

Paris, March 7, 2007

*Note: This press release contains consolidated earnings established under IFRS. Vivendi has made changes, as of June 30 2006, to the presentation of its consolidated statement of earnings and its consolidated statement of cash flows as well as the operating performances of its business units and of the Group. Those changes are detailed in Appendix I.*

## **Vivendi Announces Excellent 2006 Results, Adjusted Net Income Up 18% to €2.6 Billion**

- **Adjusted net income<sup>1</sup>: €2.6 billion, a 17.9% increase, representing an adjusted net income per share of €2.27**
- **Earnings, attributable to equity holders of the parent: €4 billion, an increase of 27.9%**
- **Adjusted earnings before interest and income taxes<sup>2</sup> (EBITA): €4.4 billion, an increase of 9.6% on a comparable basis<sup>3</sup>, due to the good performance of all business units**
- **Proposed dividend of €1.20 per share, up 20%, representing a distribution rate of 53% of adjusted net income**
- **2007 Outlook: adjusted net income is expected to be at least €2.7 billion**

Comments by Jean-Bernard Lévy, Chairman of Vivendi's Management Board: *"In 2006, we exceeded our objectives, and I am pleased to announce an adjusted net income of €2.6 billion. This is the best result ever achieved by Vivendi. It is all the more outstanding since almost half of the exceptional cost relating to the Canal+/TPS transaction was taken into account during the 2006 fiscal year. Our shareholders will benefit from these excellent results: we will propose at the Annual General Meeting of Shareholders that a dividend of €1.20 per share be paid. This represents an increase of 20% and a distribution rate of 53% of adjusted net income.*

*In accordance with our strategy, we have developed our business units and invested. The combination of Canal+ and TPS has resulted in the creation of the largest European pay-TV platform by number of subscribers. We intend to strengthen UMG with the planned acquisition of BMG's music publishing business, thus creating the world leader in music publishing. Parallel to these two major transactions, all the Group's business units have continued to strengthen their positions and to develop innovative products that meet the expectations of consumers.*

*Vivendi has formidable advantages: its teams' unique know-how in innovation, technology and marketing, the trust of millions of subscribers worldwide and its exceptional position in the entertainment field, at the heart of the digital, mobile and broadband markets.*

*In 2007, we expect to exceed the records set in 2006, despite the exceptional charges associated with the creation of Canal+ France and French regulations in the mobile sector. I also confirm our target for 2011: adjusted net income of between €3.5 billion and €4 billion."*

<sup>1</sup> Adjusted net income, is detailed in Appendix V.

<sup>2</sup> Adjusted earnings before interest and income taxes (EBITA) are detailed in Appendix I.

<sup>3</sup> Comparable basis is detailed in Appendix III.

## **2006 Dividend**

At the shareholders meeting on April 19, 2007, the distribution of a dividend of €1.20 per share based on 2006 earnings (compared to a dividend of €1 per share in 2005) will be proposed, representing a distribution rate of 53% of adjusted net income.

This shareholder distribution will amount to approximately €1.4 billion and payable on April 26, 2007.

## **Comments on Vivendi's Main 2006 Financial Indicators**

**Revenues** increase to €20,044 million compared to €19,484 million in 2005, representing an increase of €560 million (2.9%). On a comparable basis, revenues amount to €20,007 million compared to €19,374 million in 2005, representing an increase of 3.3% (3.3% at constant currency).

**EBITA** totals €4,370 million compared to €3,985 million in 2005. On a comparable basis, EBITA increased by €381 million to €4,369 million, representing an increase of 9.6% (9.7% at constant currency), compared to €3,988 million in 2005. In 2006, with the exception of the Canal+ Group, each business unit achieved growth in its operations. Excluding the cost of the Canal+ Group and TPS combination (of which €177 million was accounted for in 2006) and on a comparable basis, the Canal+ Group would also have recorded positive growth of 21.8% over 2005. EBITA margin increased by 1.3 percentage points, from 20.5% in 2005 to 21.8% in 2006.

**Income from equity affiliates** totals €337 million compared to €326 million in 2005, representing an increase of €11 million. The fall in net income from NBC Universal (€301 million compared to €361 million in 2005) is more than offset by the increase in income from Neuf Cegetel (net income of €38 million compared to a net loss of €50 million in 2005).

**Other financial charges and income** generate net income of €311 million compared to €619 million in 2005, a decrease of €308 million. In 2006, this line item mainly includes the capital gain on the sale of Veolia Environnement shares (€832 million), offset by the capital loss incurred on the write-off of the PTC shares (€496 million). In 2005, it mainly included the capital gain realized on the exchange of Sogecable shares (€256 million) as part of the repayment of convertible bonds and the positive impact of the unwinding of IAC/InterActiveCorp's investment in VUE (€194 million).

**Income tax** amounts to a net income of €547 million, compared to a net charge of €204 million in 2005. The income taxes recorded in 2006 include, in particular, the gain related to the settlement of the DuPont litigation (€1,082 million), as well as tax savings generated by the Consolidated Global Profit Tax System (€561 million compared to €595 million in 2005).

**Earnings, attributable to equity holders of the parent**, amount to €4,033 million (representing basic earnings per share of €3.50 and €3.47 on a diluted basis), compared to €3,154 million in 2005 (representing basic earnings per share of €2.74 and €2.72 on a diluted basis), an increase of 27.9%.

**Adjusted net income** amounts to €2,614 million (representing basic adjusted earnings per share of €2.27 and €2.25 on a diluted basis), compared to €2,218 million in 2005 (representing basic adjusted earnings per share of €1.93 and €1.91 on a diluted basis), an increase of 17.9%.

The difference between earnings, attributable to equity holders of the parent, and adjusted net income was €1,419 million, and mainly includes the gain resulting from the settlement of the dispute concerning the DuPont shares (€984 million which is comprised of the gain related to the settlement of the litigation, due to the net reversal of deferred tax liabilities in the amount of €1,082 million, partially offset by capital losses incurred on the sale of the DuPont shares in the amount of €98 million.) and the capital gain generated on the sale of Veolia Environnement shares (€832 million), offset by the capital loss incurred on PTC shares (€496 million).

**Cash flow from operations (CFFO)** before capital expenditures amounts to €6,111 million, versus €5,448 million in 2005, representing an increase of 12.2%.

Despite a strong growth of the capital expenditures net, increasing 27.4% to €1,645 million, CFFO generated by the business units amounts €4,466 million, compared to €4,157 million in 2005, representing a 7.4% increase.

## **Vivendi's Business Units: Comments on 2006 EBITA**

### **Universal Music Group**

Universal Music Group's (UMG's) EBITA of €744 million is 9.3% higher than last year, up 10.2% on a constant currency basis. Improved margins on higher sales, legal settlements and the recovery of a previously expensed cash deposit in the TVT matter offset increased marketing, artist and repertoire (A&R) costs of local artists.

Bestsellers for the year include new releases from U2, Andrea Bocelli, Snow Patrol, Nelly Furtado and The Killers in addition to strong carryover sales from The Pussycat Dolls.

### **Canal+ Group**

Canal+ Group's EBITA grew sharply to €251 million, excluding transition costs linked to the TPS merger. On a comparable basis<sup>4</sup>, EBITA is up 21.8% compared with 2005. After taking into account transition costs amounting to €177 million, EBITA totals €74 million.

On a comparable basis, pay-TV operations in France posted a 46% increase in EBITA year-on-year, excluding transition costs. This strong performance was achieved due to portfolio growth and increased revenue per subscriber, combined with reduced subscriber acquisition costs, and despite higher soccer costs (up €143 million versus 2005).

The Group's other operations were slightly down due to non-recurring items in Poland in 2005 and the switch of i>télé to free-to-air broadcasting, which was not completely offset by positive results at StudioCanal.

### **SFR**

SFR's EBITA rose 6.6% to € 2,583 million. EBITA margin was 29.8%. Excluding the impact of ADSL operations development costs, SFR's EBITA growth reached 7.3%. Excluding non-recurring items<sup>5</sup>, SFR's EBITA (excluding ADSL) growth would have been 2.4%.

This growth mainly reflects a 0.4% growth in network revenues, a 0.7 percentage point reduction in customer acquisition and retention costs to 10.9% of network revenues, as well as a strict control of other costs, and despite the increase of the GSM license cost (renewed in April 2006 with a new tax of 1% of revenues) and an increase in depreciation costs following several years of strong investments to increase coverage and capacity of SFR's 2G and 3G/3G+ networks.

---

<sup>4</sup> The comparable basis mainly illustrates the effect of divestitures at Canal+ Group (mainly NC Numéricâble in 2005 and PSG in 2006), as if these transactions had occurred as of January 1, 2005.

<sup>5</sup> 2005 EBITA included the recording of €115 million of adverse non recurring items: the impact of the €220 million fine from French Antitrust Council being partly offset by the registering of favorable non recurring items amounting to €105 million.

## **Maroc Telecom**

Maroc Telecom's EBITA amounts to €912 million, increasing by 16% (up 15.8% at constant currency).

This performance resulted from growth in revenue (10.2% at constant currency), control of acquisition costs in the context of steady growth of the mobile<sup>6,7</sup> and ADSL<sup>6</sup> customer base, as well as control of operational expenses.

This outcome also includes a €30 million provision for a new voluntary departure plan (comparable to the provision accrued in 2005).

Mobile EBITA amounts to €627 million in 2006 increasing by 28.3% (up 28.1% at constant currency).

Fixed telephony and internet EBITA totals €285 million in 2006 decreasing by 4.1% (down 4.4% at constant currency).

## **Vivendi Games**

Vivendi Games' EBITA of €115 million is 109% above the prior year (same increase on a constant currency basis).

This significant improvement was driven by growth in revenues, with a large proportion relating to the higher margin of the *World of Warcraft's* exceptional worldwide success. EBITA is also impacted by expenses linked to the launches of the new Sierra Online and Vivendi Games Mobile divisions.

Vivendi Games' performers in 2006 included *World of Warcraft* as well as new releases *Scarface: The World is Yours*, *Ice Age 2*, *The Legend of Spyro: A New Beginning*, *Eragon*, and *F.E.A.R.* (for Xbox 360).

### **Important disclaimer**

*This press release contains forward-looking statements with respect to the financial condition, results of operations, business, strategy and plans of Vivendi. Although Vivendi believes that such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance. Actual results may differ materially from the forward-looking statements as a result of a number of risks and uncertainties, many of which are outside our control, including, but not limited to the risk that Vivendi will not be able to obtain the necessary regulatory approvals in connection with certain transactions as well as the risks described in the documents Vivendi filed with the Autorité des Marchés Financiers (French securities regulator) and which are also available in English on our web site ([www.vivendi.com](http://www.vivendi.com)). Investors and security holders may obtain a free copy of documents filed by Vivendi with the Autorité des Marchés Financiers at [www.amf-france.org](http://www.amf-france.org), or directly from Vivendi. The present forward-looking statements are made as of the date of the present press release and Vivendi disclaims any intention or obligation to provide, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

## **CONTACTS :**

### **Media**

#### **Paris**

Antoine Lefort  
+33 (0) 1 71 71 11 80

Agnès Vétillard  
+33 (0) 1 71 71 30 82

Alain Delrieu  
+33 (0) 1 71 71 10 86

#### **New York**

Flavie Lemarchand-Wood  
+(1) 212.572.1118

### **Investor Relations**

#### **Paris**

Daniel Scolan  
+33 (0) 1 71 71 32 91

Laurence Daniel  
+33 (0) 1 71 71 12 33

Agnès de Leersnyder  
+33 (0) 1 71 71 30 45

#### **New York**

Eileen McLaughlin  
+(1) 212.572.8961

<sup>6</sup> Excluding Mauritel.

<sup>7</sup> The mobile customer base, compliant with the ANRT definition and used by Maroc Telecom in 2006, includes prepaid customers leaving or receiving a voice call during the last 3 months and not cancelled postpaid customers.

**PRESS CONFERENCE**

**Speakers:**

**Jean-Bernard Lévy**

*Chairman of the Management Board*

**Jacques Espinasse**

*Member of the Management Board and Chief Financial Officer*

**Date:** Wednesday, March 7, 2007

10:30 AM Paris time – 9:30 AM London time - 4:30 AM New York time

**Address:** Vivendi Head Office, 42 Avenue de Friedland, 75008 Paris

**Internet:** The conference can be followed on the Internet at <http://www.vivendi.com>

**ANALYST CONFERENCE**

**Speakers:**

**Jean-Bernard Lévy**

*Chairman of the Management Board*

**Jacques Espinasse**

*Member of the Management Board and Chief Financial Officer*

**Date:** Wednesday, March 7, 2007

2:30 PM Paris time – 1:30 PM London time – 8:30 AM New York time

Media invited on a listen-only basis

**Numbers to dial:**

Number in France: +33 (0)1 70 99 43 04

Number in UK: +44 (0)20 7806 1966

Number in US: +1 718 354 1390 and 888 935 4575 (toll-free)

**Replay details (replay available for 14 days)**

France: +33 (0) 1 71 23 02 48

UK: +44 (0) 20 7806 1970

US: +1 718 354 1112 and 1 866 239 0765 (toll-free)

Access code: 4283269#

**Internet:** The conference can be followed on the Internet at <http://www.vivendi.com/ir>

**The slides for the presentation will also be available online.**

## APPENDIX I

### VIVENDI ADJUSTED STATEMENT OF EARNINGS FOR THE QUARTER ENDED AND THE FULL YEAR THEN ENDED DECEMBER 31, 2006 AND DECEMBER 31, 2005

(IFRS)

4th Quarter 2006	4th Quarter 2005	%		Full Year 2006	Full Year 2005	%
		variation				variation
<b>5,545</b>	<b>5,479</b>	<b>+ 1%</b>	<b>Revenues</b>	<b>20,044</b>	<b>19,484</b>	<b>+ 3%</b>
(3,162) (*)	(2,910)	- 9% (*)	Cost of revenues	(10,146) (*)	(9,898)	- 3% (*)
<b>2,383</b> (*)	<b>2,569</b>	<b>- 7%</b> (*)	<b>Margin from operations</b>	<b>9,898</b> (*)	<b>9,586</b>	<b>+ 3%</b> (*)
(1,646)	(1,720)		Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations	(5,533)	(5,568)	
(15)	(60)		Restructuring charges and other operating charges and income	5	(33)	
<b>722</b>	<b>789</b>	<b>- 8%</b>	<b>EBITA</b>	<b>4,370</b>	<b>3,985</b>	<b>+ 10%</b>
<b>13.0%</b>	<b>14.4%</b>	<b>-1,4 pt</b>	<b>EBITA / Revenues</b>	<b>21.8%</b>	<b>20.5%</b>	<b>+1,3 pt</b>
92	101		Income from equity affiliates	337	326	
(42)	(51)		Interest	(203)	(218)	
3	19		Income from investments	54	75	
<b>775</b>	<b>858</b>	<b>- 10%</b>	<b>Earnings from continuing operations before provision for income taxes</b>	<b>4,558</b>	<b>4,168</b>	<b>+ 9%</b>
(34)	(253)		Provision for income taxes	(777)	(876)	
<b>741</b>	<b>605</b>	<b>+ 22%</b>	<b>Adjusted net income before minorities</b>	<b>3,781</b>	<b>3,292</b>	<b>+ 15%</b>
(236)	(200)		Minority interests	(1,167)	(1,074)	
<b>505</b>	<b>405</b>	<b>+ 25%</b>	<b>Adjusted net income (**)</b>	<b>2,614</b>	<b>2,218</b>	<b>+ 18%</b>
<b>9.1%</b>	<b>7.4%</b>		<b>ANI / Revenues (%)</b>	<b>13.0%</b>	<b>11.4%</b>	
<b>0.44</b>	<b>0.35</b>	<b>+ 26%</b>	<b>Adjusted net income per share - basic</b>	<b>2.27</b>	<b>1.93</b>	<b>+ 18%</b>
<b>0.43</b>	<b>0.35</b>	<b>+ 23%</b>	<b>Adjusted net income per share - diluted</b>	<b>2.25</b>	<b>1.91</b>	<b>+ 18%</b>

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

(\*) Including transition costs associated with the CANAL+ / TPS merger for an amount of €177 million.

(\*\*) A reconciliation of earnings, attributable to equity holders of the parent to adjusted net income is available in the Appendix V.

Vivendi Management evaluates the performance of the business segments and allocates necessary resources to them based on certain operating indicators (segment earnings and cash flow from operations). Until June 30, 2006, segment earnings corresponded to earnings from operations of each business. As of June 30, 2006, earnings from operations (EFO) were replaced by adjusted earnings before interest and income taxes (EBITA). The difference between EBITA and previously published EFO consists of the amortization of intangible assets acquired through business combinations that is excluded from EBITA.

As a result, the definition of adjusted net income has been modified to exclude the amortization of intangible assets acquired through business combinations, as is presently the case for impairment losses of goodwill, or other intangibles acquired through business combinations, that have always been excluded. The reconciliation of earnings, attributable to equity holders of the parent to adjusted net income is available in the Appendix V.

## APPENDIX II

### VIVENDI

#### CONSOLIDATED STATEMENT OF EARNINGS FOR THE QUARTER ENDED AND THE FULL YEAR THEN ENDED DECEMBER 31, 2006 AND DECEMBER 31, 2005

(IFRS)

4th Quarter 2006	4th Quarter 2005	% variation		Full Year 2006	Full Year 2005	% variation
<b>5,545</b>	<b>5,479</b>	<b>+ 1%</b>	<b>Revenues</b>	<b>20,044</b>	<b>19,484</b>	<b>+ 3%</b>
(3,162) (*)	(2,910)	- 9% (*)	Cost of revenues	(10,146) (*)	(9,898)	- 3% (*)
<b>2,383</b> (*)	<b>2,569</b>	<b>- 7%</b> (*)	<b>Margin from operations</b>	<b>9,898</b> (*)	<b>9,586</b>	<b>+ 3%</b> (*)
(1,646)	(1,720)		Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations	(5,533)	(5,568)	
(15)	(60)		Restructuring charges and other operating charges and income	5	(33)	
(56)	(65)		Amortization of intangible assets acquired through business combinations	(223)	(239)	
-	(16)		Impairment losses of intangible assets acquired through business combinations	-	(170)	
<b>666</b>	<b>708</b>	<b>- 6%</b>	<b>EBIT</b>	<b>4,147</b>	<b>3,576</b>	<b>+ 16%</b>
92	101		Income from equity affiliates	337	326	
(42)	(51)		Interest	(203)	(218)	
3	19		Income from investments	54	75	
93	348		Other financial charges and income	311	619	
<b>812</b>	<b>1,125</b>	<b>- 28%</b>	<b>Earnings from continuing operations before provision for income taxes</b>	<b>4,646</b>	<b>4,378</b>	<b>+ 6%</b>
29	333		Provision for income taxes	547	(204)	
<b>841</b>	<b>1,458</b>	<b>- 42%</b>	<b>Earnings from continuing operations</b>	<b>5,193</b>	<b>4,174</b>	<b>+ 24%</b>
-	(15)		Earnings from discontinued operations	-	92	
<b>841</b>	<b>1,443</b>	<b>- 42%</b>	<b>Earnings</b>	<b>5,193</b>	<b>4,266</b>	<b>+ 22%</b>
(231)	(192)		Minority interests	(1,160)	(1,112)	
<b>610</b>	<b>1,251</b>	<b>- 51%</b>	<b>Earnings, attributable to equity holders of the parent</b>	<b>4,033</b>	<b>3,154</b>	<b>+ 28%</b>
<b>0.53</b>	<b>1.09</b>	<b>- 51%</b>	<b>Earnings, attributable to equity holders of the parent per share - basic</b>	<b>3.50</b>	<b>2.74</b>	<b>+ 28%</b>
<b>0.52</b>	<b>1.08</b>	<b>- 52%</b>	<b>Earnings, attributable to equity holders of the parent per share - diluted</b>	<b>3.47</b>	<b>2.72</b>	<b>+ 28%</b>

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

(\*) Including transition costs associated with the CANAL+ / TPS merger for an amount of €177 million.

## APPENDIX III

### VIVENDI REVENUES AND EBITA ON A COMPARABLE BASIS BY BUSINESS SEGMENT (\*\*) (IFRS)

4th Quarter 2006	4th Quarter 2005	%	% Change at constant rate		Full Year 2006	Full Year 2005	%	% Change at constant rate
(In millions of euros)								
<b>Revenues</b>								
€ 1,657	€ 1,682	- 1.5%	+ 1.7%	Universal Music Group	€ 4,955	€ 4,893	+ 1.3%	+ 1.5%
918	875	+ 4.9%	+ 4.9%	Canal+ Group	3,593	3,336	+ 7.7%	+ 7.5%
2,181	2,228	- 2.1%	- 2.1%	SFR	8,678	8,693	- 0.2%	- 0.2%
499	480	+ 4.0%	+ 5.5%	Maroc Telecom	2,053	1,860	+ 10.4%	+ 10.2%
326	245	+ 33.1%	+ 38.5%	Vivendi Games	804	641	+ 25.4%	+ 26.1%
(36)	(32)	- 12.5%	- 12.5%	Non core operations and elimination of inter segment transactions	(76)	(49)	- 55.1%	- 55.1%
<b>€ 5,545</b>	<b>€ 5,478</b>	<b>+ 1.2%</b>	<b>+ 2.6%</b>	<b>Total Vivendi</b>	<b>€ 20,007</b>	<b>€ 19,374</b>	<b>+ 3.3%</b>	<b>+ 3.3%</b>
<b>EBITA</b>								
€ 311	€ 316	- 1.6%	+ 1.2%	Universal Music Group	€ 744	€ 681	+ 9.3%	+ 10.2%
(263) (*)	(82)	x3,2	x3,2	Canal+ Group	74 (*)	206	- 64.1%	- 64.1%
488	390	+ 25.1%	+ 25.1%	SFR	2,583	2,422	+ 6.6%	+ 6.6%
221	203	+ 8.9%	+ 10.3%	Maroc Telecom	912	786	+ 16.0%	+ 15.8%
29	25	+ 16.0%	+ 24.0%	Vivendi Games	115	55	+ 109.1%	+ 109.1%
(61)	(62)	+ 1.6%	+ 4.6%	Holding & Corporate	(113)	(195)	+ 42.1%	+ 42.5%
(3)	9	na*	na*	Non core operations	54	33	63.6%	+ 64.9%
<b>€ 722</b>	<b>€ 799</b>	<b>- 9.6%</b>	<b>- 7.9%</b>	<b>Total Vivendi</b>	<b>€ 4,369</b>	<b>€ 3,988</b>	<b>+ 9.6%</b>	<b>+ 9.7%</b>
<b>13.0%</b>	<b>14.6%</b>	<b>-1,6 pt</b>		<b>EBITA / Revenues (%)</b>	<b>21.8%</b>	<b>20.6%</b>	<b>+1,2 pt</b>	

na\*: not applicable.

(\*) Including transition costs associated with the CANAL+ / TPS merger for an amount of €177 million.

(\*\*) Comparable basis essentially illustrates the effect of the divestitures or abandonment of operations that occurred in 2005 and 2006 (mainly NC Numéricable in 2005 and the Paris Saint-Germain soccer club (PSG) in 2006 at Canal+ Group, and Annuaire Express SFR's phone directory activities in 2005) and includes the full consolidation of stakes in distribution subsidiaries at SFR as if these transactions had occurred as at January 1, 2005. Comparable basis results are not necessarily indicative of the results that would have occurred had the events actually occurred at the beginning of 2005.



## APPENDIX IV

### VIVENDI REVENUES AND EBITA BY BUSINESS SEGMENT AS PUBLISHED (IFRS)

4th Quarter 2006	4th Quarter 2005	% Change	(In millions of euros)	Full Year 2006	Full Year 2005	% Change
<b>Revenues</b>						
€ 1,657	€ 1,682	- 1.5%	Universal Music Group	€ 4,955	€ 4,893	+ 1.3%
918	892	+ 2.9%	Canal+ Group	3,630	3,452	+ 5.2%
2,181	2,212	- 1.4%	SFR	8,678	8,687	- 0.1%
499	480	+ 4.0%	Maroc Telecom	2,053	1,860	+ 10.4%
326	245	+ 33.1%	Vivendi Games	804	641	+ 25.4%
(36)	(32)	- 12.5%	Non core operations and elimination of inter segment transactions	(76)	(49)	- 55.1%
<b>€ 5,545</b>	<b>€ 5,479</b>	<b>+ 1.2%</b>	<b>Total Vivendi</b>	<b>€ 20,044</b>	<b>€ 19,484</b>	<b>+ 2.9%</b>
<b>EBITA</b>						
€ 311	€ 316	- 1.6%	Universal Music Group	€ 744	€ 681	+ 9.3%
(263) (*)	(92)	x2,9	Canal+ Group	75 (*)	203	- 63.1%
488	390	+ 25.1%	SFR	2,583	2,422	+ 6.6%
221	203	+ 8.9%	Maroc Telecom	912	786	+ 16.0%
29	25	+ 16.0%	Vivendi Games	115	55	+ 109.1%
(61)	(62)	+ 1.6%	Holding & Corporate	(113)	(195)	+ 42.1%
(3)	9	na*	Non core operations	54	33	+ 63.6%
<b>€ 722</b>	<b>€ 789</b>	<b>- 8.5%</b>	<b>Total Vivendi</b>	<b>€ 4,370</b>	<b>€ 3,985</b>	<b>+ 9.7%</b>
<b>13.0%</b>	<b>14.4%</b>	<b>-1,4 pt</b>	<b>EBITA / Revenues (%)</b>	<b>21.8%</b>	<b>20.5%</b>	<b>+1,3 pt</b>

na\*: not applicable.

(\*) Including transition costs associated with the CANAL+ / TPS merger for an amount of €177 million.

## APPENDIX V

### VIVENDI RECONCILIATION OF EARNINGS ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT TO ADJUSTED NET INCOME (IFRS)

Vivendi considers adjusted net income, a non-GAAP measure, as a relevant indicator of the Group's operating and financial performance. Vivendi Management uses adjusted net income, because it provides a better illustration of the performance of continuing operations excluding most non-recurring and non-operating items.

4th Quarter 2006	4th Quarter 2005		Full Year 2006	Full Year 2005
€ 610	€ 1,251	(In millions of euros)	€ 4,033	€ 3,154
		<b>Earnings, attributable to equity holders of the parent (*)</b>		
		<i>Adjustments</i>		
56	65	Amortization of intangible assets acquired through business combinations (*)	223	239
-	16	Impairment losses of intangible assets acquired through business combinations (*)	-	170
(93)	(348)	Other financial charges and income (*)	(311)	(619)
-	15	Earnings from discontinued operations (*)	-	(92)
53	(83)	Change in deferred tax asset related to the Consolidated Global Profit Tax System	43	(88)
(98)	(421)	Non recurring items related to provision for income taxes (**)	(1,284)	(482)
(18)	(82)	Provision for income taxes on adjustments	(83)	(102)
(5)	(8)	Minority interests on adjustments	(7)	38
<b>€ 505</b>	<b>€ 405</b>	<b>Adjusted net income</b>	<b>€ 2,614</b>	<b>€ 2,218</b>

(\*) As reported in the Consolidated Statement of Earnings.

(\*\*) Corresponds mainly to the reversal of tax liabilities relating to risks extinguished over the period. As of December 31, 2006, this item mainly includes the profit related to the settlement of the DuPont litigation (€1,082 million).

## APPENDIX VI

### VIVENDI CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF DECEMBER 31, 2006 AND DECEMBER 31, 2005 (IFRS)

(In millions of euros)	December 31, 2006	December 31, 2005
<b>ASSETS</b>		
Goodwill	13,068	13,796
Non current content assets	2,120	2,462
Other intangible assets	2,262	1,937
Property, plant and equipment	4,379	4,331
Investments in equity affiliates	7,032	6,856
Non current financial assets	3,164	3,783
Deferred tax assets	1,484	1,784
<b>Non current assets</b>	<b>33,509</b>	<b>34,949</b>
Inventories	358	375
Current tax receivables	617	822
Current content assets	842	790
Trade accounts receivable and other	4,489	4,531
Short-term financial assets	833	114
Cash and cash equivalents	2,400	2,902
<b>Current assets</b>	<b>9,539</b>	<b>9,534</b>
<b>TOTAL ASSETS</b>	<b>43,048</b>	<b>44,483</b>
<b>EQUITY AND LIABILITIES</b>		
Share capital	6,364	6,344
Additional paid-in capital	7,257	6,939
Treasury shares	(33)	(60)
Retained earnings and other	6,324	5,546
<b>Equity, attributable to Vivendi's shareholders</b>	<b>19,912</b>	<b>18,769</b>
Minority interests	1,952	2,839
<b>Total equity</b>	<b>21,864</b>	<b>21,608</b>
Non current provisions	1,388	1,220
Long-term borrowings and other financial liabilities	4,714	4,545
Deferred tax liabilities	1,070	3,476
Other non current liabilities	1,269	1,342
<b>Non current liabilities</b>	<b>8,441</b>	<b>10,583</b>
Current provisions	398	578
Short-term borrowings and other financial liabilities	2,601	2,215
Trade accounts payable and other	9,297	8,737
Current tax payables	447	762
<b>Current liabilities</b>	<b>12,743</b>	<b>12,292</b>
<b>Total liabilities</b>	<b>21,184</b>	<b>22,875</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>43,048</b>	<b>44,483</b>

APPENDIX VII

VIVENDI  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005**  
**(IFRS)**

(In millions of euros)	<b>Full Year 2006</b>	<b>Full Year 2005</b>
<b>Operating activities:</b>		
EBIT	4,147	3,576
Adjustments	1,703	1,528
Content investments, net	(111)	(15)
<b>Gross cash provided by operating activities before income tax paid</b>	<b>5,739</b>	<b>5,089</b>
Other changes in net working capital	67	(33)
<b>Net cash provided by operating activities before income tax paid</b>	<b>5,806</b>	<b>5,056</b>
Income tax paid	(1,381)	(1,386)
<b>Net cash provided by operating activities</b>	<b>4,425</b>	<b>3,670</b>
<b>Investing activities:</b>		
Capital expenditures	(1,690)	(1,380)
Purchases of consolidated companies, after acquired cash	(1,022)	(1,311)
Investments in equity affiliates	(724)	-
Increase in financial assets	(2,135)	(170)
<b>Investments</b>	<b>(5,571)</b>	<b>(2,861)</b>
Proceeds from sales of property, plant, equipment and intangible assets	45	89
Proceeds from sales of consolidated companies, after divested cash	7	(361)
Disposals of equity affiliates	42	72
Decrease in financial assets	1,752	444
<b>Divestitures</b>	<b>1,846</b>	<b>244</b>
Dividends received from equity affiliates	271	355
Dividends received from unconsolidated companies	34	37
<b>Net cash provided by (used for) investing activities</b>	<b>(3,420)</b>	<b>(2,225)</b>
<b>Financing activities:</b>		
Net proceeds from issuance of common shares	60	39
Sales (purchases) of treasury shares	16	(108)
Dividends paid by Vivendi S.A. to its shareholders	(1,152)	(689)
Dividends and reimbursements of contribution of capital paid by consolidated companies to their minority shareholders	(1,034)	(965)
<b>Dividends and other transactions with shareholders</b>	<b>(2,110)</b>	<b>(1,723)</b>
Setting up of long-term borrowings and increase in other long-term financial liabilities	1,919	2,380
Principal payment on long-term borrowings and decrease in other long-term financial liabilities	(576)	(1,649)
Principal payment on short-term borrowings	(723)	(963)
Other changes in short-term borrowings and other short-term financial liabilities	178	919
Interest paid	(203)	(218)
Other cash items related to financial activities	36	(485)
<b>Transactions on borrowings and other financial liabilities</b>	<b>631</b>	<b>(16)</b>
<b>Net cash provided by (used for) financing activities</b>	<b>(1,479)</b>	<b>(1,739)</b>
Foreign currency translation adjustments	(28)	37
<b>Change in cash and cash equivalents</b>	<b>(502)</b>	<b>(257)</b>
<b>Cash and cash equivalents:</b>		
At beginning of the period	<b>2,902</b>	<b>3,159</b>
At end of the period	<b>2,400</b>	<b>2,902</b>

## APPENDIX VIII

### VIVENDI SELECTED KEY CONSOLIDATED FINANCIAL DATA FOR THE LAST THREE YEARS (IFRS)

<b>Consolidated data</b>	<b>Full Year 2006</b>	<b>Full Year 2005</b>	<b>Full Year 2004</b>
Revenues	20,044	19,484	17,883
EBITA	4,370	3,985	3,504
<b>EBITA / Revenues (%)</b>	<b>21.8%</b>	<b>20.5%</b>	<b>19.6%</b>
Earnings attributable to equity holders of the parent	4,033	3,154	3,767
Adjusted net income (ANI)	2,614	2,218	1,498
<b>ANI / Revenues (%)</b>	<b>13.0%</b>	<b>11.4%</b>	<b>8.4%</b>
Financial Net Debt	4,344	3,768	4,724
Equity	21,864	21,608	18,092
Of which attributable to equity holders of the Parent	19,912	18,769	15,449
Cash flow from operations, before capital expenditures, net (CFFO before capex, net)	6,111	5,448	5,358
Cash flow from operations (CFFO)	4,466	4,157	4,354
Capital expenditures, net (capex, net)	1,645	1,291	1,004
Financial investments	3,881	1,481	394
Financial divestments	(1,801)	(155)	(5,264)
Dividends paid as for previous fiscal year	1,152	689	-
<b>Per-share amounts</b>			
Weighted average number of shares outstanding over the period	1,153.4	1,149.6	1,144.4
<b>Adjusted net income per share</b>	<b>2.27</b>	<b>1.93</b>	<b>1.31</b>
Number of shares outstanding at the end of the period (excluding treasury shares)	1,155.7	1,151.0	1,144.9
Equity per share, attributable to equity holders of the parent	17.23	16.31	13.49
<b>Dividends per share paid as for previous fiscal year</b>	<b>1.00</b>	<b>0.60</b>	<b>0.00</b>

In millions of euros, number of shares in millions, per-share amounts in euros.