

Vivendi S.A.

General meeting of shareholders to approve the financial statements for the year ended December 31, 2011

Statutory Auditors' Report on related party Agreements and Commitments

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 national auditing body (*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.

- **Transfer by your company of UMGI Investments S.A.S. shares to SIG104**

UMGI Investment S.A.S. and SIG 104 are both subsidiaries controlled by more than 10% by Vivendi S.A.

At its meeting of December 16, 2010, your supervisory board authorized your management board to transfer UMGI Investments S.A.S. shares successively to Vivendi Holding Corp. and to Vivendi S.A. On January 27, 2011, the transaction occurred for a value of 1.8 billion euros.

As part of the pursuit of the rationalization of UMG legal structures, your supervisory board dated April 21, 2011 authorized your management board to transfer UMGI Investments S.A.S. shares to a 100% held subsidiary of Vivendi S.A., and to proceed subsequently to its merger with other UMG financial companies.

On May 3, 2011 Vivendi sold UMGI Investment SAS shares to SIG 104, a wholly-owned subsidiary. The selling price, set at 1.8 billion euros, has been financed by a capital increase of SIG 104, subscribed by Vivendi S.A.

Agreements and commitments approved in prior years

a) whose implementation continued during the year

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.

- **Agreement with Vinci company**

On December 30, 1998, your company, Vinci and "Compagnie Générale de Bâtiment et de Construction" (CBC) signed an amendment to the agreement dated June 30, 1997 related to the sale of CBC shares to Vinci, along with the associated guarantees and better fortune clauses.

On October 21, 2011, Vivendi S.A. acknowledged receipt of the letter sent by CBC and reached agreement with Vinci to terminate with effect from December 31, 2011, the seller's warranty, granted by Vivendi to Vinci, subsequent to the acquisition by Vinci of CBC shares.

Further to this agreement and in accordance with the seller's warranty granted to Vivendi by CBC, your company paid to CBC 1.2 million euros in 2011.

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

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 turns the original contract into a cash pooling agreement for each currency used at Activision Blizzard Inc. level. Activision Blizzard Inc. lends its foreign currencies to Vivendi in exchange of an equivalent amount in euros. At the end of each week the balance is nil which avoids any counterparty risk.

During the financial year ended December 31, 2011, the management fees received by your company amounted to 300 000 euros.

- **Granting by your company of a EUR 1,5 billion euros loan to SFR**

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, 2011, SFR drew the remaining outstanding available facility. The commission regarding the non utilization of the credit line is 73 000 euros for 2011. For 2011, the total amount of interests received by your company is 53.4 million euros.

- **Granting of a 3 billion euros loans to SFR**

At its meeting of February 28, 2008, your supervisory board authorized your management board to provide SFR with a 3 billion euros loan as part of the acquisition by SFR of 60.15% of Neuf Cegetel capital not held by SFR.

Your company agreed on a 3 billion euros revolving facility at market conditions, maturing on December 31, 2012. This credit line was to be reduced by EUR 1 billion as of July 1, 2009, by EUR 1 billion as of July 1, 2010, and the balance as at December 31, 2012.

As at December 31, 2011 the available credit line has been drawn by SFR for 1 billion euros. Total interests received by your company for 2011 amount to 15.1 million euros.

- **Support agreement between your company and SFR**

Your company signed in 2003 a support agreement with its subsidiary SFR for a five-year 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 pays your company an amount corresponding to 0.2% of its consolidated revenue, excluding revenue from equipment sales.

The income received by your company in 2011 relating to this agreement amounted to 23.3 million euros before taxes.

- **Agreement on the additional retirement benefits**

Your supervisory board authorized the implementation of an additional pension plan for senior executives, including the members of the management board holding an employment contract subject to French law with your company. The chairman of the management board 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.

The provision recognized in the 2011 financial statements for the additional retirement benefits related to management board members amounts to 3 493 thousand euros.

b) which were not implemented during the year

In addition, we have been advised that the following agreements and commitments, which were approved by the shareholders' meeting in prior years, were not implemented during the year.

- **Share loan on behalf of two members of the board of directors of Activision Blizzard Inc**

At its meeting of April 29, 2010, your supervisory board authorized your management board to lend, as part of a share loan, 7000 shares of Activision Blizzard Inc. to two social representatives of your company, Messrs Jean-Bernard Levy and Philippe Capron, members of the board of directors of Activision Blizzard Inc. At the end of this contract, they will make a commitment to retrocede any received dividends, if necessary, in accordance with the lent shares and to return to your company, without counterpart, an equivalent number of lent shares, at the expiration of their administrator's mandate in Activision Blizzard Inc.

This loan was not implemented during the year ended December 31, 2011.

This agreement became not applicable given the change in internal governance policy of Activision Blizzard removing the requirement for each administrator to held 7,000 shares of the company.

Paris-La Défense, March 1, 2012

The Statutory Auditors
French original signed by

KPMG Audit
Département de KPMG S.A.

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