
<b>Total Vivendi</b>	<b>1,105</b>	<b>790</b>	<b>+ 39.9%</b>

\* Includes Neuf Cegetel consolidated since April 15, 2008 and Activision consolidated since July 10, 2008

## 2008 EBITA

		<i>In euro millions - IFRS</i>			
		2008 *	2007	Change	Change at constant currency
Restructuring costs €(123)m	Universal Music Group	686	624	+ 9.9%	+ 11.6%
	Canal+ Group	568	400	+ 42.0%	+ 41.3%
	SFR	2,542	2,517	+ 1.0%	+ 1.0%
Impact of change in deferred net revenues €(416)m	Maroc Telecom Group	1,224	1,091	+ 12.2%	+ 13.5%
	Activision Blizzard	34	181	- 81.2%	- 78.2%
	Holding / Others	(101)	(92)	- 9.8%	- 5.0%
Integration costs €(122)m	<b>Total Vivendi</b>	<b>4,953</b>	<b>4,721</b>	<b>+ 4.9%</b>	<b>+ 5.6%</b>

EBITA includes a reduction in share-based compensation costs (-€41m vs -€154m in 2007)

\* Includes Neuf Cegetel consolidated since April 15, 2008 and Activision consolidated since July 10, 2008



## Adjusted Net Income

*In euro millions - IFRS*

	2008	2007	Change	
				%
1 Revenues	25,392	21,657	+ 3,735	+ 17.2%
■ 2 EBITA	4,953	4,721	+ 232	+ 4.9%
3 Income from equity affiliates	260	373	- 113	- 30.3%
4 Interest	(354)	(166)	- 188	- 113.3%
5 Income from investments	5	6	- 1	- 16.7%
6 Provision for income taxes	(920)	(881)	- 39	- 4.4%
7 Minority interests	(1,209)	(1,221)	+ 12	+ 1.0%
■ 8 Adjusted Net Income	2,735	2,832	- 97	- 3.4%

Full consolidation of Neuf Cegetel since April 15, 2008

In 2008, impact of Neuf Cegetel and Activision €(160)m

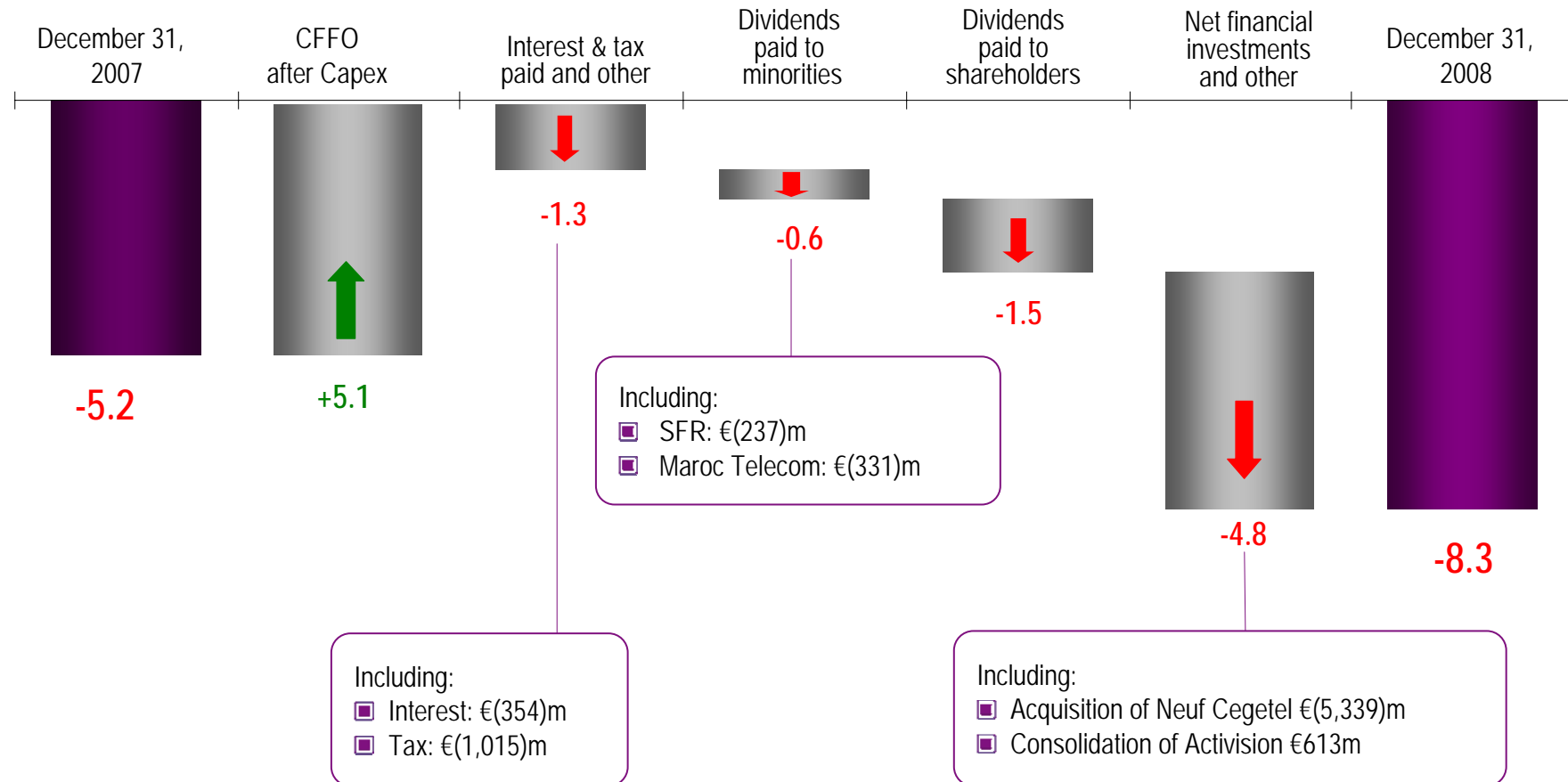
In 2007, + €25m capitalized interest tied to BMGP acquisition

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IR- March 2009

# Financial net debt evolution

In euro billions - IFRS





## Solid Cash Flow generation

CFFO before capex net				CFFO		
2008	2007	Change	<i>In euro millions - IFRS</i>	2008	2007	Change
555	597	- 7.0%	Universal Music Group	521	559	- 6.8%
592	460	+ 28.7%	Canal+ Group	383	317	+ 20.8%
4,057	3,571	+ 13.6%	SFR	2,752	2,551	+ 7.9%
1,455	1,364	+ 6.7%	Maroc Telecom Group	1,037	1,001	+ 3.6%
345	339	+ 1.8%	Activision Blizzard	313	283	+ 10.6%
294	305	- 3.6%	Dividends from NBC Universal	294	305	- 3.6%
(242)	(129)	- 87.6%	Holding / Others	(245)	(135)	- 81.5%
<b>7,056</b>	<b>6,507</b>	<b>+ 8.4%</b>	<b>Total Vivendi</b>	<b>5,055</b>	<b>4,881</b>	<b>+ 3.6%</b>

**Capex net:** €2,001m; + €375m, mainly due to the consolidation of Neuf Cegetel



### 2008 Revenues: -0.2%\* at €4,650m

- Increased revenues in publishing and artist services and merchandising offset by a 5% decline in recorded music
- Digital sales up 31% \*

### 2008 EBITA: +11.6%\* to €686m

- Effective cost management
- Full year consolidation of BMG Music Publishing
- Higher license income including copyright settlements

**Successful rebalancing of sales:**

- Full benefit of the integration of BMGP
- Integration of Sanctuary and expansion of Bravado
- Increase in digital sales
- Physical music sales\*\*: 60% of total revenues in 2008 vs 69% in 2007

**2009 outlook:**

- EBITA: Maintain EBITA at 2008 level at constant currency

**2009 priorities:**

- Maintain leadership and market share during the transition to digital
- Participate in a broader range of music revenue streams
- Maximize profitability through efficient cost management

\* At constant currency  
 \*\* Include the publishing revenues related to physical sales ("mechanical")



Top-selling artists

2008	Million Units*
<i>Mamma Mia! OST</i>	5.1
<i>Duffy</i>	4.6
<i>Amy Winehouse</i>	4.1
<i>Lil' Wayne</i>	3.4
<i>Rihanna</i>	3.4
<b>Top - 5 Artists</b>	<b>20.6</b>

2009 Releases\*\*

1st half of 2009	2nd half of 2009
<ul style="list-style-type: none"> <li>■ U2</li> <li>■ Black Eyed Peas</li> <li>■ Eminem</li> <li>■ Lil' Wayne</li> </ul>	<ul style="list-style-type: none"> <li>■ Bon Jovi</li> <li>■ Dr Dre</li> <li>■ Scissor Sisters</li> <li>■ Nelly Furtado</li> <li>■ No Doubt</li> <li>■ Mariah Carey- Christmas album</li> </ul>

In euro millions	2008	% Change at constant currency
Physical	2,589	-14.2%
Digital	842	35.4%
License and Other	448	-3.2%
<b>Recorded music</b>	<b>3,879</b>	<b>-4.8%</b>
Artist services & merchandising	173	x2.8
Music Publishing	648	15.6%
Inter-co elimination	(50)	-41.9%
<b>Revenues</b>	<b>4,650</b>	<b>-0.2%</b>
Recorded music	570	0.7%
Artist services & merchandising	3	-16.8%
Music Publishing	205	35.7%
<b>EBITDA</b>	<b>778</b>	<b>8.2%</b>

\* Physical and digital album sales  
 \*\* This is a tentative release schedule and it will change

## 2008 Revenues: +4.4% to €4,554m

- Canal+ France portfolio growth: 173k net adds before an adjustment of 126k\*
- Other activities, excluding Canal+ France : +14% at €701m
- Growth of advertising revenues reflecting higher ratings

## 2008 EBITA: +42.0% to €568m

after transition costs of €68m in 2008

- Canal+ France: €150m synergies in 2008, including savings on ½ season of the French Ligue 1 rights
- Positive contribution to growth from all other activities

### 2009 outlook:

- Revenues: Slight growth\*\*
- EBITA: Around 10% increase

### Success of the TPS integration:

- €300m synergies over 2007-2008  
With ½ season of French Ligue 1 in 2009, the target of €350m will be exceeded
- Successful technical migration of close to 1 million TPS subscribers
- TPS signal switched-off on December 31, 2008
- Transition costs: total of €336m < €350m planned

### 2009 priorities:

- Accelerate analog to digital migration
- Leverage recent innovations: + Le Cube (HD terminal with internet connection), USB key HD-DTT set-up box, Canal+ and CanalSat "à la demande"
- Adapt offers to suit the current economic environment

\* Resulting from the switch-off of the TPS signal and a change of scope in the portfolio to include viable contracts only  
\*\* At constant currency

### Canal+ France net portfolio (in thousands)\*

	2008	2007	
<b>Subscriptions</b>	<b>10,591</b>	<b>10,544</b>	<b>+ 47</b>
o/w Canal+	5,265	5,320	
o/w CanalSat	5,326	5,224	

+173 net additions  
before adjustment  
of 126\*\*

**Increase in digital subscriptions:**  
Canal+ Le Bouquet represented 81% of the total portfolio of Canal+ compared to 71% end of 2007

### 2008 Highlights

- StudioCanal ended 2008 with 7 movies exceeding 1 million theatrical admissions in France (out of 18 releases)
- Premium rights secured:  
Champions League                      Disney  
Polish Premier League                  New Line
- League 1 international rights acquired and successfully marketed by Canal+ Events

### 2008                  ARPU

Canal+	€32.2
CanalSat	€32.9

### 2008\*\*\*                                  Canal + / CanalSat

Churn of the over-one-year subscriber base	10.6%
Average churn	14.7%

### In euro millions - IFRS

	2008	2007	Growth
Revenues	4,554	4,363	+ 4.4%
o/w Canal+ France	3,853	3,747	+ 2.8%
EBITA excluding restructuring costs	636	490	+ 29.8%
o/w restructuring costs	(68)	(90)	+ 24.4%
EBITA	568	400	+ 42.0%
CFFO	383	317	+ 20.8%

\* Individual and collective subscriptions at Canal+, CanalSat in metropolitan France, overseas territories and Africa  
 \*\* Resulting from the switch-off of the TPS signal and a change of scope in the portfolio to include viable contracts only  
 \*\*\* Excluding the impact of the 126k negative adjustment



**Mobile: 2008 EBITDA margin of 38.9% in a very competitive market**

- Service Revenues at €8,576m +4.1% before impact of regulated tariffs
- 13.6m of postpaid customers\* (+10.5%), at 69.1% of customer base (+3.6pts)
- EBITDA at €3,501m (+€27m on comparable basis\*\*)

**Broadband Internet & Fixed: Neuf Cegetel consolidated since April 15, 2008**

- Revenues of €2,882m, +4.2% on comparable basis\*\* and excluding switched voice thanks to mass market ADSL and Enterprise segments
- EBITDA at €457m

**2008 SFR EBITA at €2,542m, after €123m restructuring costs**

**2009 outlook: Assuming no further deterioration of economic environment**

**Mobile: Pressure from regulators and new taxes**

- Service Revenues: slight growth
- EBITDA: slight decrease despite stable opex\*\*\*, in a continuing competitive environment

**Broadband Internet & Fixed: A year of commercial relaunch**

- Revenues: slight growth excluding switched voice on a pro forma basis\*\*\*\*
- EBITDA: slight decrease on a pro forma basis due to new taxes, restoration of organic growth and fiber deployment

\* Including customers of the Debitel and Neuf Mobile offer since June 30, 2008 (438k as of that date)  
 \*\* Please refer to comparable basis definition on slide 36  
 \*\*\* Excluding regulatory impacts, variable customer costs and interconnexion costs  
 \*\*\*\* Pro forma illustrates the full consolidation of Neuf Cegetel from January 1, 2008

# Creation of the new SFR: a strong player in all market segments

2008

- Very fast execution of the Neuf Cegetel acquisition leading to 100% ownership, and enabling full benefit of synergies
- Single brand
- Reinforced management team



An action plan: **SFR**évolution

- Focus on operating efficiency, opex control and execution of synergies
- Differentiate through client satisfaction
- Further develop broadband and mobile Internet
- Leverage SFR retail network

Everything is set for 2009 and beyond

- Priority is implementation: 103 identified action plans to generate synergies
- Stable mobile opex\* before synergies
- Roll-out of the synergies: €250-300m expected by 2011

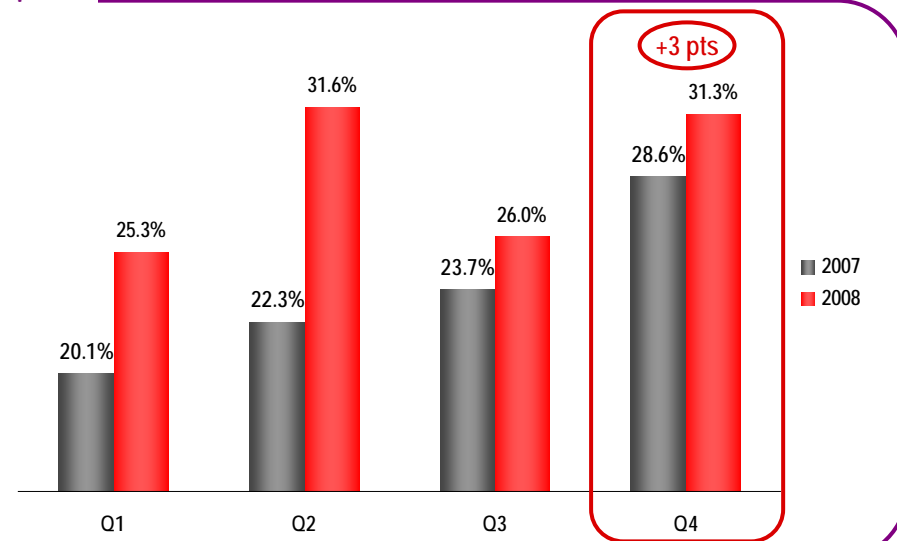
\* Excluding regulatory impacts, variable customer costs and interconnexion costs

## Market share in postpaid net adds for SFR\*:

Fourth Quarter 2008 :

Good performance in net adds,  
excellent on postpaid customers...

... combined with an increase in EBITDA



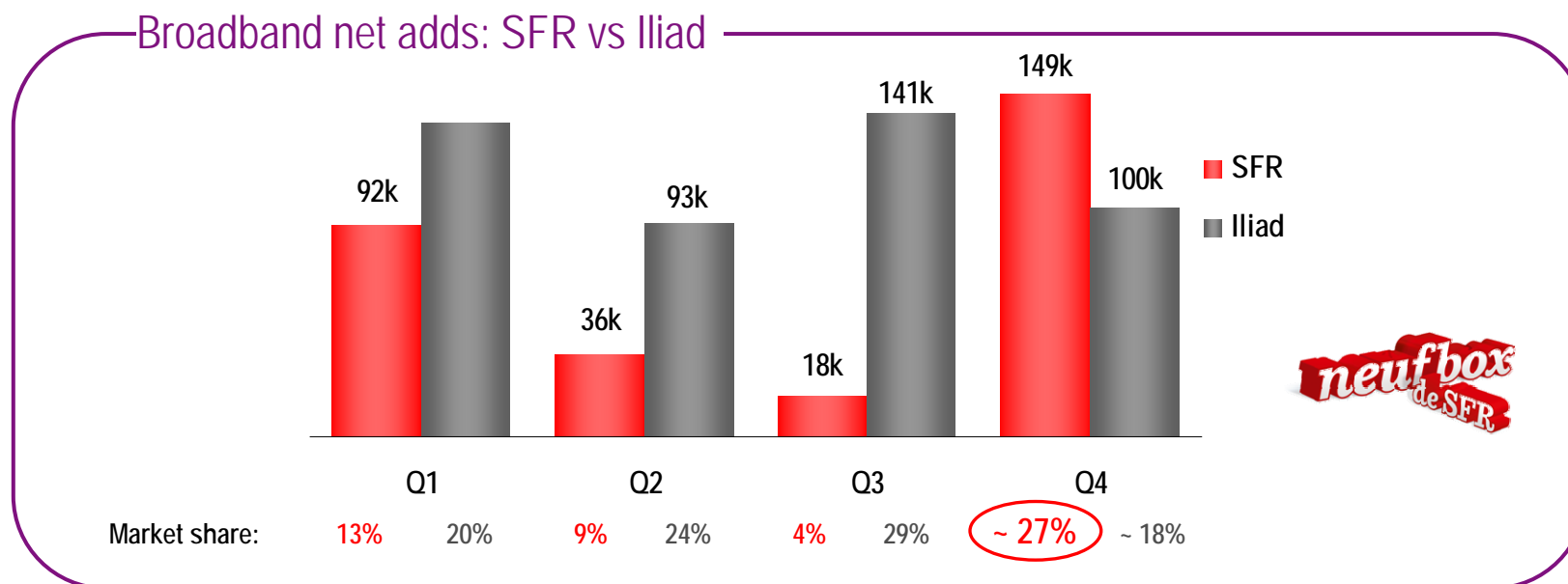
- **SFR ranked first** in the quality of mobile telecommunications networks in 2008 (5<sup>th</sup> year in a row) and on Data Internet Mobile\*\*
- **iPhone 3G**: available from SFR on April 8, 2009
- Continuous strong **regulatory pressure** in 2009:
  - 4th license to be granted mid-2009
  - Decrease in mobile termination rate: by 31% from July 1<sup>st</sup> 2009
  - New TV tax
  - The Châtel Law

\* Excluding Neuf Mobile and Debitel customers

\*\* SFR is ranked #1 in the 2008 annual survey on the quality of mobile telecommunication networks in France conducted by the ARCEP, ranking first or equal to first in 31 out of 37 criteria considered by ARCEP. In particular, SFR is ranked #1 for accessibility, reliability and medium debit of Mobile Internet Data network

## SFR - Broadband Internet

149,000 net adds in Q4 2008, the highest level ever recorded, 27% market share  
 Very strong increase in broadband net adds since the launch of the neufbox in October



- Acquired customer bases migration expected to end in Q3 2009
- Focus on organic growth and service quality
- ➔ Expected net adds market share consistent with portfolio level by the end of 2009



## 2008 Revenues: €2,601m

+6.2% at constant currency and constant perimeter\*  
due to the continued growth in the mobile revenues

- Mobile revenues: +8.9% at constant currency and constant perimeter
- Fixed and Internet: +1.1% at constant currency and constant perimeter

## 2008 EBITA margin at 47% (+2.6 pts)

## 2008 EBITA: €1,224m

+13.6% at constant currency and constant perimeter

- Cost control, including acquisition costs, despite a more competitive environment
- Improvement of African subsidiaries' profitability

## Continued increase in customer base:

- Mobile customers: 17.2m +12.0%
- Fixed customers: 1.5m +0.5%
- Internet customers: 0.5m +3.8%

## 2009 priorities:

- Maintain leadership in Moroccan mobile
- Drive growth in African subsidiaries

## 2009 outlook:

- Revenues: Above +3% in Dirhams
- EBITA: Maintain EBITA margin at 47%

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

## 2008 Revenues: +26% to \$5bn on a US non-GAAP comparable basis and €2,091m in IFRS

Strong performances by the 3 leading owned franchises:

- *Guitar Hero* and *Call of Duty* in the top-five best-selling franchises on the consoles across all platforms\*
- *World of Warcraft* exceeded 11.5 m subscribers  
*Wrath of the Lich King*: #1 PC title in N.A. and Europe

## 2008 Operating income: \$1.2bn on a US non-GAAP comparable basis, 24% margin

### 2008 EBITA at €34m in IFRS which includes:

- €(416)m impact of the net change in deferred net revenues
- €(127)m non-core operations losses
- €(122)m integration and restructuring costs

### Strong start for Activision Blizzard:

- The largest and most profitable third-party publisher
- 2008 results exceeded financial goals for 2009, established when merger announced\*\*
- Increased synergy target to \$100-150m and tracking toward top end of range

### 2009 priorities:

- Continued focus on high-quality franchises
- Launch more products than ever before including games on 3 of the most successful proven franchises in the history of videogames
- Improve operating margins

### 2009 outlook in US non-GAAP:

- Revenues: \$4.7bn including a negative impact of more than \$400m from a stronger dollar yoy
- Operating income: 26% operating margin

Please refer to slide 47 for definitions and to the Activision Blizzard's press release and conference call dated February 11, 2009

\* According to The NPD Group, Charttrack and Gfk  
 \*\* \$4.3bn US non-GAAP revenues and \$1.1bn US non-GAAP operating income

### US Non-GAAP comparable basis segment performance\*

<i>In dollars millions</i>	2008	% Change
Activision	3,279	32.6%
Blizzard	1,343	21.3%
Distribution	410	0.5%
<b>Net revenues of core operations</b>	<b>5,032</b>	<b>26.2%</b>
Activision	469	14.1%
Blizzard	704	23.9%
Distribution	27	80.0%
<b>Operating income of core operations</b>	<b>1,200</b>	<b>20.7%</b>

### IFRS Actual

<i>In euro millions</i>	2008	% Change at constant currency
Activision	1,146	x5.7
Blizzard	770	0.0%
Distribution	164	na*
<b>Net revenues of core operations</b>	<b>2,080</b>	<b>x 2.1</b>
Non core operations	11	71.4%
<b>Net Revenues</b>	<b>2,091</b>	<b>x 2.1</b>
Activision	(76)	na*
Blizzard	323	-1.1%
Distribution	15	na*
<b>EBITA of core operations</b>	<b>262</b>	<b>-22.2%</b>
Non-core operations	(228)	-38.2%
<b>EBITA</b>	<b>34</b>	<b>-78.2%</b>

\* na : not applicable

### 2009 Releases\*\*

#### March 2009 1Q

- *Guitar Hero Metallica* Xbox, PS3, Wii in North America
- *Monsters vs. Aliens* worldwide on multiple platforms

#### June 2009 2Q

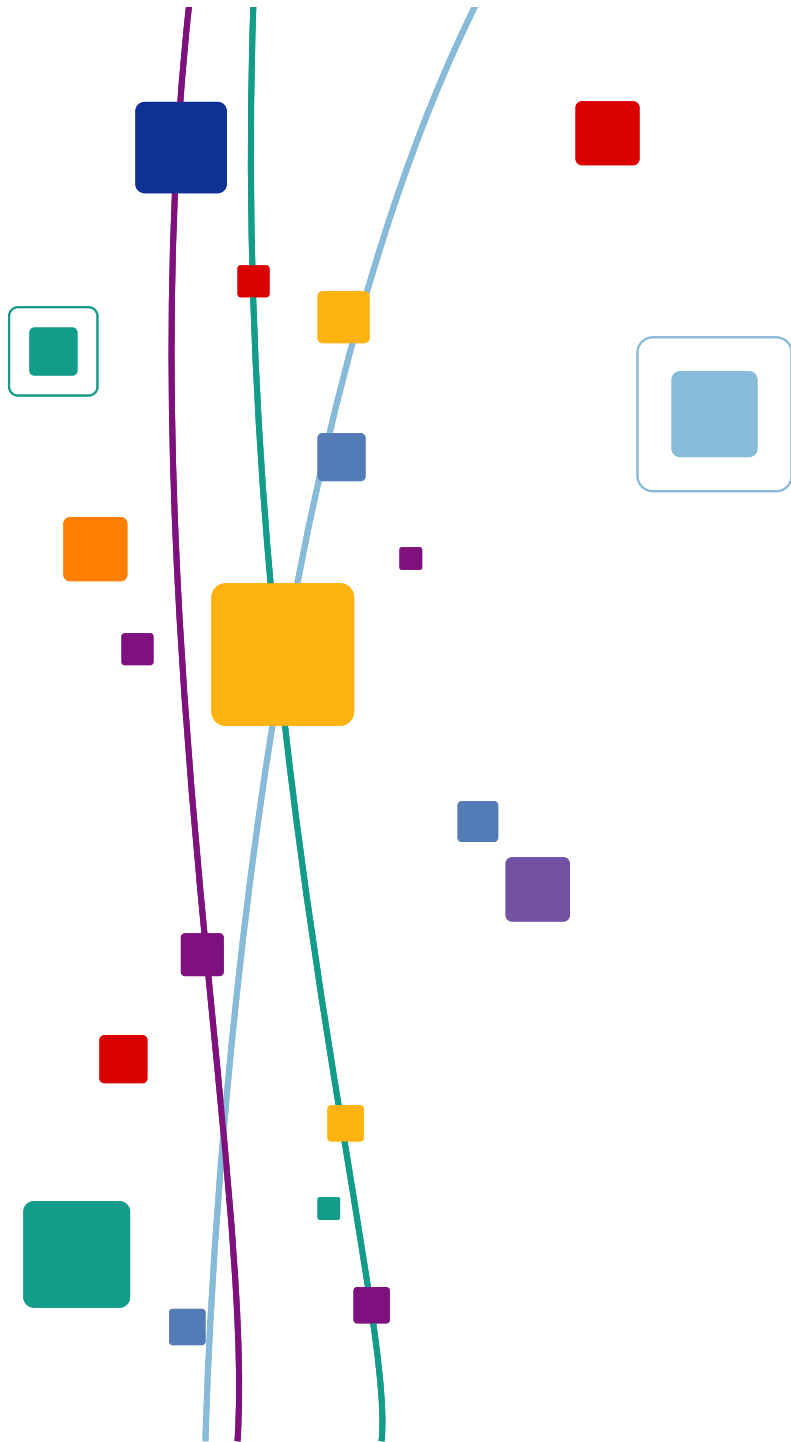
- *X-Men Origins: Wolverine*
- *Transformers: Revenge of the Fallen*
- *Prototype* (third person open world/action game)
- *Ice Age 3*

#### 2H 2009

- *DJ Hero*
- *Guitar Hero* Franchise
- *Call of Duty Modern Warfare 2 (Infinity Ward)*
- *Singularity* (first person action game)
- New racing IP from Bizarre Creations
- *Tony Hawk Game*
- *Wolfenstein*

\* See slide 47

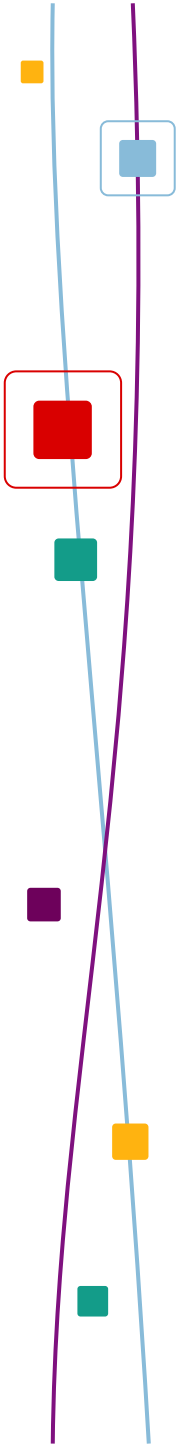
\*\* This is a tentative release schedule and subject to change



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Appendices

# Vivendi Businesses



100%



UNIVERSAL  
UNIVERSAL MUSIC GROUP

#1 Worldwide in music


100%/65%



CANAL+  
GROUPE

#1 in pay-TV in France

56%



SFR

#2 Telco in France

53%



Maroc  
Telecom

#1 Telco in Morocco

54%\*



ACTIVISION | BLIZZARD™

#1 worldwide in video games

20%\*



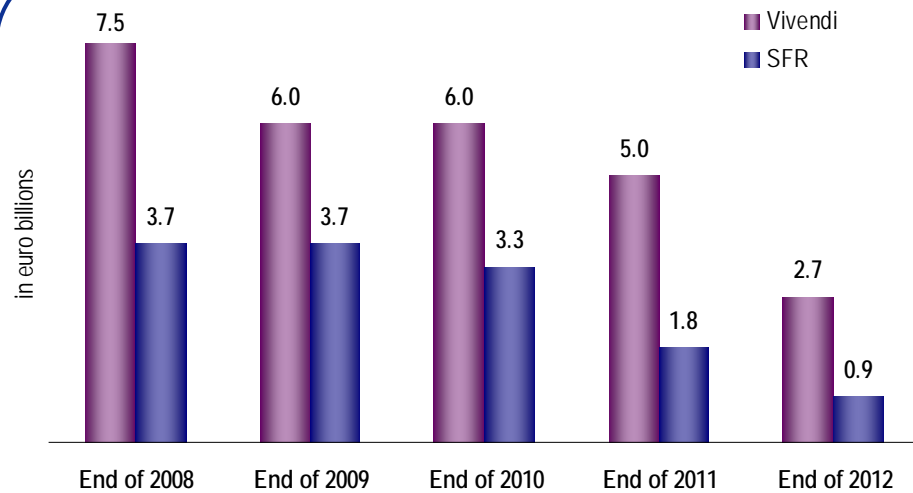
NBC UNIVERSAL

A worldwide leader in entertainment

\* Based on shares outstanding

## Important credit lines up to 2011

### Amount of bank credit lines



Available undrawn facilities, net of commercial paper at the end of 2008:

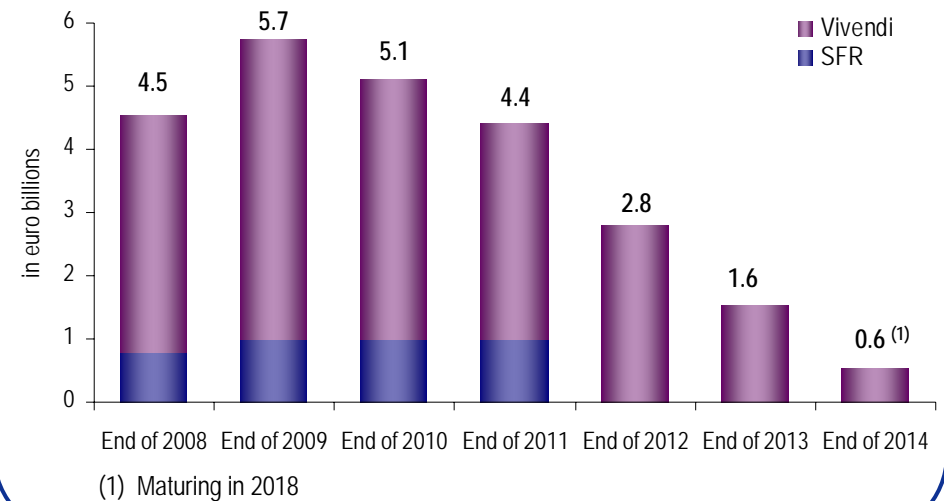
Vivendi SA: ~ €5.2bn

SFR: ~ €1.1bn

## No significant debt reimbursement before 2012

- At 2008 year end, the economic average term of the group's consolidated debt was 4.1 years
- After issuance of €1.4bn bonds in January 2009, 57% of outstanding gross debt in bonds

### Amount of bonds outstanding





## MOBILE

	2008	2007	Change
Customers (in '000) *	19,652	18,766	+ 4.7%
Proportion of postpaid clients *	69.1%	65.5%	+3.6pts
3G customers (in '000) *	5,934	4,082	+ 45.4%
Market share on customer base (%) *	33.8%	33.9%	-0.1pt
Network market share (%)	35.8%	36.1%	-0.3pt
12-month rolling blended ARPU (€/year) **	428	440	- 2.7%
12-month rolling postpaid ARPU (€/year) **	549	570	- 3.7%
12-month rolling prepaid ARPU (€/year) **	180	191	- 5.8%
Net data revenues as a % of service revenues **	17.7%	13.7%	+4.0pts
Postpaid customer acquisition costs (€/gross adds)	211	214	- 1.4%
Prepaid customer acquisition costs (€/gross adds)	22	25	- 8.6%
Acquisition costs as a % of service revenues	7.4%	7.5%	-0.1pt
Retention costs as a % of service revenues	6.4%	5.3%	+1.1pt
Capex as a % of revenues	9.6%	10.6%	-1.0pt

## BROADBAND INTERNET AND FIXED

Broadband Internet EoP customer base (in '000) ***	3,879	3,602	+ 7.7%
Enterprise data links (in '000)	194	173	+ 12.1%

## SFR. Et le monde est à vous.

- Success of Illimythics offers: 1.4m customers at the end of 2008
- SFR, first music mobile downloading platform in France (10 million titles downloaded)
- Launch of the optic fiber neufbox in December; all TV channels are now broadcast with the MPEG-4 format

2007 broadband Internet and fixed are presented on a comparable basis. See slide 40

\* Including Neuf Mobile and Debitel customers since June 30, 2008 (438k at that date). Not including MVNO clients which are estimated at approximately 1,123k at end of Dec. 2008 vs. 1,213k at end of Dec. 2007

\*\* Including mobile terminations

\*\*\* As from September 30, 2008, broadband Internet customers are disclosed excluding Neuf Cegetel customers who subscribed but that are not activated.



## SFR: Detailed revenues

IFRS in euro millions	2008 Actual		2007 Actual*		% Change	2007 Comparable Basis**		% Change on a Comparable Basis **
<b>Outgoing revenues net of promotions</b>	<b>6,953</b>	81%	<b>6,771</b>	81%	2.7%	<b>6,803</b>	81%	2.2%
<b>Mobile incoming</b>	<b>897</b>	10%	<b>844</b>	10%	6.3%	<b>844</b>	10%	
<b>Fixed incoming revenues</b>	<b>393</b>	5%	<b>426</b>	5%	-7.7%	<b>426</b>	5%	
<b>Roaming in</b>	<b>229</b>	3%	<b>251</b>	3%	-8.8%	<b>251</b>	3%	
<b>Network revenues</b>	<b>8,472</b>		<b>8,292</b>		2.2%	<b>8,324</b>		1.8%
<b>Other mobile</b>	<b>104</b>	1%	<b>99</b>	1%	5.1%	<b>99</b>	1%	
<b>Service revenues</b>	<b>8,576</b>	100%	<b>8,391</b>	100%	2.2%	<b>8,423</b>	100%	1.8%
<b>Equipment sales, net</b>	<b>414</b>		<b>403</b>		2.7%	<b>419</b>		
<b>Total mobile revenues</b>	<b>8,990</b>		<b>8,794</b>		2.2%	<b>8,842</b>		1.7%
<b>Broadband Internet and fixed revenues</b>	<b>2,882</b>		<b>233</b>		x 12.4	<b>2,888</b>		-0.2%
<b>Elimination of intersegment transactions</b>	<b>-319</b>		<b>-9</b>		x 35.4	<b>-310</b>		
<b>Total SFR revenues</b>	<b>11,553</b>		<b>9,018</b>		28.1%	<b>11,420</b>		1.2%
of which data revenues from mobile services	1,519		1,150		32.1%	1,150		

\* From 2008, mobile revenues and Broadband Internet and fixed revenues correspond to revenues before elimination of intercompany transactions within SFR. As a result, 2007 intercompany transactions within SFR have been reclassified to comply with this presentation.

\*\* Comparable basis mainly illustrates:

- (i) the full consolidation of the fixed and Broadband Internet activities of Tele2 France as if this acquisition had taken place on January 1, 2007
- (ii) the full consolidation of Neuf Cegetel and Club Internet as if this acquisition had taken place on April 15, 2007
- (iii) the restatement of 2007 figures in compliance with IFRIC 12 *Service Concession Arrangements*



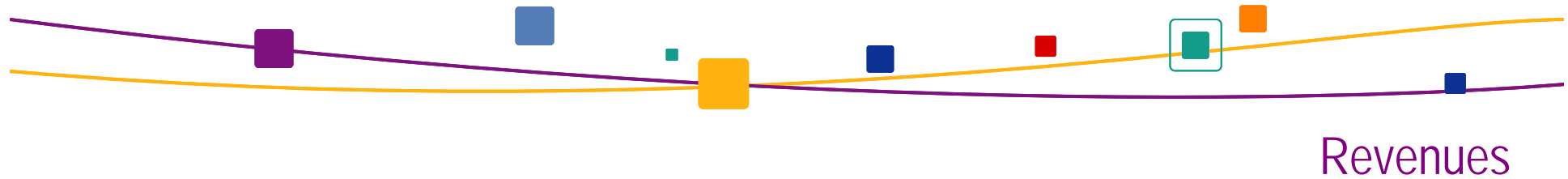
# Maroc Telecom Group

<i>In '000</i>	2008	2007	Change
<b>MAROC TELECOM SA</b>			
Number of mobile customers	14,456	13,327	+ 8.5%
% Prepaid customers	96%	96%	
Market share (ANRT)	66%	67%	
ARPU (€/month)	8.7	9.7	- 10.3%
Number of fixed lines*	1,299	1,336	- 2.8%
Total Internet access**	482	476	+ 1.3%
<b>SUBSIDIARIES</b>			
Number of mobile customers	2,728	2,015	+ 35.4%
Number of fixed lines	227	182	+ 24.7%
Internet customers	40	27	+ 48.1%

<i>In euro millions - IFRS</i>	2008	2007	Growth	Constant currency
<b>Revenues</b>	<b>2,601</b>	<b>2,456</b>	<b>+ 5.9%</b>	<b>+ 7.0%</b>
<i>Mobile</i>	<i>1,864</i>	<i>1,721</i>	<i>+ 8.3%</i>	<i>+ 9.5%</i>
<i>Fixed and Internet</i>	<i>1,000</i>	<i>989</i>	<i>+ 1.1%</i>	<i>+ 2.2%</i>
<i>Intercos</i>	<i>(263)</i>	<i>(254)</i>	<i>-3.5%</i>	<i>- 4.7%</i>
<b>EBITDA</b>	<b>1,554</b>	<b>1,397</b>	<b>+ 11.2%</b>	<b>+ 12.6%</b>
<i>Mobile</i>	<i>1,132</i>	<i>1,017</i>	<i>+ 11.3%</i>	<i>+ 12.6%</i>
<i>Fixed and Internet</i>	<i>422</i>	<i>380</i>	<i>+ 11.1%</i>	<i>+ 12.3%</i>
<b>EBITA</b>	<b>1,224</b>	<b>1,091</b>	<b>+ 12.2%</b>	<b>+ 13.5%</b>
<i>Mobile</i>	<i>943</i>	<i>852</i>	<i>+ 10.7%</i>	<i>+ 11.9%</i>
<i>Fixed and Internet</i>	<i>281</i>	<i>239</i>	<i>+ 17.6%</i>	<i>+ 19.3%</i>
<b>CFFO</b>	<b>1,037</b>	<b>1,001</b>	<b>+ 3.6%</b>	

\* Maroc Telecom SA's fixed customer base is now displayed in numbers of equivalent lines. It was previously displayed in numbers of accesses.

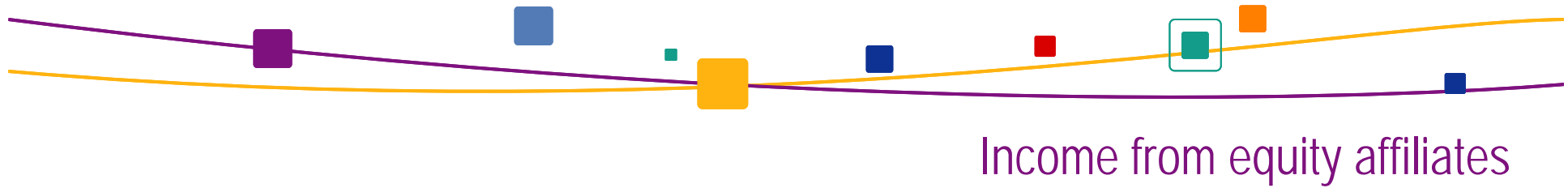
\*\* Including narrowband and ADSL



2008	2007	Change	Change at constant currency	<i>In euro millions - IFRS</i>	Q4 2008	Q4 2007	Change	Change at constant currency
4,650	4,870	- 4.5%	- 0.2%	Universal Music Group	1,508	1,605	- 6.0%	- 7.8%
4,554	4,363	+ 4.4%	+ 4.0%	Canal+ Group	1,163	1,132	+ 2.7%	+ 2.8%
11,553	9,018	+ 28.1%	+ 28.1%	SFR	3,133	2,371	+ 32.1%	+ 32.1%
2,601	2,456	+ 5.9%	+ 7.0%	Maroc Telecom Group	671	637	+ 5.3%	+ 3.5%
2,091	1,018	x 2.1	x 2.1	Activision Blizzard	1,172	302	x 3.9	x 3.6
(57)	(68)	+ 16.2%	+ 16.2%	Non Core and Others	(32)	(33)	+ 3.0%	+ 3.0%
<b>25,392</b>	<b>21,657</b>	<b>+ 17.2%</b>	<b>+ 18.3%</b>	<b>Total Vivendi</b>	<b>7,615</b>	<b>6,014</b>	<b>+ 26.6%</b>	<b>+ 24.6%</b>

Including the consolidation of the following entities:

- at UMG: Univision Music Group (May 5, 2008); BMG Music Publishing (May 25, 2007); and Sanctuary (August 2, 2007);
- at Canal+ Group: Kinowelt (April 2, 2008);
- at SFR: Neuf Cegetel (April 15, 2008); the fixed and ADSL activities of Tele2 France (July 20, 2007); and Debitel France (December 1, 2007);
- at Maroc Telecom Group: Gabon Telecom (March 1, 2007);
- Vivendi Games combined with Activision and renamed Activision Blizzard on July 9, 2008.



*In euro millions (except where noted)  
IFRS*

	2008	2007	% Growth
Income from equity affiliates	260	373	- 30.3%
o/w NBC Universal in €	255	301	- 15.3%
<i>NBC Universal in \$</i>	\$375	\$410	- 8.5%
o/w Neuf Cegetel*	18	78	- 76.9%

\* Neuf Cegetel has been fully consolidated since April 15, 2008



## Interest

<i>In euro millions (except where noted) - IFRS</i>	2008	2007
■ Interest	(354)	(166)
■ Interest expense on borrowings	(450)	(301)
Average interest rate on borrowings (%)	4.69%	4.18%
Average outstanding borrowings (in euro billions)	9.6	7.2
■ Capitalization of interest related to the acquisition of BMGP	-	25
■ Interest income from cash and cash equivalents	96	110
Average interest income rate (%)	3.72%	4.07%
Average amount of cash equivalents (in euro billions)	2.6 *	2.7

\* From July 10th, includes Activision Blizzard cash position (€1,831m as of that date)



## Income tax

*In euro millions - IFRS*

	2008		2007	
	Adjusted net income	Net income	Adjusted net income	Net income
<b>Consolidated Global Profit Tax System</b>	<b>438</b>	<b>60</b> *	<b>552</b>	<b>605</b>
Current tax: savings for current year	438	438	552	552
Deferred tax: variation in expected savings (year n+1/ year n)	-	(378) *	-	53
<b>Tax charge</b>	<b>(1,358)</b>	<b>(1,111)</b>	<b>(1,433)</b>	<b>(1,352)</b>
<b>Provisions for income tax</b>	<b>(920)</b>	<b>(1,051)</b>	<b>(881)</b>	<b>(747)</b>
<b>Taxes paid in cash</b>		<b>(1,015)</b>		<b>(1,072)</b>

\* Reflects the decline in the expected savings in 2009 following the anticipated utilization by SFR in 2009 of Neuf Cegetel's net operating losses carried forward



## Reconciliation of adjusted net income to net income

*In euro millions - IFRS*

	2008	2007
<b>Adjusted Net Income</b>	<b>2,735</b>	<b>2,832</b>
Amortization and impairment losses of intangible assets acquired through business combinations	(693)	(335)
Other financial charges and income	579	(83)
- o/w consolidation gain following the creation of Activision Blizzard	2,318	-
- o/w write-down of the minority stake in NBC Universal	(1,503)	-
Provision for income taxes	(131)	134
Minority interests	113	77
<b>Net Income, group share</b>	<b>2,603</b>	<b>2,625</b>



## Active management of pension obligations

- Transfer of funded pension plans to insurance companies (mainly North America, United Kingdom)
- Very cautious policy to secure the pension plan assets, limiting exposure to financial markets

<i>In euro millions</i>	2008	2007	2006	2005	2004
Benefit obligations	482	780	1,319	1,376	1,276

- In 2008, no losses related to pension obligations
- Limited and controlled risk

# Activision Blizzard - Reconciliation to 2008 IFRS Revenues

<i>In millions</i>		2008
US GAAP Basis	Comparable Basis Net Revenues of Core Operations (a)	\$5,032
	Less: Activision operations prior to July 10, 2008	-\$1,310
	Non-GAAP Net Revenues of Core Operations	\$3,722
	Less: Changes in deferred net revenues (b) (c )	-\$713
	Less: Net Revenues of Activision Blizzard's non-core exit operations	\$17
	<b>Net Revenues in US GAAP as published by Activision Blizzard</b>	<b>\$3,026</b>
<b>Reconciling differences between US GAAP and IFRS</b>		<b>-\$63</b>
	Effect of alignment of deferred net revenues balance with US GAAP (c)	-\$63
IFRS	<b>Net Revenues in IFRS (in millions of dollars)</b>	<b>\$2,963</b>
	Translation from dollars to euros	
	<b>Net Revenues in IFRS (in millions of euros), as published by Vivendi</b>	<b>€2,091</b>

- (a) The comparable basis revenues include both Activision and Blizzard operations for the full year
- (b) As online functionality becomes a more important component of gameplay, certain of the company's online-enabled games for certain platforms contain a more-than-inconsequential separate service deliverable in addition to the product, and the company's performance obligations for these games extends beyond the sale of the games. Vendor-specific objective evidence of fair value does not exist for the online services, as the company does not plan to separately charge for this component of online-enabled games. As a result, the company recognizes in both US GAAP and IFRS all of the revenues from the sale of these games ratably over the estimated service period. In addition, the company defers the costs of sales of those titles to match revenues. This change has no impact on cash flows.
- (c) Following the merger of Activision and Vivendi Games in July, Activision Blizzard reviewed the accounting policies and principles of Vivendi Games and has determined that the revenues related to the sale of World of Warcraft boxed software, including the sale of expansion packs and other ancillary revenues, should be deferred and recognized ratably over the estimated customer life beginning upon activation of the software and delivery of the services. Accordingly, in Q3 2008, Activision Blizzard recorded this accounting change retroactively in its US GAAP financial statements. In Q4 2008, Vivendi changed the IFRS accounting treatment for the year ended December 31, 2008, to align it with that of US GAAP. As a result, Vivendi has recorded a cumulative catch-up adjustment through the current period statement of earnings to align Activision Blizzard's deferred revenue balance in IFRS with US GAAP .

# Activision Blizzard - Reconciliation to 2008 IFRS EBITA

<i>In millions</i>		2008
US GAAP Basis	Comparable basis Operating Income/(Loss) of Core Operations (a)	\$1,200
	Less: Activision - operating income generated prior to July 10, 2008	-\$167
	Non-GAAP Operating Income/(Loss) of Core Operations	\$1,033
	Less: Net changes in deferred net revenues and cost of sales (b)	-\$496
	Less: Equity-based compensation expense	-\$90
	Less: Results of Activision Blizzard's non-core exit operations	-\$266
	Less: One time costs related to the Vivendi transaction, integration and restructuring	-\$122
	Less: Amortization of intangibles and purchase price accounting related adjustments	-\$292
	Operating Income/(Loss) under US GAAP as published by Activision Blizzard	-\$233
	Reconciling differences between US GAAP and IFRS	-\$20
	Effect of alignment of deferred net revenues balance with US GAAP (b)	-\$58
	Equity-based compensation expense (c)	\$30
	One time costs related to the Vivendi transaction, integration and restructuring (d)	\$0
	Other	\$8
IFRS	Operating income/(Loss) in IFRS	-\$253
	Less: Impairment of intangible assets acquired through business combinations	\$7
	Less: Amortization of intangible assets acquired through business combinations	\$302
	EBITA in IFRS (in millions of dollars)	\$56
	Translation from dollars to euros	
	EBITA in IFRS (in millions of euros), as published by Vivendi	€34

Included in EBITA and ANI

Elimination of items excluded from EBITA

- (a) The comparable basis revenues include both Activision and Blizzard operations for the full year
- (b) Please refer to explanation on slide 44
- (c) In IFRS, existing Activision stock options were neither re-measured at fair value nor allocated to the cost of the business combination at the closing date of the business combination; hence the incremental fair value recorded in US GAAP is reversed, net of costs capitalized.
- (d) Restructuring activities includes severance costs, facility exit costs, and balance-sheet write down and exit costs from the cancellation of projects. In IFRS, accrual for restructuring activities is recorded at the time the company is committed to the restructuring plan. In US GAAP, the corresponding expense is recorded on the basis of the actual timing of the restructuring activities.



## Glossary

**Adjusted earnings before interest and income taxes (EBITA):** EBIT (defined as the difference between charges and income that do not result from financial activities, equity affiliates, discontinued operations and tax) before the amortization of intangible assets acquired through business combinations and the impairment losses of intangible assets acquired through business combinations.

**Adjusted net income** includes the following items: EBITA, income from equity affiliates, interest, income from investments, including dividends received from unconsolidated interests as well as interest collected on loans to equity affiliate and unconsolidated interests, as well as taxes and minority interests related to these items. It does not include the following items: impairment losses of intangible assets acquired through business combinations, the amortization of intangibles acquired through business combinations, other financial charges and income, earnings from discontinued operations, provision for income taxes and minority interests relating to these adjustments, as well as non-recurring tax items (notably the change in deferred tax assets relating to the Consolidated Global Profit Tax System and the reversal of tax liabilities relating to risks extinguished over the period).

**Cash flow from operations (CFFO):** Net cash provided by operating activities after capital expenditures net, dividends received from equity affiliates and unconsolidated companies and before income taxes paid.

**Capital expenditures net (Capex, net):** Capital expenditures, net of proceeds from property, plant and equipment and intangible assets.

**Financial net debt** is calculated as the sum of long-term and short-term borrowings and other long-term and short-term financial liabilities as reported on the consolidated statement of financial position, less cash and cash equivalents as reported on the consolidated statement of financial position, as well as derivative instruments in assets and cash deposits backing financing (included in the Consolidated Statement of Financial Position under "financial assets").

The percentage of change are compared with the same period of the previous accounting year, except particular mention.



### US Non-GAAP Financial Measures\*

Activision Blizzard provides net revenues, net income (loss), earnings (loss) per share and operating margin data and guidance both including (in accordance with US GAAP) and excluding (US Non-GAAP): the impact of the change in deferred net revenues and related costs of sales; the impact of expenses related to equity-based compensation costs; Activision Blizzard’s non-core exit operations (which is the operating results of products and operations from the historical Vivendi Games, Inc. businesses that the company has exited or is winding down); one-time costs related to the business combination between Activision, Inc. and Vivendi Games, Inc. (including transaction costs, integration costs, and restructuring activities); the amortization of intangibles and the associated changes in cost of sales resulting from purchase price accounting adjustments from the business combination; and the associated tax benefits.

### Comparable basis

Comparable basis includes both Activision, Inc. and Vivendi Games from January 1st and is based on standalone US GAAP.

\* Information from Activision Blizzard's press release dated February 11, 2009 and speaks of that date

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**vivendi**

IR- March 2009

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