vivendi press release

Paris, May 14, 2013

Note: *This press release contains non audited consolidated earnings established under IFRS, which were approved by Vivendi's Management Board on May 13, 2013.*

Vivendi:
• Results in Line with Forecast for First Quarter 2013
• Full Year Guidance Confirmed

- **Revenues**: €7,051 million, virtually stable (down 1.0% and up 0.3% at constant currency) compared to first quarter 2012.

- **EBITA**[1]: €1,344 million, down 17.2% and 16.1% at constant currency compared to first quarter 2012. In line with our outlook, this difference is mainly due to the decrease at SFR (-€233 million).

- **Adjusted Net Income**[2]: €672 million, down 18.5% compared to first quarter 2012, mainly due to the EBITA decrease.

- Confronted with a very challenging economic environment, Vivendi's subsidiaries are implementing the necessary adaptation measures. Consequently, **first quarter 2013 results are in line with our outlook** and enable us to **confirm our annual guidance** across all the Group's businesses.

[1] For more information about EBITA, see appendix IV.
[2] For the reconciliation of earnings attributable to Vivendi SA shareowners to adjusted net income, see appendix IV.

Business Highlights

Canal+ Group

Canal+ Group's revenues were €1,286 million, a 4.4% increase compared to first quarter 2012. This rise is due mainly to the integration of the new free-to-air channels (FTA) in France (D8 and D17) and the 'n' platform in Poland[3]. The globally unfavorable economic environment, however, is reflected in a sharp decline in the advertising market.

At the end of March 2013, Canal+ Group's total subscription portfolio was up 285,000 year-on-year, thanks to good performances in the Canal+ Overseas territories, in particular in Africa and Vietnam.

Canal+ Group's EBITA was €190 million, excluding €7 million transition costs related to the integration of the new businesses. The change compared to March 2012 was notably due to the negative impact of the broadcasting schedule, different from one year to the next, of premium content (Ligue 1, movies and drama).

In the first quarter of 2013, Canal+ France renewed the exclusive broadcasting rights for all the English Premier League. In addition, the group strengthened its sports offer, already the most attractive on the French market, obtaining the exclusive broadcasting right for Formula 1. It also entered into a licensing agreement with HBO covering the French broadcasting of all new series of the prestigious American channel for the next five seasons.

The general entertainment free-to-air (FTA) channel D8 was successfully re-launched, achieving an audience of 3.2% in April 2013 (and a record 4% among the population aged 25-49). Within a few months, D8 ranked second among the digital terrestrial television channels.

Universal Music Group

Universal Music Group (UMG)'s revenues were €1,091 million, up 13.5% compared to first quarter 2012 (+15.5% at constant currency). Revenues were bolstered by better-than-expected results from EMI labels, partially offset by lower revenues in Japan as well as the disposal of the company's VE/Fontana activities in 2012.

Digital sales represented 54% of recorded music sales compared to 46% in first quarter 2012.

Recorded music best sellers this quarter were led by the soundtrack from "Les Misérables," new releases from Rihanna, Bon Jovi, Justin Bieber, Lil Wayne, Emeli Sandé, Andrea Bocelli and a compilation of songs by 2013 Grammy Award-winning artists.

UMG's EBITA of €55 million was down 19.1% due to higher restructuring and integration costs and the benefit of the non-recurring gain on the disposal of the VE business in the prior year. Excluding the impact of those items, EBITA was up 6.2% as the lower revenues in Japan were offset by active cost management.

[3] *D8/D17 consolidated since September 27, 2012 and nc+ consolidated since November 30, 2012*

The group confirmed to be on track to deliver the EMI Recorded Music-related expected synergies of more than £100 million.

Activision Blizzard

Activision Blizzard's revenues were €1,003 million, up 12.2% (+13.0% at constant currency), and EBITA was €442 million, a 11.9% increase (+12.9% at constant currency) compared to first quarter 2012. These results take into account the accounting principles requiring that revenues and related cost of sales associated with games with an online component be deferred over the estimated customer service period. The balance of the deferred operating margin was up 29% to €739 million as of March 31, 2013, compared to €573 million as of March 31, 2012.

The first-quarter performance was driven by continued consumer interest in all of key franchises. By the end of its first two days of sales, *StarCraft II: Heart of the Swarm* had sold through approximately 1.1 million copies worldwide[4]. In North America and Europe combined, Activision Publishing was the #1 publisher overall with the #1 and #2 best-selling franchises – *Skylanders* and *Call of Duty®*[5]. *World of Warcraft* remained the #1subscription-based MMORPG in the world, with 8.3 million subscribers[6].

During the quarter, digital revenues from *Call of Duty* increased more than 100% year over year. Activision Blizzard will release its new *Call of Duty* game, named *Call of Duty: Ghosts,* on November 5, 2013.

While Activision Blizzard has had an excellent start to the year, the company remains cautious for the rest of the year. The shift in release dates of competing products, the disappointing launch of the Wii U™, uncertainties regarding next-generation hardware, and subscriber declines in the *World of Warcraft* business all raise concerns, as do continued challenges in the global economy.

However, with better than expected first quarter 2013 earnings, the EBITA outlook for 2013 in IFRS is upgraded to around $1.15 billion.

SFR

SFR's revenues amounted to €2,594 million, an 11.4% decrease compared to first quarter 2012 due to the impact of price cuts related to the competitive environment and to price cuts imposed by the regulators[7]. Excluding the impact of these regulatory decisions, revenues decreased by 7.3%.

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[4] *According to Activision Blizzard internal estimates including both retail and digital sales.*

[5] *According to The NPD Group, Gfk Chart-Track and Activision Blizzard internal estimates, including accessory packs and figures.*

[6] *According to Activision Blizzard internal estimates.*

[7] *Tariff cuts imposed by regulatory decision:*
i) 33% decrease in mobile voice termination regulated price on July 1, 2012 and a further 20% decrease on January 1, 2013;
ii) 33% decrease in SMS termination regulated price on July 1, 2012;
iii) Roaming tariff cuts on July 1, 2012; and
iv) 50% decrease in fixed voice termination regulated price on July 1, 2012 and a further 47% decrease on January 1, 2013.

Mobile revenues[8] amounted to €1,642 million, a 17.4% decrease. Excluding the impact of regulated price cuts, mobile revenues decreased by 11.6%.

The new commercial offers launched in January 2013 maintained the commercial momentum initiated during the last quarter 2012. During the first quarter 2013, SFR's postpaid mobile customer base increased by 257,000 net additions. At the end of March 2013, SFR's postpaid mobile customer base reached 16.820 million, a 3.2% increase year-on-year. The customer mix (the percentage of the number of postpaid customers in the total customer base) amounted to 81.2%, a 3.0 percentage point increase year-on-year. SFR's total mobile customer base reached 20.719 million. Mobile Internet usage continued to progress, with 54% of SFR customers equipped with a smartphone (43% at the end of March 2012).

Broadband Internet and fixed revenues[8] amounted to €984 million, a 0.7% decrease, and a 0.7% increase excluding the impact of regulated price cuts.

At the end of March 2013, the postpaid broadband Internet residential customer base reached 5.131 million, with 56,000 net additions during the first quarter and an acceleration of fiber recruitments. The quadruple play offer ("Multi-Packs de SFR") reached nearly 2 million subscribers at the end of March 2013, representing almost 40% of the broadband Internet customer base.

In line with our guidance, SFR's EBITDA amounted to €702 million, a 24.5% decrease.

In a still fiercely competitive market, SFR maintained the attractiveness of its mobile offers: launch of new simplified "Formules Carrées" with tailored customer support, strengthening of its Red offers, and a proactive loyalty program for its customers.

In parallel, SFR continues to implement its adaptation plan in order to strengthen its capacity to invest in a very high speed fixed and mobile broadband. After completing negotiations with the trade union representatives, SFR's voluntary redundancy plan started on April 11, 2013.

SFR continues to expand its 4G network coverage. The objective is to exceed 30% of the population by the end of 2013. In addition, in early April, SFR signed an agreement with France Telecom and the Ile-de-France region regarding the deployment of the fiber-to-the-home technology, with the objective of having 100% of households and businesses in the region covered by 2020.

GVT

GVT's revenues increased by 15.5% at constant currency (+1.4% at actual currency) compared to first quarter 2012, reaching €438 million (BRL 1,165 million), due to a slowdown of the Brazilian economy and fierce competition. At the end of March 2013, GVT reached 142 cities provided with its services, reaching 8.838 million of Telecom lines in service, a 29.5% increase year-on-year.

GVT's pay-TV service continues to perform well and has generated €38 million (BRL 103 million) in revenues during the first quarter 2013. The number of subscribers totaled approximately 460,000 as

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[8] *Mobile revenues and broadband Internet and fixed revenues are determined as revenues before elimination of intersegment operations within SFR.*

of March 31, 2013 (x4.1 year-on-year), representing a 20.7% penetration rate among the broadband customer base.

GVT, which strives to constantly innovate in order to consistently meet the needs of its customers, has been offering a new 25 Mbps broadband speed in its portfolio since January. At the end of March 2013, 47% of its customers base opted for speeds equal to or higher than 15 Mbps, compared to 40% one year ago.

GVT's EBITDA was €176 million (BRL 467 million), an increase of 12.6% at constant currency (a 0.6% decrease at actual currency) and EBITDA margin maintained to a high level of 40.2% and 42.3% for Telecom activities only.

GVT's EBITA was €99 million (BRL 263 million), a 3.1% decrease at constant currency (-14.7% at actual currency). This decrease reflected the expected increase of amortization charges due to the past capital expenditures increase, in particular in pay-TV.

GVT's capital expenditures amounted to €282 million (BRL 748 million) in line with the first quarter 2012.

Maroc Telecom group

Maroc Telecom group's revenues were €644 million, a 4.7% decrease year-on-year (-4.6% at constant currency). The group's customer base stood at nearly 34 million as of March 31, 2013, a strong 14.1% increase year-on-year. This growth was attributable to the expansion of the Moroccan customer bases and to the dynamic momentum of the African subsidiaries, whose customer bases grew by 32% to almost 14 million customers.

Operations in Morocco generated revenues of €490 million, down 7.4% (-7.5% at constant currency). This decrease was attributable to the impact of additional price cuts in the mobile segment, partially offset by a growth of usage, successive reductions in mobile termination rates, and cannibalization of fixed-line revenue by the mobile segment.

Maroc Telecom group's African subsidiaries revenues grew strongly by 6.5% (+7.7% at constant currency), with revenues totaling €165 million. This performance was achieved despite a difficult comparison basis in first quarter 2012, in particular in Mali. This performance resulted from a significant expansion of the mobile customer bases (+33%), enhanced product offers, and higher customer usage.

Maroc Telecom group's EBITDA remained stable at €379 million (+0.2% at constant currency), leading to a 2.8 point increase in the EBITDA margin which reached a high level of 58.9%. This performance was achieved thanks to lower mobile termination rates, significant efforts to reduce acquisition costs and a reduction in operating expenses resulting from voluntary redundancy plans carried out in Morocco and in African subsidiaries during the second half of 2012.

Maroc Telecom group's EBITA was stable at €273 million (+0.2% at constant currency), despite a slight rise in amortization charges. The operating margin rose by 2.0 point, to 42.4%.

Comments on Key Financial Consolidated Indicators

Revenues were €7,051 million, compared to €7,119 million for the first quarter of 2012 (-1.0%, or +0.3% at constant currency).

EBITA was €1,344 million, compared to €1,623 million for the first quarter of 2012 (-17.2%, or -16.1% at constant currency). This change mainly reflected the decline in the performances of SFR (-€233 million).

Interest was an expense of €140 million, compared to €139 million for the first quarter of 2012. For the first quarter of 2013, interest expenses on borrowings were stable at €146 million (compared to €145 million for the first quarter of 2012). The increase in average outstanding borrowings to €17.4 billion (compared to €16.0 billion for the first quarter of 2012) was offset by the decrease in the average interest rate on borrowings to 3.35% for the first quarter of 2013 (compared to 3.63% for the first quarter of 2012).

Income taxes reported to adjusted net income was a net charge of €270 million, compared to a net charge of €396 million for the first quarter of 2012, a €126 million decrease. This change notably reflected the impact of the decline in the group's business segments' taxable income (+€97 million), primarily due to SFR. The effective tax rate reported to adjusted net income was 22.2% (compared to 26.7% for the first quarter of 2012).

Adjusted net income attributable to non-controlling interests amounted to €269 million, compared to €246 million for the first quarter of 2012. The €23 million increase was mainly attributable to the impact of Activision Blizzard's operating performance (+€27 million).

Adjusted net income amounted to €672 million (or €0.51 per share) compared to €825 million (or €0.64 per share) for the first quarter of 2012, a €153 million decrease (-18.5%).

Earnings attributable to Vivendi SA shareowners amounted to €534 million (or €0.40 per share), compared to €699 million (or €0.54 per share) for the first quarter of 2012, a €165 million decrease (-23.6%).

For additional information, please refer to the "Financial Report and Unaudited Condensed Financial Statements for the First Quarter ended March 31, 2013", which will be released later online on Vivendi's website (www.vivendi.com).

About Vivendi
Vivendi is one of the few multimedia groups in the world to operate across the entire digital value chain. It creates and publishes content for which it develops broadcast networks and distribution platforms.
Vivendi combines a number of companies that are leaders in content and media: the French leader in pay-TV (Canal+ Group), the world leader in music (Universal Music Group) and the world leader in video games (Activision Blizzard). In telecommunications, Vivendi operates the French leader in alternative telecoms (SFR), the leading alternative broadband operator in Brazil (GVT) and the Moroccan leader in telecoms (Maroc Telecom).
In 2012, Vivendi achieved revenues of €29 billion and adjusted net income of €2.55 billion. The Group has over 58,000 employees.
www.vivendi.com

Important Disclaimers
Cautionary Note Regarding Forward Looking Statements. This press release contains forward-looking statements with respect to the financial condition, results of operations, business, strategy, plans and outlook of Vivendi, including the impact of certain transactions. 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 related to antitrust and other 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), which are also available in English on Vivendi's website (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. Accordingly, we caution you against relying on forward looking statements. These forward-looking statements are made as of the date of this 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.

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ANALYST AND INVESTOR CONFERENCE

Speaker: Philippe Capron
Member of the Management Board and Chief Financial Officer

Date Tuesday, May 14, 2013
18:00 PM Paris– 17:00 PM London– 12:00 PM New York
Media invited on a listen-only basis.

Numbers to dial
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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

(IFRS, unaudited)

	1st Quarter 2013	1st Quarter 2012 (*)	% Change
Revenues	**7,051**	**7,119**	**- 1.0%**
Cost of revenues	(3,580)	(3,425)	
Margin from operations	**3,471**	**3,694**	**- 6.0%**
Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations	(2,085)	(2,043)	
Restructuring charges and other operating charges and income	(42)	(28)	
EBITA (**)	**1,344**	**1,623**	**- 17.2%**
Income from equity affiliates	(7)	(19)	
Interest	(140)	(139)	
Income from investments	14	2	
Adjusted earnings from continuing operations before provision for income taxes	**1,211**	**1,467**	**- 17.5%**
Provision for income taxes	(270)	(396)	
Adjusted net income before non-controlling interests	**941**	**1,071**	**- 12.1%**
Non-controlling interests	(269)	(246)	
Adjusted net income (**)	**672**	**825**	**- 18.5%**
Adjusted net income per share - basic	**0.51**	**0.64**	**- 20.7%**
Adjusted net income per share - diluted	**0.51**	**0.64**	**- 20.9%**

In millions of euros, per share amounts in euros.

(*) As of January 1, 2013, Vivendi applied, with retrospective effect as of January 1, 2012, the amended IAS 19 standard - *Employee Benefits* - the application of which is mandatory in the European Union beginning on or after January 1, 2013. As a result, the 2012 Financial Statements, notably EBITA and Adjusted net income were adjusted in accordance with the new standard (please refer to the Financial Report and Unaudited Condensed Financial Statements for the first quarter ended March 31, 2013).

(**) The reconciliation of EBIT to EBITA (adjusted earnings before interest and income taxes) and of earnings, attributable to Vivendi SA shareowners to adjusted net income is presented in the Appendix IV.

For any additional information, please refer to "Financial Report and Unaudited Condensed Financial Statements for the first quarter ended March 31, 2013, which will be released online later on Vivendi's website (www.vivendi.com).

APPENDIX II

VIVENDI

CONSOLIDATED STATEMENT OF EARNINGS

(IFRS, unaudited)

	1st Quarter 2013	1st Quarter 2012 (*)	% Change
Revenues	**7,051**	**7,119**	**- 1.0%**
Cost of revenues	(3,580)	(3,425)	
Margin from operations	**3,471**	**3,694**	**- 6.0%**
Selling, general and administrative expenses excluding amortization of intangible assets acquired through business combinations	(2,085)	(2,043)	
Restructuring charges and other operating charges and income	(42)	(28)	
Amortization of intangible assets acquired through business combinations	(119)	(111)	
Impairment losses on intangible assets acquired through business combinations	(20)	-	
Other income	-	5	
Other charges	(27)	(22)	
EBIT	**1,178**	**1,495**	**- 21.2%**
Income from equity affiliates	(7)	(19)	
Interest	(140)	(139)	
Income from investments	14	2	
Other financial income	42	3	
Other financial charges	(29)	(28)	
Earnings from continuing operations before provision for income taxes	**1,058**	**1,314**	**- 19.5%**
Provision for income taxes	(259)	(371)	
Earnings from continuing operations	**799**	**943**	**- 15.3%**
Earnings from discontinued operations	-	-	
Earnings	**799**	**943**	**- 15.3%**
Non-controlling interests	(265)	(244)	
Earnings attributable to Vivendi SA shareowners	**534**	**699**	**- 23.6%**
Earnings attributable to Vivendi SA shareowners per share - basic	**0.40**	**0.54**	**- 25.6%**
Earnings attributable to Vivendi SA shareowners per share - diluted	**0.40**	**0.54**	**- 25.8%**

In millions of euros, per share amounts in euros.

(*) As of January 1, 2013, Vivendi applied, with retrospective effect as of January 1, 2012, the amended IAS 19 standard - *Employee Benefits* – the application of which is mandatory in the European Union beginning on or after January 1, 2013. As a result, the 2012 Financial Statements, notably EBIT and earnings were adjusted in accordance with the new standard (please refer to the Financial Report and Unaudited Condensed Financial Statements for the first quarter ended March 31, 2013).

APPENDIX III

VIVENDI

REVENUES AND EBITA BY BUSINESS SEGMENT

(IFRS, unaudited)

(in millions of euros)	1st Quarter 2013	1st Quarter 2012	% Change	% Change at constant rate
Revenues				
Canal+ Group	1,286	1,232	+4.4%	+4.3%
Universal Music Group	1,091	961	+13.5%	+15.5%
Activision Blizzard	1,003	894	+12.2%	+13.0%
Media	3,380	3,087	+9.5%	+10.3%
SFR	2,594	2,927	-11.4%	-11.4%
GVT	438	432	+1.4%	+15.5%
Maroc Telecom Group	644	676	-4.7%	-4.6%
Telecom	3,676	4,035	-8.9%	-7.3%
Non-core operations and others, and elimination of intersegment transactions	(5)	(3)	na	na
Total Vivendi	**7,051**	**7,119**	**-1.0%**	**+0.3%**
EBITA (*)				
Canal+ Group	183	236	-22.5%	-22.4%
Universal Music Group	55	68	-19.1%	-18.9%
Activision Blizzard	442	395	+11.9%	+12.9%
Media	680	699	-2.7%	-2.1%
SFR	328	561	-41.5%	-41.5%
GVT	99	116	-14.7%	-3.1%
Maroc Telecom Group	273	273	-	+0.2%
Telecom	700	950	-26.3%	-24.9%
Holding & Corporate	(22)	(23)	+4.3%	+5.1%
Non-core operations and others	(14)	(3)	na	na
Total Vivendi	**1,344**	**1,623**	**-17.2%**	**-16.1%**

na: not applicable.

(*) - The reconciliation of EBIT to EBITA (adjusted earnings before interest and income taxes) is presented in the Appendix IV.

- As of January 1, 2013, Vivendi applied, with retrospective effect as of January 1, 2012, the amended IAS 19 standard - *Employee Benefits* - the application of which is mandatory in the European Union beginning on or after January 1, 2013. As a result, the 2012 Financial Statements, notably EBITA was adjusted in accordance with the new standard (please refer to the Financial Report and Unaudited Condensed Financial Statements for the first quarter ended March 31, 2013).

APPENDIX IV

VIVENDI

RECONCILIATION OF EBIT TO EBITA AND OF EARNINGS, ATTRIBUTABLE TO VIVENDI SA SHAREOWNERS TO ADJUSTED NET INCOME

(IFRS, unaudited)

Vivendi considers EBITA (adjusted earnings before interest and income taxes) and adjusted net income, non-GAAP measures, to be relevant indicators to assess the group's operating and financial performance. Vivendi Management uses EBITA and adjusted net income to manage the group because they better illustrate the underlying performance of continuing operations by excluding most non-recurring and non-operating items.

(in millions of euros)	1st Quarter 2013	1st Quarter 2012 (*)
EBIT (**)	**1,178**	**1,495**
Adjustments		
Amortization of intangible assets acquired through business combinations (**)	119	111
Impairment losses on intangible assets acquired through business combinations (**)	20	-
Other income (**)	-	(5)
Other charges (**)	27	22
EBITA	**1,344**	**1,623**

(in millions of euros)	1st Quarter 2013	1st Quarter 2012 (*)
Earnings attributable to Vivendi SA shareowners (**)	**534**	**699**
Adjustments		
Amortization of intangible assets acquired through business combinations (**)	119	111
Impairment losses on intangible assets acquired through business combinations (**)	20	-
Other income (**)	-	(5)
Other charges (**)	27	22
Other financial income (**)	(42)	(3)
Other financial charges (**)	29	28
Change in deferred tax asset related to Vivendi SA's French Tax Group and to the Consolidated Global Profit Tax Systems	16	6
Non-recurring items related to provision for income taxes	7	7
Provision for income taxes on adjustments	(34)	(38)
Non-controlling interests on adjustments	(4)	(2)
Adjusted net income	**672**	**825**

(*) As of January 1, 2013, Vivendi applied, with retrospective effect as of January 1, 2012, the amended IAS 19 standard - *Employee Benefits* – the application of which is mandatory in the European Union beginning on or after January 1, 2013. As a result, the 2012 Financial Statements, notably EBIT, EBITA, earnings and Adjusted net income were adjusted in accordance with the new standard (please refer to the Financial Report and Unaudited Condensed Financial Statements for the first quarter ended March 31, 2013).

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