

Paris, November 16, 2006

Note: This press release contains consolidated unaudited 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 segments and of the Group. Those changes are detailed in Appendix I.

Vivendi Reports Strong Growth of Adjusted Net Income for the First Nine Months (+16.3%) and the Third Quarter (+28.2%)

First Nine Months of 2006

- **Earnings, attributable to equity holders of the parent, of €3,423 million, an increase of 79.9 %.**
- **Adjusted net income¹, attributable to equity holders of the parent, of €2,109 million, a 16.3 % increase.**
- **Adjusted earnings before interest and income taxes² (EBITA) of €3,648 million, an increase of 14.4 % on a comparable basis³, due to the good performance of all business units, which all have increasing profits.**
- **Increased operating margin.**

Third Quarter of 2006

- **Earnings, attributable to equity holders of the parent, of €1,561 million, an increase of 141.6 %.**
- **Adjusted net income, attributable to equity holders of the parent, of €731 million, a 28.2 % increase.**
- **Adjusted earnings before interest and income taxes (EBITA) of €1,300 million, an increase of 20.9 % on a comparable basis, thanks to the good performance of each business unit.**

Vivendi confirms the guidance for its 2006 adjusted net income, attributable to equity holders of the parent, of at least a 16% increase, with a dividend distribution rate of a minimum of 50% of adjusted net income.

Adjusted net income, attributable to equity holders of the parent, should reach €2.6 billion.

¹ Adjusted net income, attributable to equity holders of the parent, is detailed in Appendix V.

² Adjusted earnings before interest and income taxes (EBITA) is detailed in Appendix I.

³ 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 of 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.

Comments on Vivendi's First Nine Months of 2006 Earnings

Revenues increased to €14,499 million compared to €14,005 million for the first nine months of 2005, representing an increase of €494 million (+ 3.5%).

On a comparable basis, revenues amounted to €14,462 million compared to €13,896 million, an increase of 4.1% (+3.6% at constant currency). All of the Group's businesses contributed to this improvement.

EBITA totaled €3,648 million compared to €3,196 million for the first nine months of 2005. On a comparable basis, EBITA was up €459 million, representing an increase of 14.4% (+14.1% at constant currency), to reach €3,648 million (compared to €3,189 million for the first nine months of 2005). For the first nine months of 2006, each business unit generated positive and growing EBITA.

Operating margin (EBITA on revenues) rate was at 25.2% in 2006 versus 22.8% in 2005.

Income from equity affiliates totaled €245 million compared to €225 million for the first nine months of 2005, representing an increase of €20 million. Income from NBC Universal's earnings amounted to €216 million for the first nine months of 2006 compared to €255 million for the same period in 2005.

Other financial charges and income included an income of €218 million compared to €271 million for the first nine months of 2005, representing a €53 million decrease. For the first nine months of 2006, they mainly included the capital gain on the sale of Veolia Environnement shares (€834 million), offset by the capital losses incurred on the PTC shares (€496 million) and on the sale of the DuPont shares (€98 million). For the same period in 2005, they mainly included the positive impact of the unwinding of InterActiveCorp's interest in VUE (€194 million).

Provision for income taxes resulted in an income of €518 million, compared to a charge of €537 million for the first nine months of 2005. Items included in this amount are the gain related to the settlement of the DuPont litigation (€1,019 million) and the tax savings generated by the Consolidated Global Profit Tax System (€447 million compared to €391 million for the same period in 2005).

Earnings attributable to equity holders of the parent amounted to €3,423 million (basic earnings per share of €2.97 and €2.94 on a diluted basis), compared to €1,903 million for the first nine months of 2005 (basic earnings per share of €1.66 and €1.64 on a diluted basis), representing an increase of 79.9%.

Adjusted net income attributable to equity holders of the parent amounted to €2,109 million (basic adjusted earnings per share of €1.83 and €1.81 on a diluted basis), compared to €1,813 million for the first nine months of 2005 (basic adjusted earnings per share of €1.58 and €1.57 on a diluted basis), representing an increase of 16.3%. The difference between earnings attributable to equity holders of the parent and adjusted net income attributable to equity holders of the parent is €1,314 million, and mainly includes the gain related to the settlement of the tax dispute on the DuPont shares (€921 million), the capital gain generated on the sale of the Veolia Environnement shares (€834 million), offset by the capital loss incurred on the PTC shares (-€496 million).

Vivendi's Business Units: Comments on First Nine Months and Third Quarter of 2006 EBITA

Universal Music Group (UMG)

First nine months

Universal Music Group's (UMG's) EBITA of €433 million was 18.6% higher than the same period last year as the result of the improved margins from higher sales and a favorable sales mix, as well as the settlement of the Napster litigation and the recovery of a cash deposit in the TVT lawsuit offsetting increased marketing and artist and repertoire (A&R) costs.

Third quarter

UMG's EBITA of €138 million was 11.3% above the same period last year as the result of higher margins and the settlement of the Napster litigation partly offset by an increase in bad debt reserves, primarily in the U.S.

Vivendi Games

First nine months

Vivendi Games' EBITA of €86 million was 186.7% above the same period of the prior year (up 179.2% on a constant currency basis). This significant improvement was driven by growth in revenues, with an increased proportion relating to the higher margin of the *World of Warcraft* business. EBITA was also impacted by start up investments for the Sierra Online and Vivendi Games Mobile divisions.

Third quarter

Vivendi Games' EBITA of €24 million was 118.2% above the same period of the prior year (up 118.0% on a constant currency basis). This significant improvement was driven by growth in revenues, with an increased proportion relating to the higher margin of the *World of Warcraft* business. EBITA was also impacted by start up investments for the Sierra Online and Vivendi Games Mobile divisions.

Canal+ Group

First nine months

Canal+ Group's EBITA was €338 million, up €43 million compared to the same period last year. On a comparable basis⁴, EBITA was up €50 million, or 17.4% compared to the same period last year.

This increase reflects the strong growth of pay-TV operations which were up €47 million. Growth of portfolio (subscriptions up nearly 270,000 compared to end of September 2005) and revenue per subscriber has more than offset extra costs linked to the new, exclusive soccer contract.

EBITA from other operations was up €3 million on a comparable basis, mainly due to strong performance of Canal+ in Poland.

⁴ 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.

Third quarter

Canal+ Group's EBITA was €148 million, up €51 million compared to the same period last year. This performance (up 52.6% on a comparable basis compared to the same period last year) is due to growth in pay-TV operations in France, which mainly benefited from strong portfolio additions and increased revenue per subscriber. EBITA was also favourably impacted by calendar timing of French Ligue 1 soccer.

EBITA from other operations have been impacted negatively by StudioCanal, mainly due to lower revenues from the Working Title deal.

SFR

First nine months

SFR's EBITA rose by 3.1% to € 2,095 million. EBITA growth mainly reflected a 0.8% growth in network revenues, a 0.7 percentage point reduction in customer acquisition and retention costs to 9.4% 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).

Third quarter

SFR's EBITA rose by 2% to €706 million due to strong cost controls and despite the increase of the GSM license cost.

Maroc Telecom

First nine months

Maroc Telecom's EBITA amounted to €691 million, increasing by 18.5% compared to the same period in 2005 (+17.7% at constant currency).

This performance was derived from the growth in revenue (11.8% at constant currency) and cost control, in particular acquisition costs in a context of steady growth of the mobile and ADSL customer base^{5 6}.

This result also includes a €30 million provision, recorded in June 2006, for a new voluntary leave plan (comparable to the provision accounted for at the end of September 2005).

Third quarter

Maroc Telecom's EBITA amounted to €281 million increasing by 21.6% compared to the same period in 2005 (+22.6% at constant currency).

⁵ Without Mauritel.

⁶ The mobile customer base, compliant with the ANRT definition and used by Maroc Telecom in 2006, includes prepaid customers giving or receiving a voice call during the last 3 months and not resiliated postpaid customers.

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 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). 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, 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.

ANALYST CONFERENCE

Speakers:

Jacques Espinasse

Member of the Management Board and Chief Financial Officer

Date: Thursday, November 16, 2006
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:

Dial-in (France): +33 (0)1 70 99 42 70

Dial-in (UK): +44 (0)20 7365 1832

Dial-in (US): +1 718 354 1157 and 1 866 239 0753 (toll-free)

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

The slides of the presentation will also be available online.

A **replay service** will be available for 14 days.

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APPENDIX I

VIVENDI

ADJUSTED STATEMENT OF EARNINGS AND CONSOLIDATED STATEMENT OF EARNINGS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2006 AND SEPTEMBER 30, 2005

(IFRS, unaudited)

	ADJUSTED STATEMENT OF EARNINGS (*)		CONSOLIDATED STATEMENT OF EARNINGS (*)			
	Nine Months Ended September 30,		Nine Months Ended September 30,			
	2006	2005	2006	2005		
(In millions of euros, except per share amounts)						
Revenues	€ 14,499	€ 14,005	€ 14,499	€ 14,005	Revenues	
Cost of revenues	(6,984)	(6,988)	(6,984)	(6,988)	Cost of revenues	
Margin from operations	7,515	7,017	7,515	7,017	Margin from operations	
Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations	(3,887)	(3,848)	(3,887)	(3,848)	Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations	
Restructuring charges and other operating charges and income	20	27	20	27	Restructuring charges and other operating charges and income	
			(167)	(174)	Amortization of intangible assets acquired through business combinations	
			-	(154)	Impairment losses of intangible assets acquired through business combinations	
EBITA (*)	3,648	3,196	3,481	2,868	EBIT	
Income from equity affiliates	245	225	245	225	Income from equity affiliates	
Interest	(161)	(167)	(161)	(167)	Interest	
Income from investments	51	56	51	56	Income from investments	
			218	271	Other financial charges and income	
Adjusted earnings from continuing operations before provision for income taxes	3,783	3,310	3,834	3,253	Earnings from continuing operations before provision for income taxes	
Provision for income taxes	(743)	(623)	518	(537)	Provision for income taxes	
			4,352	2,716	Earnings from continuing operations	
			-	107	Earnings from discontinued operations	
Adjusted net income	€ 3,040	€ 2,687	€ 4,352	€ 2,823	Earnings	
<i>Attributable to :</i>					<i>Attributable to :</i>	
Minority interests	931	874	929	920	Minority interests	
Equity holders of the parent (*)	€ 2,109	€ 1,813	€ 3,423	€ 1,903	Equity holders of the parent	
			+ 79.9%			
			+ 16.3%			
Adjusted net income, attributable to the equity holders of the parent per share - basic (in euros)	€ 1.83	€ 1.58	€ 2.97	€ 1.66	Earnings, attributable to the equity holders of the parent per share - basic (in euros)	
Adjusted net income, attributable to the equity holders of the parent per share - diluted (in euros)	€ 1.81	€ 1.57	€ 2.94	€ 1.64	Earnings, attributable to the equity holders of the parent per share - diluted (in euros)	

(*) 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, attributable to equity holders of the parent is available in the Appendix V.

For supplementary information, please refer to the document "Management Board's Operating and Financial Review and Prospects and Unaudited Condensed Financial Statements for the First Nine Months Ended September 30, 2006" that will be posted on Vivendi's website on November 16, 2006 after the Analyst Conference.

APPENDIX II

VIVENDI

ADJUSTED STATEMENT OF EARNINGS AND CONSOLIDATED STATEMENT OF EARNINGS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2006 AND SEPTEMBER 30, 2005

(IFRS, unaudited)

ADJUSTED STATEMENT OF EARNINGS (*)	Three Months Ended September 30,		Three Months Ended September 30,		CONSOLIDATED STATEMENT OF EARNINGS (*)
(In millions of euros, except per share amounts)	2006	2005	2006	2005	
Revenues	€ 4,889	€ 4,874	€ 4,889	€ 4,874	Revenues
Cost of revenues	(2,301)	(2,550)	(2,301)	(2,550)	Cost of revenues
Margin from operations	2,588	2,324	2,588	2,324	Margin from operations
Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations	(1,319)	(1,237)	(1,319)	(1,237)	Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations
Restructuring charges and other operating charges and income	31	(12)	31	(12)	Restructuring charges and other operating charges and income
			(54)	(62)	Amortization of intangible assets acquired through business combinations
			-	-	Impairment losses of intangible assets acquired through business combinations
EBITA	1,300	1,075	1,246	1,013	EBIT
Income from equity affiliates	90	53	90	53	Income from equity affiliates
Interest	(46)	(66)	(46)	(66)	Interest
Income from investments	5	14	5	14	Income from investments
			737	31	Other financial charges and income
Adjusted earnings from continuing operations before provision for income taxes	1,349	1,076	2,032	1,045	Earnings from continuing operations before provision for income taxes
Provision for income taxes	(280)	(190)	(133)	(152)	Provision for income taxes
			1,899	893	Earnings from continuing operations
			-	141	Earnings from discontinued operations
Adjusted net income	€ 1,069	€ 886	€ 1,899	€ 1,034	Earnings
<i>Attributable to :</i>					<i>Attributable to :</i>
Minority interests	338	316	338	388	Minority interests
Equity holders of the parent	€ 731	€ 570	€ 1,561	€ 646	Equity holders of the parent
	% change : + 28.2%		+ 141.6%		
Adjusted net income, attributable to the equity holders of the parent per share - basic (in euros)	€ 0.63	€ 0.50	€ 1.35	€ 0.56	Earnings, attributable to the equity holders of the parent per share - basic (in euros)
Adjusted net income, attributable to the equity holders of the parent per share - diluted (in euros)	€ 0.63	€ 0.49	€ 1.34	€ 0.56	Earnings, attributable to the equity holders of the parent per share - diluted (in euros)

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

APPENDIX III

VIVENDI REVENUES AND EBITA ON A COMPARABLE BASIS BY BUSINESS SEGMENT (IFRS, unaudited)

Comparable basis essentially illustrates the effect of the divestitures or abandonment of operations that occurred in 2005 and 2006 (mainly NC Numéricâble 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.

Three Months Ended September 30,				Nine Months Ended September 30,				
2006	2005	% Change	% Change at constant rate		2006	2005	% Change	% Change at constant rate
				(In millions of euros)				
				Revenues				
€ 1,096	€ 1,119	-2.1%	0.8%	Universal Music Group	€ 3,298	€ 3,211	2.7%	1.4%
182	158	15.2%	18.0%	Vivendi Games	478	396	20.7%	18.4%
879	840	4.6%	4.7%	Canal+ Group	2,675	2,462	8.7%	8.4%
2,196	2,235	-1.7%	-1.7%	SFR	6,497	6,464	0.5%	0.5%
561	503	11.5%	12.3%	Maroc Telecom	1,554	1,380	12.6%	11.8%
(25)	(5)	x5	x5	Non core operations and elimination of inter segment transactions	(40)	(17)	-135.3%	-135.3%
€ 4,889	€ 4,850	0.8%	1.6%	Total Vivendi	€ 14,462	€ 13,896	4.1%	3.6%
				EBITA				
€ 138	€ 124	11.3%	13.8%	Universal Music Group	€ 433	€ 365	18.6%	17.9%
24	11	118.2%	118.0%	Vivendi Games	86	30	186.7%	179.2%
148	97	52.6%	52.5%	Canal+ Group	338	288	17.4%	17.1%
706	692	2.0%	2.0%	SFR	2,095	2,032	3.1%	3.1%
281	231	21.6%	22.6%	Maroc Telecom	691	583	18.5%	17.7%
(32)	(77)	58.4%	58.5%	Holding & Corporate	(52)	(133)	60.9%	60.3%
35	(3)	na*	na*	Non core operations	57	24	137.5%	139.6%
€ 1,300	€ 1,075	20.9%	21.7%	Total Vivendi	€ 3,648	€ 3,189	14.4%	14.1%
26.6%	22.2%			EBITA / Revenues (%)	25.2%	22.9%		

na*: not applicable.

APPENDIX IV

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

Three Months Ended September 30,			(In millions of euros)	Nine Months Ended September 30,					
2006	2005	% Change		2006	2005	% Change			
			Revenues						
€	1,096	€	1,119	-2.1%	€	3,298	€	3,211	2.7%
	182		158	15.2%		478		396	20.7%
	879		863	1.9%		2,712		2,560	5.9%
	2,196		2,236	-1.8%		6,497		6,475	0.3%
	561		503	11.5%		1,554		1,380	12.6%
	(25)		(5)	x5		(40)		(17)	-135.3%
€	4,889	€	4,874	0.3%	€	14,499	€	14,005	3.5%
			EBITA						
€	138	€	124	11.3%	€	433	€	365	18.6%
	24		11	118.2%		86		30	186.7%
	148		97	52.6%		338		295	14.6%
	706		692	2.0%		2,095		2,032	3.1%
	281		231	21.6%		691		583	18.5%
	(32)		(77)	58.4%		(52)		(133)	60.9%
	35		(3)	na*		57		24	137.5%
€	1,300	€	1,075	20.9%	€	3,648	€	3,196	14.1%
26.6%		22.1%			25.2%		22.8%		
			EBITA / Revenues (%)						

na*: not applicable.

APPENDIX V

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

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

Following the adoption of EBITA as the key operating performance measure of the business segments, Vivendi Management decided to change the method for calculating adjusted net income, by excluding amortization of intangible assets acquired through business combinations. Adjusted net income, attributable to equity holders of the parent, 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 advances to equity affiliates and loans to unconsolidated interests, as well as taxes and minority interests related to these items. It does not include the following items: impairment losses of goodwill and other intangibles acquired through business combinations, henceforth, 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 tax years no longer open to audit or having been settled with the tax authorities).

Three Months Ended September 30,				Nine Months Ended September 30,			
2006		2005		(In millions of euros)			
€	1,561	€	646	€	3,423	€	1,903
Earnings, attributable to equity holders of the parent (a)							
<i>Adjustments</i>							
	54		62		167		174
	-		-		-		154
	(737)		(31)		(218)		(271)
	-		(141)		-		(107)
	(3)		(1)		(10)		(5)
	(120)		(28)		(1,186)		(61)
	(24)		(9)		(65)		(20)
	-		72		(2)		46
€	731	€	570	€	2,109	€	1,813
Adjusted net income, attributable to equity holders of the parent							

- (a) As reported in the Consolidated Statement of Earnings.
- (b) Corresponds to the reversal of tax liabilities relating to tax years no longer open to audit or having been settled with the tax authorities. For the nine months ended September 30, 2006, this item included mainly the profit related to the settlement of the DuPont litigation (€1,019 million).