



**NOTICE OF FULL REDEMPTION
TO THE HOLDERS OF THE
EUR 700,000,000 1.125 PER CENT. NOTES DUE 11 DECEMBER 2028
ISSUED BY VIVENDI SE ON 11 JUNE 2019**

ISIN: FR0013424876

Paris, 14 November 2024

Reference is made to the terms and conditions included in the base prospectus dated 22 March 2019 which was approved by the *Autorité des marchés financiers* under n°19-112 on 22 March 2019, as completed by the Final Terms dated 7 June 2019 (the "**Terms and Conditions**"), of the EUR 700,000,000 aggregate principal amount of 1.125 per cent. Notes due 11 December 2028 (the "**Notes**") issued by Vivendi SE (the "**Issuer**").

All capitalized terms used herein and not otherwise defined in this notice shall have the meanings assigned to them in the Terms and Conditions.

The Issuer hereby gives irrevocable notice to all Noteholders that the Issuer has elected to exercise its make-whole redemption option of the outstanding Notes, in whole, in accordance with Condition 7.2.2 (*Make-whole redemption*) and Condition 15 (*Notices*) of the Terms and Conditions (the "**Redemption**"). The Make-Whole Redemption Date is set to 13 December 2024 (the "**Make-Whole Redemption Date**").

This notice, together with the Redemption, are conditional on the adoption, by the Issuer's Combined General Shareholders' Meeting to be held on 9 December 2024, of any of the resolutions (and such resolutions becoming effective) regarding the proposed spin-off of the Issuer's group submitted to its vote, as such resolutions are set forth in the notice of meeting (*avis de réunion*) published in the *Bulletin des Annonces Légales Obligatoires* (BALO) on 30 October 2024 and available on the Issuer's website (<https://www.vivendi.com/en/shareholders-investors/shareholders-meeting/>) and may subsequently be amended or completed by the Issuer's Management Board (*Directoire*) at its own initiative, as the case may be. For the avoidance of doubt, should the Issuer's Combined General Shareholders' Meeting be cancelled or not held, no Redemption should occur.

As set out in the Terms and Conditions, all Notes will be redeemed at their Make-Whole Redemption Amount (the "**Make-Whole Redemption Amount**"), as calculated by the Calculation Agent in accordance with Condition 7.2.2 (*Make-whole redemption*) of the Terms and Conditions. The Make-Whole Redemption Amount, along with the Make-Whole Redemption Rate (which will be determined as per Condition 7.2.2 (*Make-whole redemption*) of the Terms and Conditions), will be published in accordance with the Terms and Conditions.



In accordance with Condition 8 (*Payments and Talons*) of the Terms and Conditions, the Make-Whole Redemption Amount will be paid in euros by the Paying Agent (**Société Générale Securities Services** - 32 rue du Champ de Tir, 44308 Nantes Cedex 3) on the Make-Whole Redemption Date to the Account Holders for the benefit of the Noteholders.

Pursuant to Condition 7.9 (*Cancellation*) of the Terms and Conditions, all Notes so redeemed will be cancelled and an application for their delisting will be made to Euronext.

The results of the Issuer's Combined General Shareholders' Meeting to be held on 9 December 2024 will be published by the Issuer in a press release and made available on its website, and will also be communicated by the Issuer to the Paying Agent.