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Vivendi S.A.

**Statutory Auditors' Report on related party
Agreements and Commitments**

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This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

General Shareholders' Meeting to approve the financial
statements for the year ended December 31, 2013
Vivendi S.A.
42, avenue de Friedland - 75008 Paris

This report includes 6 pages

Vivendi S.A.

Registered Office : 42, avenue de Friedland - 75008 Paris
Share Capital : € 7 367 854 620,5

Statutory Auditors' Report on related party Agreements and Commitments

General Shareholders' Meeting to approve the financial statements for the year ended December 31, 2013

To the Shareholders,

In our capacity as statutory auditors of your company, we hereby report on certain related party agreements and commitments.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements and commitments indicated to us, or that we may have identified in the performance of our engagement. We are not required to comment as to whether they are beneficial or appropriate or to ascertain the existence of any such agreements and commitments. It is your responsibility, in accordance with article R. 225-58 of the French commercial Code (*Code de commerce*), to evaluate the benefits resulting from these agreements and commitments prior to their approval.

In addition, we are required, where applicable, to inform you in accordance with article R. 225-58 of the French commercial code (*Code de commerce*) concerning the implementation, during the year, of the agreements and commitments already approved by the shareholders' meeting.

We performed those procedures which we considered necessary to comply with professional guidance issued by the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this type of engagement. These procedures consisted in verifying that the information provided to us is consistent with the documentation from which it has been extracted.

AGREEMENTS AND COMMITMENTS SUBMITTED FOR APPROVAL BY THE ANNUAL SHAREHOLDERS' MEETING

Agreements and commitments authorized during the year

In accordance with article L. 225-88 of the French commercial Code (*Code de commerce*), we have been advised of certain related party agreements and commitments which received prior authorization from your Supervisory Board

• **Disposal by Vivendi S.A. of 53.8% interest in Activision Blizzard**

Members of the Management concerned: Jean-François Dubos and Philippe Capron

At its meeting of July 22, 2013, your Supervisory Board authorized your Management Board to start negotiations in order to sell interests of Vivendi S.A. in Activision Blizzard. As of October 11, 2013 your company sold, at a price of 13.60 dollars per share, its 38.4% interest in Activision Blizzard to the latter and 15.4% interest in Activision Blizzard to an investor group ("ASAC"), resulting in a total cash consideration of 8.2 billion dollars.

Following these operations, Vivendi S.A. retains a residual 11.9% interest in Activision Blizzard. A first portion of this interest may be sold on the market from April 2014.

• **Acquisition by Vivendi S.A. of 20% Lagardère interest in Canal + France**

Members of the Management concerned: Jean-François Dubos and Philippe Capron

At its meeting of October 28, 2013, your supervisory board authorized the conclusion of a settlement agreement with Lagardère Group to purchase its 20% interest in Canal + France for an amount of 1,020 million euros and to settle all current disputes between Vivendi and Lagardère - or that may arise – related to the interest sold.

As of November 5, 2013, Canal + Group S.A. acquired 20% Lagardère Group interest in Canal + France; financed by Vivendi S.A. through an advance on current account.

• **Acquisition by Vivendi S.A. of 3.93% minority interest in Elektrim Telekomunikacija held by SFR**

Members of the Management concerned: Jean-François Dubos, Philippe Capron and Pierre Rodocanachi

At its meeting of December 11, 2013, your supervisory board authorized the acquisition by Vivendi SA of the 3.93% minority interest in Elektrim Telekomunikacija, held by SFR as a result of its merger with the company Vivendi Telecom International in December 2011.

As of December 31, 2013, this agreement was not implemented. Since this investment was fully depreciated in the financial statements of SFR, the purchase will be completed at the price of 1 euro.

Agreements and commitments not previously approved

Pursuant to Articles L.225-90 and L. 823-12 of the Commercial Code, we inform you that the following agreement has not been subject to prior authorization from your supervisory board.

It is our responsibility to report to you the reasons why the authorization procedure was not followed.

- **Assistance agreement between Vivendi S.A. and SFR**

Members of the Management concerned : Jean -François Dubos, Philippe Capron, Jean -Yves Charlier and Pierre Rodocanachi

Your Company had entered in 2003, with its subsidiary SFR, into a support agreement for a five years period. In return, from January 1, 2006, SFR paid your company an annual lump sum of 6 million euros and 0.3 % of its consolidated revenue, excluding revenue from equipment sales.

On March 6, 2008, an amendment to this agreement was signed. Applicable with effect from April 1, 2007, SFR paid your company an amount corresponding to 0.2% of its consolidated revenue (excluding Maroc Telecom figures and revenue from equipment sales).

On December 20, 2013, this agreement was subject to an amendment effective from January 1, 2013, under which the amount of services provided by Vivendi is now charged to SFR based on 0.1% of the consolidated revenue of SFR (excluding Maroc Telecom and revenue from equipment sales) against 0.2 % formerly.

Following an omission, the amendment to this agreement was authorized subsequently to the implementation by your supervisory board on February 21, 2014.

The accrued revenue recorded in the financial statements at 31 December 2013 by your company for such services amounted to 9.6 million euros excluding taxes.

AGREEMENTS AND COMMITMENTS ALREADY APPROVED BY THE ANNUAL SHAREHOLDERS' MEETING

Agreements and commitments approved in prior years

In accordance with article R. 225-57 of the French commercial Code (*Code de commerce*), we have been advised that the implementation of the following agreements and commitments which were approved by the annual shareholders' meeting in prior years continued during the year.

- **Treasury agreement between Vivendi S.A. and Activision Blizzard Inc.**

Members of the Management concerned: Jean-François Dubos and Philippe Capron

At its meeting of April 30, 2009, your Supervisory Board authorized your Management Board to amend the treasury agreement signed during the Vivendi Games and Activision merger operation in 2008. The amendment turned the original contract into a cash pooling agreement for each currency used at Activision Blizzard Inc. level. Activision Blizzard Inc. was lending its foreign currencies to Vivendi S.A. in exchange of an equivalent amount in euros. At the end of each week the balance was nil which avoided any counterparty risk.

Following the sale by Vivendi S.A. of 53.8% interest in Activision Blizzard, the agreement was terminated on October 31, 2013. During the financial year ended December 31, 2013, the management fees received by your company amounted to 156 250 euros.

- **Granting by your company of a 1.5 billion euros loan to SFR**

Members of the Management concerned: Jean-François Dubos, Philippe Capron and Pierre Rodocanachi

At its meeting of June 14, 2009, your supervisory board authorized your management board to grant a 1.5 billion euros revolving facility to SFR with a four years maturity, refundable at the end with a EURIBOR plus 2.5% rate.

As at December 31, 2013, the total amount of interests received by your company is 17 million euros. This loan was repaid by SFR before maturity on June 6, 2013.

- **Agreement on the additional retirement benefits**

Members of the Management concerned: Jean-François Dubos, Jean-Yves Charlier (Member of the Management Board since January 1st, 2014), Arnaud de Puyfontaine (Member of the Management Board since January 1st, 2014)

Your Supervisory Board authorized the implementation of an additional pension plan for senior executives, including the actual members of the Management Board holding an employment contract with your company. The Chairman of the Management Board, whose employment contract has been suspended, takes advantage of this additional pension plan.

The main terms and conditions of the additional pension plan are as follows: a minimum of three years in office, progressive acquisition of rights according to seniority (over a period of twenty years); a reference salary for the calculation of the pension equal to the average of the last three years; dual upper limit; reference salary capped at 60 times the social security limit, acquisition of rights limited to 30% of the reference salary; application of the Fillon Act (rights maintained in the event of retirement at the initiative of the employer after the age of 55); and payment of 60% in the event of the beneficiary's death. The benefits are lost in the event of a departure from the company, for any reason, before the age of 55.

Following his resignation, Mr. Philippe Capron lost the benefit of the additional pension plan. The provision recorded in the 2013 financial statements for the additional retirement benefits of the Chairman of the Management Board amounts to 249 thousand euros.

Agreements and commitments approved in prior years without effect during the year

In addition, we have been informed of the following agreement previously approved by the Annual Shareholders' Meeting, which had no impact during the closed financial period and terminated on December 31, 2013.

- **Conditional severance pay commitment in favor of a member of the Management Board**

Member of the Management concerned: Philippe Capron

At its meeting held on February 22, 2013, the supervisory board authorized the execution by the Company of an amendment to the employment contract of Mr Philippe Capron, under which Mr. Capron would be awarded contractual severance pay in a gross amount equal to eighteen months of compensation (fixed and variable target). This severance would be due solely in the event of the forced departure of Mr. Philippe Capron at the Company's initiative. This severance would not be payable in the case of resignation, retirement or serious misconduct. In addition, the payment of this indemnity would be subject to certain performance conditions.

As a result of his resignation, Mr. Philippe Capron lost the benefit of the amendment to his employment contract, as approved by the Annual Shareholders' Meeting dated April 30, 2013 , and did not receive any contractual severance pay.

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Paris-La Defense, April 11, 2014

The Statutory Auditors
French original signed by

KPMG Audit
KPMG S.A. Department

ERNST & YOUNG et Autres

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