

Paris, September 15, 2021

## **Amber Capital proposes that Vivendi acquire its stake in Lagardère, which Vivendi has accepted**

In accordance with the agreements concluded on August 10, 2020 (\*), Amber Capital has informed Vivendi of its intention to sell all its shares in Lagardère and has invited Vivendi to make an acquisition offer.

The Vivendi Management Board has accepted to offer €24.10 per share for the 25,305,448 shares held by Amber Capital, representing 17.93% of the share capital and 14.34% of the theoretical number of voting rights in Lagardère. The Vivendi Supervisory Board has approved the Management Board's decision regarding this offer.

Amber Capital has accepted this offer, leading to the conclusion of a conditional sales contract in the following terms.

The transaction will be completed by December 15, 2022, after gaining the approvals required by the current regulations in light of the takeover that could result from the mandatory public offer following this acquisition. If these authorizations, mainly requested by the European Commission and the French media authority *Conseil supérieur de l'Audiovisuel*, are not obtained by December 15, 2022, the acquisition will have to be completed at the same price by a third party in place of Vivendi.

At the seller's request, a small minority of these shares, between around 0.4% and 0.9% of the share capital, will be acquired directly and unconditionally in September.

Ordinary distributions that would be paid by Lagardère up until the sale completion would benefit the seller, without any change in the €24.10 price. Other distributions would result in a price adjustment.

Pending such regulatory approvals, in return for the pledge concerning the Lagardère shares held by Amber Capital, Vivendi will grant a cash collateral for an amount corresponding to their value based on a €24.10 price per share.

Should the acquisition by Vivendi be completed, Vivendi will hold 45.1% of the share capital and 36.1% of the voting rights of Lagardère, going above the 30% share capital and voting right thresholds in Lagardère. As a result, a mandatory proposal for a public offer at the same price for all Lagardère shares not yet owned by Vivendi will be filed with the French market authority (*Autorité des Marchés financiers*) in accordance with current regulation.

The contract signature does not affect the shareholder agreements concluded by the main shareholders to transform Lagardère into a limited company, as announced on April 28, 2021.

(\* ) Shareholders' agreement published by the *Autorité des Marchés financiers* on August 11, 2020, notice 220C2974

## **About Vivendi**

Since 2014, Vivendi has built a world-class media, content and communications group. The Group owns leading, strongly complementary assets in music (Universal Music Group), television and movies (Canal+ Group), communications (Havas Group), publishing (Editis), magazines (Prisma Media), video games (Gameloft), live entertainment and ticketing (Vivendi Village). It also owns a global digital content distribution platform (Dailymotion). Vivendi's various businesses cohesively work together as an integrated industrial group to create greater value. Vivendi is committed to the environment and aims at being carbon neutral by 2025. In addition, the Group helps building more open, inclusive and responsible societies by supporting diverse and inventive creative works, promoting broader access to culture, education and to its businesses, and by increasing awareness of 21<sup>st</sup>-century challenges and opportunities. [www.vivendi.com](http://www.vivendi.com)

## **Important disclaimers**

This press release contains information that may have characterized, before becoming public, inside information as defined by Article 7, par. 1, of the European Regulation 596/2014. It also contains forward-looking statements with respect to the financial condition, results of operations, business, strategy, plans and outlook 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 related to antitrust and other regulatory approvals as well as any other approvals which may be required in connection with certain transactions and 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](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. Accordingly, we caution readers against relying on such 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. Unsponsored ADRs. Vivendi does not sponsor an American Depositary Receipt (ADR) facility in respect of its shares. Any ADR facility currently in existence is "unsponsored" and has no ties whatsoever to Vivendi. Vivendi disclaims any liability in respect of any such facility.