

vivendi

Notice of Meeting

2022 Combined General Shareholders' Meeting

Tuesday, April 25, 2022
at 10:00 am

At l'Olympia
28, Boulevard des Capucines
75009 Paris

Warning:

Due to the Covid-19 pandemic, the organizational and participation procedures for the General Shareholders' Meeting may change depending on legislative and regulatory developments that occur after the publication of this notice.

Shareholders are invited to regularly consult the section dedicated to the General Shareholders' Meeting on the Company's website www.vivendi.com. This section will be updated to specify, if necessary, the final terms and conditions for participating in the General Shareholders' Meeting.

Shareholders who want to be physically present at the General Shareholders' Meeting will be required to comply with the applicable health and safety measures. Shareholders are reminded that they may exercise their voting rights remotely prior to the General Shareholders' Meeting either electronically via the Internet on the VOTACCESS secure voting platform or by mailing the paper voting form. They may also give a proxy to the Chairman of the Meeting or to a third party of their choice in the same manner.

Shareholders are also encouraged to give preference to the electronic submission of all requests and documents.

The General Shareholders' Meeting will be broadcast, in both live and recorded versions, on the Company's website www.vivendi.com

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Message from the Chairman of the Supervisory Board and the Chairman of the Management Board



YANNICK BOLLORÉ

Chairman of the Supervisory Board



ARNAUD DE PUYFONTAINE

Chairman of the Management Board

“We believe Vivendi has a tremendous opportunity to become the leading European player in the world of culture and communication.”

Dear Vivendi shareholder,

2021 was a year of strong acceleration for the Vivendi group against the backdrop of a persistently uncertain global context, with strong revenue growth (+10.4% compared to 2020) and EBITA that more than doubled (x2.3 compared to 2020). This performance allowed us to intensify our strategic roadmap through significant developments that have redrawn the contours of our group.

All our businesses are enjoying growth, in particular Canal+ Group, Havas and Editis, which are experiencing very strong performance. At the same time, our businesses continued their transformation. To name but a few examples, Canal+ Group intensified its digitalization, with MyCanal, France's leading TV platform, becoming available in some 30 countries across Europe and Africa; Havas continued to develop offers inspired by emerging technological innovations; Editis embraced an array of innovative formats to promote its authors and books; Gameloft benefited from the diversification of its products into multiplatform and subscription services; and Vivendi Village leveraged its innovative spirit to create new live performance experiences.

Several transactions demonstrate Vivendi's ambition, including the distribution of nearly 60% of the share capital of Universal Music Group N.V. (UMG) and its public listing on September 21, 2021. On the first day of trading, UMG's valuation increased to approximately €45 billion, confirming both its extraordinary appeal and our capacity to transform our businesses. Prisma Media, France's leading magazine publisher, was integrated into Vivendi in record time, and its extensive digital audience has already given the group a place in the top digital groups in France in terms of number of unique visitors (third only to Google and Facebook).

Finally, in December, Vivendi acquired Amber Capital's shares in Lagardère, bringing its stake to 45.1% of the share capital. On February 21, 2022, Vivendi filed its proposed tender offer for Lagardère's share capital, which is consistent with Vivendi's strategy of building a major player in European culture enjoying global reach in the creation, production and distribution of cultural content. If its offer is successful and the required regulatory approvals are obtained, Vivendi would like Arnaud Lagardère to remain as Chairman and Chief Executive Officer of Lagardère and intends to continue to rely on the skills of his management team.

We believe Vivendi has a tremendous opportunity to become the leading European player in the world of culture and communication. The influence of its content also gives Vivendi a major role to play in improving the world in which we live. To this end, the *Creation for the Future* program was launched and rolled out across all our entities in 2021, deepening our commitment to corporate social responsibility. This ambitious roadmap aims to further reduce our group's carbon footprint, to make culture and education accessible to as many people as possible, and to work towards a more inclusive world.

It is for all these reasons that we are looking ahead to the coming months with confidence and enthusiasm, despite the troubled international climate where we have a special thought for our employees and partners affected by the tragic events in Ukraine.

This year, the Management Board is proposing the payment of an ordinary dividend of €0.25 per share in respect of fiscal year 2021. This amount represents a yield of 2.1% compared to the closing price of Vivendi shares on December 31, 2021. Overall, Vivendi shareholders who received UMG shares in September 2021 will have received a cumulative dividend of €0.65 per share in respect of 2021⁽¹⁾ (compared to €0.60 per share in respect of fiscal year 2020).

We look forward to seeing you again this year at the Olympia, after two years of sanitary measures that prevented us from meeting there physically. Like every year, the General Shareholders' Meeting will be broadcast, in both live and recorded versions, on the Company's website www.vivendi.com.

(1) Of which a cash dividend of €0.25 per share paid by Vivendi and a combined dividend of €0.40 per share paid by UMG, including the interim dividend of €0.20 per share paid in October 2021, and a dividend of €0.20 per share to be paid as from May 2022 (for shareholders holding their UMG shares on the relevant record dates).

The Company's Corporate Governance Bodies

Members of the Supervisory Board

Yannick Bolloré

Chairman of the Supervisory Board and Chairman and Chief Executive Officer of Havas

Philippe Bénacín⁽¹⁾

Vice Chairman and lead independent member of the Supervisory Board

Co-Founder, Chairman and Chief Executive Officer of Interparfums SA

Cyrille Bolloré

Chairman and Chief Executive Officer of Bolloré SE

Paulo Cardoso

Employee Representative

Laurent Dassault⁽¹⁾

Groupe Industriel Marcel Dassault SA (GIMD), Member of the Supervisory Board

Dominique Delpont

President of Arduina Partners (SAS)

Véronique Driot-Argentin

Vivendi employee

Aliza Jabès⁽¹⁾

Chairwoman of NUXE International SAS

Cathia Lawson-Hall⁽¹⁾

Head of Coverage and Investment Banking for Africa at Société Générale

Sandrine Le Bihan⁽²⁾

Employee Shareholder Representative

Michèle Reiser⁽¹⁾

Manager of MRC

Katie Stanton⁽¹⁾

Founder and General Partner of Moxxie Ventures

Athina Vasilogiannaki

Employee Representative

Non-voting member

Vincent Bolloré

Chairman and Chief Executive Officer of Compagnie de l'Odéon

(1) Independent member.

(2) Member appointed in accordance with Article 8-I.1 of the Company's by-laws.

Members of the Management Board

Arnaud de Puyfontaine

Chairman of the Management Board and Chief Executive Officer

Gilles Alix

Member of the Management Board, Senior Vice President responsible for inter-group coordination and Chairman of Vivendi Group Africa (SAS)

Cédric de Bailliencourt

Member of the Management Board and Senior Vice President responsible for investor relations and inter-group financial communications

Frédéric Crépin

Member of the Management Board and Group General Counsel

Simon Gillham

Member of the Management Board, Chairman of Vivendi Village and Senior Executive Vice President, Communications of Vivendi

Hervé Philippe

Member of the Management Board and Chief Financial Officer

Stéphane Roussel

Member of the Management Board, Chief Operating Officer of Vivendi and Chairman and Chief Executive Officer of Gameloft SE



For more information, visit:

www.vivendi.com

Information on the members of the Supervisory Board whose term of office renewal is proposed



PHILIPPE BÉNACIN

Vice Chairman and lead independent member of the Supervisory Board and Chairman of the Corporate Governance, Nominations and Remuneration Committee

French citizen

INTERPARFUMS – 4, rond-Point des Champs-Élysées – 75008 Paris – France

Expertise and experience

A graduate of the Essec business school, Philippe Bénacin is Chairman and Chief Executive Officer of Interparfums, a major player in the international perfume and cosmetics market.

Founded by Mr. Bénacin alongside Jean Madar in 1982, Interparfums creates, produces and distributes prestige perfumes and cosmetics under exclusive global licenses with the Boucheron, Coach, Jimmy Choo, Karl Lagerfeld, Kate Spade, Moncler, Montblanc, Paul Smith, Repetto, ST Dupont and Van Cleef & Arpels brands. Interparfums also owns the Lanvin and Maison Rochas perfumes.

With a presence in over 100 countries through a selective distribution network, Interparfums generated €484 million in consolidated revenue in

2019. The company has been listed on Euronext Paris since 1995 and has a market capitalization of approximately €2 billion.

Regularly recognized for the quality of its financial reporting, Interparfums has earned a number of awards and prizes, including the prestigious Prix Cristal de la transparence de l'information financière and the Prix de l'Audace Créatrice, awarded to Philippe Bénacin in 2011 by the French Prime Minister at the time, François Fillon.

Positions currently held (in France)

- Interparfums SA*, Co-Founder, Chairman and Chief Executive Officer
- Interparfums Holding, Chairman of the Board of Directors

Positions currently held (outside France)

- Interparfums Inc. (United States), President (non-executive) and Vice Chairman of the Board of Directors
- Interparfums Luxury Brands (United States), President (non-executive) and Vice Chairman of the Board of Directors

- Inter España Parfums & Cosmetiques SL (Spain), Director
- Interparfums Srl (Italy), Director
- Interparfums Switzerland, Director and Manager
- Interparfums Singapore Pte Ltd, Director
- Parfums Rochas Spain SL, Chairman of the Board of Directors

Other positions and offices held

None

Positions previously held that have expired during the last five years (in France)

None

Positions previously held that have expired during the last five years (outside France)

None

* Listed company.



CATHIA LAWSON-HALL

Independent member of the Supervisory Board and Chairwoman of the Audit Committee

French citizen

SOCIÉTÉ GÉNÉRALE – 17, cours Valmy – 92800 Paris-La Défense 7

Expertise and experience

Cathia Lawson-Hall is Head of Coverage and Investment Banking for Africa at Société Générale. In this role, she oversees relations with African governments, large corporates and financial institutions. Previously, she was Managing Director, Co-Head of Debt Capital Markets for corporates in France, Belgium and Luxembourg. Cathia Lawson-Hall joined Société Générale in 1999 as a financial analyst covering the telecommunications and media sectors before moving into financial consulting. She has built up solid experience in corporate and investment banking, primarily in capital markets, financial analysis and consulting.

Ms. Lawson-Hall is also an independent member of the Board of Directors of the Agence Française de Développement (AFD) and sits on the Board of Directors of Société Générale Côte d'Ivoire, the Fondation Société Générale and Universal Music Group N.V (UMG).

In March 2017, she was one of the six winners alongside the Mayor of London, Sadiq Khan, of the Diversity Trophy awarded by the Club XXI^e Siècle think-tank in the "career" category. In December 2015, she was named Manager of the Year for 2015 in the sixth edition of the La Tribune Women's Awards. Cathia Lawson-Hall is a graduate of Paris Dauphine University in France.

Positions currently held (in France)

- Agence Française de Développement (AFD), Independent Director
- Fondation Société Générale, Director

Positions currently held (outside France)

- Universal Music Group N.V.*, Director
- Société Générale Côte d'Ivoire*, Director

Other positions and offices held (in France)

- Société Générale, Head of Coverage and Investment Banking for Africa

Other positions and offices held (outside France)

None

Positions previously held that have expired during the last five years (in France)

None

Positions previously held that have expired during the last five years (outside France)

- Société Générale Benin, Director

* Listed company.



MICHÈLE REISER

Independent member of the Supervisory Board

French citizen

MRC – 6, place Saint-Germain-des-Prés – 75006 Paris

Expertise and experience

Michèle Reiser is a philosopher by profession. In 1975, she started a weekly literary show for young people on French TV channel FR3, which she hosted for eight years. She also had a literary column in *Le Monde de l'Éducation* and later worked regularly at Ex Libris.

As a filmmaker, producer and TV film author, she produced documentaries, profiles and major stories on key themes broadcast between 1983 and 2005 on France 2, France 3, France 5, Canal+ and Arte centered around major areas of interest:

- social issues – *Les Trois Mousquetaires à Shanghai* and *La Vie en rollers*;
- politics – she produced the *Un Maire, une Ville* collection with Alain Juppé in Bordeaux and Jean-Claude Gaudin in Marseille;
- psychiatric issues – *Le Cinéma de notre anxiété*, *Un homme sous haute surveillance*, and *Epilepsies*;
- romantic traditions – *Les Amoureux de Shanghai*, *L'Amour au Brésil*, and *Les Amoureux du Printemps de Prague*;
- child and adolescent development – *Premiers émois*, *Vis ta vie, ou les parents ça sert à rien*, and *La vérité sort de la bouche des enfants*; and
- profiles – Reiser, Juppé, François Truffaut, *correspondance à une voix*.

She also directed musical and theater shows as well as operas, including *Le Barbier de Séville* with Ruggero Raimondi.

She founded Les Films du Pharaon and served as its Director from 1988 to 2005.

In January 2005, she was appointed a member of France's Audiovisual Council by the French President and presided over the Audiovisual Production, Free Private Channels, Advertising and Cinema and Music working groups over her six-year term.

From 2008 to 2012, she founded and presided over the Commission on the image of women in the media. At the end of each year, the Commission published a report emphasizing that although women have visibility, they are still confined to a particular role and that men are still the only ones whose knowledge is considered legitimate. This observation brought to light the notion of an "expert", which was the subject of the second report presented in December 2011 during a symposium at the French National Assembly titled *Les expertes, bilan d'une année d'autorégulation* (Experts: Results of One Year of Self-Regulation). The Commission was awarded permanent status by the Prime Minister in 2011.

In 2010, she co-presided over the work of the Commission on associations' access to audiovisual media, which produced a report that was submitted to the Prime Minister in January 2011.

She was a member of the Gender Equality Observatory from 2010 to 2012.

In 2013, Michèle Reiser founded the consultancy firm, MRC.

She has chaired the judging panel of the Gulli Book Prize since 2014.

In 2015, she created the Paris-Mezzo classical music festival, which became the Festival de Paris in 2017.

She published two novels with Albin Michel: *Dans le creux de ta main* in 2008, and *Jusqu'au bout du festin* in 2010, which won the *Prix de la révélation littéraire* in 2010 from Aufeminin.com.

Michèle Reiser was named *Officier de l'Ordre National du Mérite* in 2004 and in 2010 was promoted to the rank of *Chevalier de l'Ordre de la Légion d'Honneur*.

Positions currently held

None

Other positions and offices held (in France)

→ MRC, Manager

Other positions and offices held (outside France)

None

Positions previously held that have expired during the last five years (in France)

→ Radio France, Member of the Board of Directors

→ Radio France, Member of the Strategic Committee

Positions previously held that have expired during the last five years (outside France)

None



KATIE STANTON

Independent member of the Supervisory Board

American citizen

MOXXIE VENTURES – 1049 El Monte Avenue, Ste C 591 - Mountain View, CA 94040 – United States

Expertise and experience

Katie Stanton is a graduate of Rhodes College (1991) and holds a Master's degree from the School of International Public Affairs (SIPA) at Columbia University.

She is the Founder and General Partner of Moxxie Ventures, a new venture capital fund based in San Francisco.

Prior to Moxxie Ventures, Katie Stanton held numerous executive operating positions at Twitter, Google, Yahoo, and Color.

In addition to working in Silicon Valley, she served at the White House and the State Department (under President Obama) and began her career as a banker at JP Morgan Chase.

In addition to sitting on the Supervisory Board of Vivendi, she previously served on the Board of Directors of Time Inc.

Katie Stanton is also a founding partner of #Angels.

Positions currently held (in France)

None

Positions currently held (outside France)

→ Moxxie Ventures, Founder and General Partner

Other positions and offices held

None

Positions previously held that have expired during the last five years (in France)

None

Positions previously held that have expired during the last five years (outside France)

→ Time Inc., Director

→ Color Genomics, Chief Marketing Officer

→ Yahoo, Inc., Director

Information relating to the members of the Supervisory Board whose appointment is proposed



MAUD FONTENOY

French citizen

MAUD FONTENOY FOUNDATION – La Maison Champs-Élysées – 8, rue Jean Goujon – 75008 Paris

EXPERTISE AND EXPERIENCE

Maud Fontenoy is a sailor, known for her multiple accomplishments and firsts for women in solo navigation, both in rowing and sailing. She is an Ambassador of the French Education and Youth Ministry, dedicated to ocean and coastline conservation and coastal school trips. She is President of the Maud Fontenoy Foundation, a former spokeswoman of UNESCO's oceanographic commission, an expert in sustainable development, a lecturer and an author of books and documentaries devoted to the oceans and conservation. Maud Fontenoy is committed to the fight for environment protection and particularly the protection of oceans and coastlines. Her objective for more than 20 years has been to raise wide-scale awareness about protecting the planet.

Barely 7 days old, Maud Fontenoy embarked on the family schooner. The first 15 years of her life were spent on the open sea, learning how to navigate, and getting to understand nature and the sea.

At the age of 25, she decided to make her dreams come true by heading out to sea again. That was

the beginning of five years of maritime and human adventures. In 2003, she embarked on a solo North Atlantic crossing without assistance – the first woman to do so – that she completed in four months. Two years later, she carried out a similar feat in the Pacific crossing from Peru to the Marquesas Islands, following which she was elected personality of the year by Time Magazine.

In 2007, Maud Fontenoy set off from Reunion Island to sail around the world against prevailing currents and without assistance. She completed her tour 150 days later having crossed three capes and narrowly escaping dismasting.

Having spent more time at sea than on land, she never ceases to talk about the visible effects of pollution and global warming on the oceans that she knows well. Supported by scientists, and through the actions she leads within the framework of her foundation, in partnership with the Ministry of Education, Maud seeks to hand down values to the younger generation and give them a straightforward 'user's manual' so that sustainable development can become part of everyone's daily life and that ecology can go hand in hand with the economy.

She currently advises a number of companies on these issues and advocates a realistic and pragmatic approach to ecology.

In 2007, Maud was named Knight of the National Order of Merit and Knight of the Order of Maritime Merit.

Positions currently held

None

Other positions and offices held (in France)

→ Maud Fontenoy Foundation, President

Other positions and offices held (outside France)

None

Positions previously held that have expired during the last five years (in France)

None

Positions previously held that have expired during the last five years (outside France)

None

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Agenda and Draft Resolutions

Agenda

ORDINARY MEETING

- 1 - Approval of the parent company financial statements for fiscal year 2021.
- 2 - Approval of the consolidated financial statements for fiscal year 2021.
- 3 - Approval of the Statutory Auditors' special report on regulated related-party agreements.
- 4 - Allocation of earnings for fiscal year 2021, setting of the dividend and its payment date.
- 5 - Approval of the information referred to in Article L. 22-10-9 I. of the French Commercial Code as set out in the corporate governance report.
- 6 - Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Yannick Bolloré, Chairman of the Supervisory Board.
- 7 - Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Arnaud de Puylfontaine, Chairman of the Management Board.
- 8 - Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Gilles Alix, member of the Management Board.
- 9 - Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Cédric de Bailliencourt, member of the Management Board.
- 10 - Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Frédéric Crépin, member of the Management Board.
- 11 - Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Simon Gillham, member of the Management Board.
- 12 - Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Hervé Philippe, member of the Management Board.
- 13 - Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Stéphane Roussel, member of the Management Board.
- 14 - Approval of the compensation policy for the Chairman and members of the Supervisory Board for 2022.
- 15 - Approval of the compensation policy for the Chairman of the Management Board for 2022.
- 16 - Approval of the compensation policy for members of the Management Board for 2022.
- 17 - Renewal of the term of office of Philippe Bénacin as a member of the Supervisory Board.
- 18 - Renewal of the term of office of Cathia Lawson-Hall as a member of the Supervisory Board.
- 19 - Renewal of the term of office of Michèle Reiser as a member of the Supervisory Board.
- 20 - Renewal of the term of office of Katie Stanton as a member of the Supervisory Board.
- 21 - Appointment of Maud Fontenoy as a member of the Supervisory Board.
- 22 - Authorization granted to the Management Board for the Company to repurchase its own shares, within the limit of 10% of the Company's share capital.

EXTRAORDINARY MEETING

- 23 - Authorization granted to the Management Board to reduce the Company's share capital by canceling shares, within the limit of 10% of the share capital.
- 24 - Share capital reduction in the maximum nominal amount of €3,048,542,959, *i.e.*, 50% of the share capital, by way of the repurchase by the Company of its own shares within the limit of 554,280,538 shares, followed by the cancellation of the repurchased shares, and authorization granted to the Management Board to make a public share buyback offer (*OPRA*) targeting all shareholders, to perform the share capital reduction and to determine its final amount.
- 25 - Delegation of authority granted to the Management Board to increase the Company's share capital in favor of employees and retirees who are members of the Vivendi Group Employee Stock Purchase Plan with cancellation of shareholders' preferential subscription rights.
- 26 - Delegation of authority granted to the Management Board to increase the share capital in favor of employees of Vivendi's foreign subsidiaries who are members of Vivendi's International Group Employee Stock Purchase Plan or for the purpose of implementing any equivalent mechanism with cancellation of shareholders' preferential subscription rights.
- 27 - Powers to carry out formalities.

Ordinary Resolutions

1st
RESOLUTION

Approval of the parent company financial statements for fiscal year 2021

Having reviewed the report of the Management Board (*Directoire*), noting the absence of comments on the Management Board's report and the parent company financial statements for the year ended December 31, 2021, from the Supervisory Board (*Conseil de surveillance*), and the Statutory Auditors'

report on fiscal year 2021, the General Shareholders' Meeting approves the parent company financial statements for the year ended December 31, 2021, which show earnings of €31,521,031,426.73, and the transactions reflected in these statements or summarized in these reports.

2nd
RESOLUTION

Approval of the consolidated financial statements for fiscal year 2021

Having reviewed the Management Board's report, noting the absence of comments on the Management Board's report and the consolidated financial statements for the year ended December 31, 2021, from the Supervisory Board, and the Statutory Auditors' report on fiscal year 2021, the General

Shareholders' Meeting approves the consolidated financial statements for the year ended December 31, 2021, and the transactions reflected in these statements or summarized in these reports.

3rd
RESOLUTION

Approval of the Statutory Auditors' special report on regulated related-party agreements

Having reviewed the special report drawn up by the Statutory Auditors in accordance with Article L. 225-88 of the French Commercial Code (*Code de commerce*), the General Shareholders' Meeting approves such report and

the agreements authorized during the 2021 fiscal year described therein and takes note of the execution conditions of the agreements previously approved.

4th
RESOLUTION

Allocation of earnings for fiscal year 2021, setting of the dividend and its payment date

The General Shareholders' Meeting approves the recommendation of the Management Board to allocate distributable earnings for fiscal year 2021 as follows:

(in euros)

Source	
Retained earnings ⁽¹⁾	0.00
2021 Earnings	31,521,031,426.73
TOTAL DISTRIBUTABLE EARNINGS	31,521,031,426.73
Allocation	
◆ Allocation to the legal reserve	-
◆ Allocation to Other reserves	7,000,000,000.00
◆ Total dividend to shareholders	22,361,227,289.40
<i>Of which special interim dividend in kind⁽¹⁾</i>	22,099,807,176.15
<i>Of which ordinary cash dividend⁽²⁾</i>	261,420,113.25
◆ Allocation to Retained earnings	2,159,804,137.33
TOTAL	31,521,031,426.73

(1) Vivendi's General Shareholders' Meeting of June 22, 2021, approved the special distribution in kind in the form of shares of Universal Music Group N.V. (UMG) on the basis of one (1) UMG share for one (1) Vivendi SE share.

This distribution consisted of a special dividend in kind of €4.89 per share, approved by the General Shareholders' Meeting of June 22, 2021 (sixth resolution), and a special interim dividend in kind of €20.36 per share, approved by Vivendi's Management Board on September 14, 2021, according to the certified interim balance sheet as of June 30, 2021.

This special dividend in kind was paid on September 23, 2021. The special dividend qualifies as distributed income for tax purposes in its entirety.

(2) At a rate of €0.25 per share. This amount is calculated based on the number of treasury shares held as of February 28, 2022, and will be adjusted to reflect the actual number of shares entitled to the dividend on the ex-dividend date.

The General Shareholders' Meeting resolves to pay an ordinary cash dividend with respect to fiscal year 2021 of €0.25 for each of the shares comprising the Company's share capital and entitled to the dividend due to their effective date. The dividend will be payable as from April 28, 2022, with an ex-dividend date of April 26, 2022.

The General Shareholders' Meeting resolves that the balance of earnings not distributed in respect of fiscal year 2021, which amounts to €9,159,804,137.33, will be allocated to "Other reserves" (*Autres réserves*) for €7,000,000,000.00 and to "Retained earnings" (*Report à nouveau*) for €2,159,804,137.33. The amount of the ordinary cash dividend payment is calculated based on the number of treasury shares held as of February 28, 2022, and will be adjusted to reflect the actual number of shares entitled to the ordinary cash dividend on the ex-dividend date, *i.e.*, April 26, 2022.

The General Shareholders' Meeting notes that the total dividend (special interim dividend in kind and ordinary cash dividend) will be treated as a distribution for tax purposes. Consequently, pursuant to Article 200 A of the French General Tax Code (*Code général des impôts*), dividends received by individuals having their tax residence in France are subject to a single rate "flat tax" of 30% (*prélèvement forfaitaire unique*) comprising income tax

of 12.8% (Article 200 A 1. of the French General Tax Code) and social security contributions of 17.2%.

By way of derogation and on the individual's express and global election, dividends are subject to the progressive scale of income tax (Article 200 A 2. of the French General Tax Code), after application of the 40% tax allowance provided by Article 158-3.2° of the French General Tax Code. The dividend is also subject to social security contributions of 17.2%.

An exemption from the 12.8% income tax (Article 117 *quater*, I.-1. of the French General Tax Code) is available to taxpayers whose "reference taxable income" does not exceed the threshold set out in paragraph 3 of Article 117 quarter I.-1. of the French General Tax Code, provided that their express request for the exemption is made when filing the tax return on which the relevant income is reported, under the terms and conditions set forth in Article 200 A 2. of the French General Tax Code, for dividends received in 2022.

The final taxation of the dividend is determined based on the information reported in the income tax return filed the year following the year in which the dividend was received.

As required by law, the General Shareholders' Meeting notes that the dividends paid in respect of the past three fiscal years were as follows:

	2018	2019	2020
Number of shares ⁽¹⁾	1,271,098,649	1,150,015,000	1,087,535,794
Dividend/Distribution per share (in euros)	0.50 ⁽²⁾	0.60 ⁽²⁾	0.60 ⁽²⁾
Overall distribution (in millions of euros)	635.549	690.009	652.521

(1) Number of shares entitled to dividends from January 1, after deducting treasury shares as of the ex-dividend date.

(2) Eligible for the 40% tax allowance applying to individuals having their tax residence in France pursuant to Article 158-3.2° of the French General Tax Code.

**5th
RESOLUTION**

Approval of the information referred to in Article L. 22-10-9 I. of the French Commercial Code as set out in the corporate governance report

Having reviewed the report on corporate governance referred to in Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, the General Shareholders' Meeting approves, pursuant to Article L. 22-10-34 I.

of the French Commercial Code, the information referred to in Article L. 22-10-9 I. of the French Commercial Code, as set out in Chapter 4, Section 2 of the 2021 Annual Report – Universal Registration Document.

**6th
RESOLUTION**

Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Yannick Bolloré, Chairman of the Supervisory Board

Having reviewed the corporate governance report drawn up pursuant to Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, in accordance with Article L. 22-10-34 II. of the French Commercial Code, the General Shareholders' Meeting approves the components making up

the total compensation and benefits paid during or allocated for 2021 to Yannick Bolloré in his capacity as Chairman of the Supervisory Board, as set out in Chapter 4, Section 2.5.1 of the 2021 Annual Report – Universal Registration Document.

**7th
RESOLUTION**

Seventh resolution – Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Arnaud de Puyfontaine, Chairman of the Management Board

Having reviewed the corporate governance report drawn up pursuant to Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, in accordance with Article L. 22-10-34 II. of the French Commercial Code, the General Shareholders' Meeting approves the components making up the

total compensation and benefits paid during or allocated for 2021 to Arnaud de Puyfontaine in his capacity as Chairman of the Management Board, as set out in Chapter 4, Section 2.5.2 of the 2021 Annual Report – Universal Registration Document.

8th
RESOLUTION

Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Gilles Alix, member of the Management Board

Having reviewed the corporate governance report drawn up pursuant to Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, in accordance with Article L. 22-10-34 II. of the French Commercial Code, the General Shareholders' Meeting approves the components making up

the total compensation and benefits paid during or allocated for 2021 to Gilles Alix in his capacity as member of the Management Board, as set out in Chapter 4, Section 2.5.3 of the 2021 Annual Report – Universal Registration Document.

9th
RESOLUTION

Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Cédric de Bailliencourt, member of the Management Board

Having reviewed the corporate governance report drawn up pursuant to Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, in accordance with Article L. 22-10-34 II. of the French Commercial Code, the General Shareholders' Meeting approves the components making up

the total compensation and benefits paid during or allocated for 2021 to Cédric de Bailliencourt in his capacity as member of the Management Board, as set out in Chapter 4, Section 2.5.4 of the 2021 Annual Report – Universal Registration Document.

10th
RESOLUTION

Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Frédéric Crépin, member of the Management Board

Having reviewed the corporate governance report drawn up pursuant to Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, in accordance with Article L. 22-10-34 II. of the French Commercial Code, the General Shareholders' Meeting approves the components making up

the total compensation and benefits paid during or allocated for 2021 to Frédéric Crépin in his capacity as member of the Management Board, as set out in Chapter 4, Section 2.5.5 of the 2021 Annual Report – Universal Registration Document.

11th
RESOLUTION

Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Simon Gillham, member of the Management Board

Having reviewed the corporate governance report drawn up pursuant to Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, in accordance with Article L. 22-10-34 II. of the French Commercial Code, the General Shareholders' Meeting approves the components making up

the total compensation and benefits paid during or allocated for 2021 to Simon Gillham in his capacity as member of the Management Board, as set out in Chapter 4, Section 2.5.6 of the 2021 Annual Report – Universal Registration Document.

12th
RESOLUTION

Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Hervé Philippe, member of the Management Board

Having reviewed the corporate governance report drawn up pursuant to Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, in accordance with Article L. 22-10-34 II. of the French Commercial Code, the General Shareholders' Meeting approves the components making up

the total compensation and benefits paid during or allocated for 2021 to Hervé Philippe in his capacity as member of the Management Board, as set out in Chapter 4, Section 2.5.7 of the 2021 Annual Report – Universal Registration Document.

13th
RESOLUTION

Approval of the components of compensation and benefits-in-kind paid during or allocated for 2021 to Stéphane Roussel, member of the Management Board

Having reviewed the corporate governance report drawn up pursuant to Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, in accordance with Article L. 22-10-34 II. of the French Commercial Code, the General Shareholders' Meeting approves the components making up

the total compensation and benefits paid during or allocated for 2021 to Stéphane Roussel in his capacity as member of the Management Board, as set out in Chapter 4, Section 2.5.8 of the 2021 Annual Report – Universal Registration Document.

14th
RESOLUTION**Approval of the compensation policy for the Chairman and members of the Supervisory Board for 2022**

Having reviewed the corporate governance report drawn up pursuant to Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, which describes the compensation policy for corporate officers, in accordance with Article L. 22-10-26 II. of the French Commercial Code, the General

Shareholders' Meeting approves the compensation policy for the Chairman and members of the Supervisory Board for 2022, as set out in Chapter 4, Sections 2.1 and 2.1.1 of the 2021 Annual Report – Universal Registration Document.

15th
RESOLUTION**Approval of the compensation policy for the Chairman of the Management Board for 2022**

Having reviewed the corporate governance report drawn up pursuant to Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, which describes the compensation policy for corporate officers, in accordance with Article L. 22-10-26 II. of the French Commercial Code, the General

Shareholders' Meeting approves the compensation policy for the Chairman of the Management Board for 2022, as described in Chapter 4, Sections 2.1 and 2.1.2 of the 2021 Annual Report – Universal Registration Document.

16th
RESOLUTION**Approval of the compensation policy for members of the Management Board for 2022**

Having reviewed the corporate governance report drawn up pursuant to Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, which describes the compensation policy for corporate officers, in accordance with Article L. 22-10-26 II. of the French Commercial Code, the General

Shareholders' Meeting approves the compensation policy for the members of the Management Board for 2022, as described in Chapter 4, Sections 2.1 and 2.1.2 of the 2021 Annual Report – Universal Registration Document.

17th
RESOLUTION**Renewal of the term of office of Philippe Bénacin as a member of the Supervisory Board**

The General Shareholders' Meeting renews the term of office of Philippe Bénacin as a member of the Supervisory Board for a four-year period. His term of office

shall expire at the end of the General Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2025.

18th
RESOLUTION**Renewal of the term of office of Cathia Lawson-Hall as a member of the Supervisory Board**

The General Shareholders' Meeting renews the term of office of Cathia Lawson-Hall as a member of the Supervisory Board for a four-year period. Her term of

office shall expire at the end of the General Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2025.

19th
RESOLUTION**Renewal of the term of office of Michèle Reiser as a member of the Supervisory Board**

The General Shareholders' Meeting renews the term of office of Michèle Reiser as a member of the Supervisory Board for a four-year period. Her term of office shall expire at the end of the General Shareholders' Meeting

called to approve the financial statements for the fiscal year ending December 31, 2025.

20th
RESOLUTION**Renewal of the term of office of Katie Stanton as a member of the Supervisory Board**

The General Shareholders' Meeting renews the term of office of Katie Stanton as a member of the Supervisory Board for a four-year period. Her term of office shall expire at the end of the General Shareholders' Meeting

called to approve the financial statements for the fiscal year ending December 31, 2025.

21th
RESOLUTION

Appointment of Maud Fontenoy as a member of the Supervisory Board

The General Shareholders' Meeting appoints Maud Fontenoy as a member of the Supervisory Board for a four-year period. Her term of office shall expire

at the end of the General Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2025.

22nd
RESOLUTION

Authorization granted to the Management Board for the Company to repurchase its own shares, within the limit of 10% of the Company's share capital

Having reviewed the Management Board's report, the General Shareholders' Meeting authorizes the Management Board, with the option to sub-delegate such authority to its Chairman, in accordance with applicable law, in particular Articles L. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 *et seq.* of the General Regulations of the *Autorité des Marchés financiers* (AMF), and European market abuse regulations (in particular, Commission Regulation (EU) No. 596/2014 of April 16, 2014, and Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016), to purchase the Company's shares, on one or more occasions, except during a public offer for the Company's securities, limited to a number of shares representing a maximum of 10% of the Company's share capital. These operations may be carried out using any legal means including, in particular, the purchase of Company shares, including blocks of shares, on or off the stock exchange, or through the use of option mechanisms in compliance with applicable regulations, in order to: (i) cancel the shares acquired, subject to the adoption of the twenty-third resolution of this General Shareholders' Meeting; (ii) perform remittance or exchange transactions following the issue of securities giving rights to the Company's share capital; (iii) sell or grant shares to employees and/or corporate officers; (iv) deliver shares as payment or for exchange in the context of external growth or other transactions; or (iv) stimulate the market for the Company's

shares pursuant to a liquidity agreement in compliance with the code of ethics recognized by the AMF.

The General Shareholders' Meeting resolves that the maximum purchase price will be set at €16 per share.

The General Shareholders' Meeting resolves that, in the event of its implementation, the number of shares that may be repurchased for cancellation pursuant to this authorization shall be deducted from the maximum number of shares set forth in the twenty-fourth resolution of this General Shareholders' Meeting.

The General Shareholders' Meeting confers full powers on the Management Board, with the option to sub-delegate its powers, to entrust any execution mandates to an independent investment services provider, place any stock market orders, enter into any sale or transfer agreements, enter into all other agreements, liquidity contracts and option contracts, make any declarations, and perform all required formalities.

The General Shareholders' Meeting resolves that this authorization shall take effect upon the expiration of the authorization granted to the Management Board by the Combined General Shareholders' Meeting of June 22, 2021 (twenty-first resolution) and will remain in effect until October 24, 2023.

Extraordinary Resolutions

23rd
RESOLUTION

Authorization granted to the Management Board to reduce the Company's share capital by canceling shares, within the limit of 10% of the share capital

Having reviewed the Management Board's report and the Statutory Auditors' special report, deliberating in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, the General Shareholders' Meeting authorizes the Management Board, in accordance with Article L. 22-10-62 of the French Commercial Code, for a period of eighteen months as from the date of this General Shareholders' Meeting, to reduce the Company's share capital by canceling, on one or more occasions, shares acquired by the Company, within the limit of 10% of the Company's share capital per 24-month period.

The General Shareholders' Meeting confers full powers on the Management Board, including the option to sub-delegate its powers, to take any and all action, perform any formalities and make any declarations to effect the share capital reductions which may be carried out under this authorization and to make the appropriate amendments to the Company's by-laws.

The General Shareholders' Meeting resolves that this authorization shall take effect upon the expiration of the authorization granted to the Management Board by the Combined General Shareholders' Meeting of June 22, 2021 (twenty-second resolution) and will remain in effect until October 24, 2023.

24th
RESOLUTION

Share capital reduction in the maximum nominal amount of €3,048,542,959, i.e., 50% of the share capital, by way of the repurchase by the Company of its own shares within the limit of 554,280,538 shares, followed by the cancellation of the repurchased shares, and authorization granted to the Management Board to make a public share buyback offer (OPRA) targeting all shareholders, to perform the share capital reduction, and to determine its final amount

Having reviewed the reports of the Management Board and the Statutory Auditors, and deliberating in accordance with Articles L. 225-204 and L. 225-207 of the French Commercial Code, the General Shareholders' Meeting:

- authorizes the Management Board, except during a public tender offer for the Company's shares, to purchase up to 554,280,538 of the Company's shares, within the limit of 50% of the Company's share capital, for purposes of canceling the shares acquired and reducing the Company's share capital by a maximum nominal amount of €3,048,542,959;
- authorizes the Management Board to make an offer to all shareholders to have the Company repurchase up to 554,280,538 of its own shares under a public share buyback offer (OPRA) carried out in accordance with applicable laws and regulations;
- sets the maximum repurchase price of each share acquired from shareholders in the context of the public share buyback offer at €16, representing a maximum aggregate amount of €8,868,488,608 and authorizes the Management Board to set the final repurchase price, subject to the maximum repurchase price of €16; and

resolves that the purchased shares shall be canceled.

The General Shareholders' Meeting confers full powers on the Management Board, including the option to sub-delegate its powers, to carry out the above-mentioned share capital reduction and in particular to:

- determine the final amount of the share capital reduction;
- carry out, in accordance with Article R. 225-155 of the French Commercial Code, for each selling shareholder, a proportional reduction in the number of shares presented in excess of the capital reduction limit or to reduce the share capital by the number of shares acquired;
- charge the difference between the repurchase value of the shares acquired as part of the public share buyback offer and the par value of €5.50 of each of the canceled shares against "Additional paid-in capital" (*Prime d'émission, de fusion ou d'apports*), "Legal and other reserves" (*Réserves statutaires et facultatives*) and, in general, against any reserve account freely available to the Company;
- in the event of opposition by creditors, take any appropriate action, provide any financial security or comply with any court decision ordering the provision of guarantees or the repayment of debts;
- make any corresponding amendment to the Company's by-laws; and
- in general, take any action and perform all formalities required to carry out the authorization granted by this resolution.

The General Shareholders' Meeting resolves that this authorization shall take effect upon the expiration of the authorization granted to the Management Board by the Combined General Shareholders' Meeting of June 22, 2021 (twenty-third resolution) and will remain in effect until October 24, 2023.

25th
RESOLUTION

Delegation of authority granted to the Management Board to increase the Company's share capital in favor of employees and retirees who are members of the Vivendi Group Employee Stock Purchase Plan with cancellation of shareholders' preferential subscription rights

Having reviewed the Management Board's report and the Statutory Auditors' special report, deliberating in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, the General Shareholders' Meeting, in accordance with Articles L. 225-129 *et seq.* and L. 225-138-1 of the French Commercial Code, and Articles L. 3332-1 *et seq.* of the French Labor Code (*Code du travail*):

- delegates to the Management Board the authority to decide to increase the Company's share capital, on one or more occasions, at such time or times as it may determine and in such proportions as it shall deem appropriate, subject to a limit of 1% of the Company's share capital as of the date of this General Shareholders' Meeting, by issuing shares or any other securities giving rights, whether immediately or in the future, to the Company's share capital, reserved to members of a savings plan of the Company or of any French or foreign companies affiliated therewith under the conditions set forth in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code (the "Vivendi group");
- resolves (i) that the total nominal amount of share capital increases carried out pursuant to this resolution shall be deducted from the overall ceiling of €655 million provided for in the twenty-fourth resolution adopted by the Combined General Shareholders' Meeting of June 22, 2021, and (ii) that in no event may the total nominal amount of the share capital increases carried out pursuant to this resolution and the twenty-seventh resolution adopted by the Combined General Shareholders' Meeting of June 22, 2021, relating to share capital increases reserved for certain categories of beneficiaries, exceed 1% of the Company's share capital as of the date of this General Shareholders' Meeting;
- sets the period of validity of the delegation of authority set forth in this resolution at twenty-six months from the date of this General Shareholders' Meeting;
- resolves that the issue price of the new shares or securities giving rights to the Company's share capital shall be determined in accordance with the requirements provided for in Articles L. 3332-18 to L. 3332-23 of the French Labor Code and shall be at least equal to 70% of the reference price, as defined below; however, the General Shareholders' Meeting expressly authorizes the Management Board to reduce or eliminate the aforementioned discount, within legal and regulatory limits, in order to comply with the legal, accounting, tax and employment laws in force within the countries of residence of the beneficiaries. The reference price means the average opening market price for the Company's shares on Euronext Paris during the twenty trading days preceding the date of the Management Board's decision setting the opening date for the subscription of shares by members of a savings plan of the Company;
- resolves that, pursuant to Article L. 3332-21 of the French Labor Code, the Management Board shall have the right to grant, free of charge, to the above-mentioned beneficiaries, new or existing shares or other securities giving rights to the Company's share capital, whether new or existing, by way of contribution and/or, where appropriate, in lieu of the discount, provided that when their equivalent monetary value, calculated at the subscription price, is taken into account, it does not have the effect of exceeding the limits imposed by Articles L. 3332-18 *et seq.* and L. 3332-11 of the French Labor Code;
- resolves to cancel, in favor of members of a savings plan of the Company, shareholders' preferential subscription rights in respect of the new shares or other securities giving rights to the Company's share capital, and to the securities to which such securities might confer a right, issued pursuant to this resolution;
- resolves that the Management Board shall have full powers to implement this delegation of authority, with the possibility to sub-delegate its powers, within the limitations provided by law and under the conditions specified above, and notably to:
 - determine, in accordance with the legal and regulatory provisions in force, the characteristics of the other securities giving rights to the Company's share capital which may be issued or granted pursuant to this resolution,
 - decide that subscriptions may be made directly or through company mutual funds (*fonds commun de placement d'entreprise*) or other structures or entities permitted under applicable laws and regulations,
 - set the dates and terms and conditions of the issues to be carried out pursuant to this resolution, in particular, the opening and closing dates of the subscription periods, the dividend entitlement dates and the payment terms for the shares and other securities giving rights to the Company's share capital, and to grant a period of time to the employees to fully pay up their shares and, if applicable, the other securities giving rights to the Company's share capital,
 - request the admission of the created securities to trading on the stock exchange, record the completion of the capital increases equal to the amount of shares actually subscribed, amend the Company's by-laws accordingly, carry out, either directly or through an authorized agent, all transactions or formalities related to the capital increases, and charge, where applicable, capital increase costs against the related share premiums and deduct from such premiums the amounts required to bring the balance of the legal reserve to one-tenth of the new share capital after each increase; and
 - resolves that this authorization cancels and supersedes, with immediate effect, the unused portion of the authorization granted to the Management Board by the twenty-eighth resolution adopted by the Combined General Shareholders' Meeting of June 22, 2021, for purposes of increasing the Company's share capital through the issue of shares reserved for members of a savings plan of the Company, with the cancellation of shareholders' preferential subscription rights in favor of such members.

26th
RESOLUTION

Delegation of authority granted to the Management Board to increase the share capital in favor of employees of Vivendi's foreign subsidiaries who are members of Vivendi's International Group Employee Stock Purchase Plan or for the purpose of implementing any equivalent mechanism with cancellation of shareholders' preferential subscription rights

Having reviewed the Management Board's report and the Statutory Auditors' special report, deliberating in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, the General Shareholders' Meeting, in accordance with Articles L. 225-129 to L. 225-129-2 and L. 225-138 of the French Commercial Code:

- delegates to the Management Board the authority to decide, on one or more occasions, to increase the Company's share capital, at such time or times as it may determine and in such proportions as it shall deem appropriate, subject to a limit of 1% of the Company's share capital as of the date of this General Shareholders' Meeting, by issuing shares or any other securities giving rights, whether immediately or in the future, to the Company's share capital, reserved to persons meeting the criteria of one or more of the categories defined below;
- resolves: (i) that the total nominal amount of share capital increases carried out pursuant to this resolution shall be deducted from the overall ceiling of €655 million provided for in the twenty-fourth resolution adopted by the Combined General Shareholders' Meeting of June 22, 2021, and (ii) that the total nominal amount of share capital increases carried out pursuant to this resolution and the twenty-fifth resolution of this General Shareholders' Meeting shall not be cumulative and may not, in any event, exceed of 1% of the Company's share capital as of the date of this General Shareholders' Meeting;
- sets the period of validity of the delegation of authority set forth in this resolution at eighteen months from the date this General Shareholders' Meeting;
- resolves to cancel, in favor of the beneficiaries designated below, shareholders' preferential subscription rights in respect of the shares or other securities, and in respect of the securities to which the latter might confer a right, which would be issued pursuant to this resolution and to reserve the subscription rights to the category of beneficiaries meeting one or more of the following criteria: (i) employees and corporate officers of Vivendi group companies affiliated with the Company under the conditions set forth in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code falling within the scope of consolidation of the Vivendi group, and whose principal offices are located outside of France; (ii) and/or Undertakings for Collective Investment in Transferrable Securities (OPCVM) or other employee shareholding entities, whether or not having legal personality, invested in the Company's securities and whose unit holders or shareholders are or will be any of the persons referred to in sub-section (i) above; and/or (iii) any financial establishment (or subsidiary of such an establishment) which: (a) at the request of the Company, has set up a structured shareholding plan for the benefit of employees of French companies of the Vivendi group through a company mutual fund (*fonds commun de placement d'entreprise*), as part of a capital increase carried out pursuant to the twenty-seventh resolution submitted to the Combined General Shareholders' Meeting of June 22, 2021; (b) offers direct or indirect subscriptions for shares to the persons referred to in sub-section (i) above who do not have the benefit of the aforementioned shareholding plan, in the form of company mutual funds having an economic profile comparable to that offered to the employees of French companies of the Vivendi group, and (c) insofar as the subscription for shares of the Company by this financial establishment would allow any of the persons referred to in sub-section (i) to have the benefit of shareholding or savings with such an economic profile;
- resolves that the issue price of the shares or other securities to be issued pursuant to this resolution shall be set by the Management Board on the basis of the Company's share price on the Euronext Paris market; this issue price being equal to the average opening price for the Company's shares during the twenty trading days preceding the date of the Management Board's decision setting the subscription price, which average price may be discounted by a maximum of 30%. The amount of any such discount shall be determined by the Management Board after considering, in particular, the legal, regulatory and tax provisions of applicable foreign law, where appropriate;
- resolves that the Management Board shall have full powers to implement this delegation of authority, with the possibility to sub-delegate its powers, within the limitations provided by law and under the conditions specified above, and notably to:
 - set the date and issue price of the shares to be issued pursuant to this resolution, together with the other terms and conditions of the issue, including the dividend entitlement date of the shares issued pursuant to this resolution,
 - draw up the list of persons, from among the aforementioned categories, to benefit from the cancellation of shareholders' preferential subscription rights, and determine the number of shares or other securities giving rights to the Company's share capital to be subscribed by each of them,
 - determine the characteristics of the other securities giving rights to the Company's share capital, in accordance with applicable laws and regulations,
 - take any and all actions required for the admission to trading on the Euronext Paris market of the shares issued pursuant to this delegation of authority/authorization,
 - record the completion of the capital increases carried out pursuant to this resolution, carry out, either directly or through an authorized agent, all transactions or formalities related to the share capital increases, and charge, where applicable, capital increase costs against the related share premiums, and to amend the Company's by-laws accordingly; and
- resolves that this authorization cancels and supersedes, with immediate effect, the unused portion of the authority granted to the Management Board by the twenty-ninth resolution adopted by the Combined General Shareholders' Meeting of June 22, 2021, for purposes of increasing the share capital of the Company for the benefit of a category of beneficiaries.

27th
RESOLUTION

Powers to carry out formalities

The General Shareholders' Meeting grants full powers to the bearer of a certified copy or excerpt of the minutes of this General Shareholders' Meeting to accomplish any formalities required by law.

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Report of the Management Board and the Supervisory Board on the resolutions

Ladies and Gentlemen,

We have convened this Combined General Shareholders' Meeting to submit for your approval the draft resolutions on the following matters:

APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS AND THE STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED RELATED-PARTY AGREEMENTS, ALLOCATION OF EARNINGS FOR FISCAL YEAR 2021 AND ORDINARY CASH DIVIDEND

1

Resolutions 1 through 4 (Ordinary Meeting)

Approval of the annual financial statements – Approval of the Statutory Auditors' special report on regulated related-party agreements

The first items on the agenda relate to the approval of the parent company financial statements (**first resolution**) and the consolidated financial statements (**second resolution**) for fiscal year 2021.

The Statutory Auditors' report on the 2021 parent company and consolidated financial statements can be found in Chapter 5 on pages 380 to 384 and pages 272 to 276, respectively, of the 2021 Annual Report – Universal Registration Document, available on the Company's website www.vivendi.com.

We then ask you to approve the Statutory Auditors' special report on regulated related-party agreements and the agreements referred to therein (**third resolution**). The following agreements were authorized during fiscal year 2021:

Vivendi SE entered into a shareholders' agreement concerning its interest in Universal Music Group N.V. (UMG) and agreements to transfer UMG shares in connection with the distribution of 59.87% of UMG's share capital to Vivendi SE shareholders

In connection with the special distribution in kind by Vivendi SE to its shareholders of 59.87% of the share capital of UMG and the admission of UMG shares to trading on Euronext Amsterdam, at its meeting of July 28, 2021, the Supervisory Board authorized the execution on September 8, 2021, of:

- an act in concert agreement among Vivendi SE, Compagnie de l'Odet⁽¹⁾ and Compagnie de Cornouaille; and
- the sale of 100 UMG shares from Vivendi SE to Compagnie de l'Odet and Compagnie de Cornouaille.

Pursuant to the agreement, Vivendi SE, the Tencent-led consortium, and Compagnie de l'Odet and its sub-subsidiary Compagnie de Cornouaille, the latter two of which together received 18% of UMG's share capital and voting rights in the special distribution in kind, agreed to use their respective powers as UMG shareholders to cause UMG to declare and pay semi-annual dividends in an aggregate amount of not less than 50% of UMG's annual earnings.

To this effect, as from the date of admission of UMG's shares to trading on Euronext Amsterdam, Vivendi SE, the Tencent-led consortium, Compagnie de l'Odet and Compagnie de Cornouaille are committed to vote in favor of

all distribution-related resolutions that comply with this dividend policy and to vote against all resolutions that deviate from it. They will also cause a resolution to be placed on the agenda of UMG's shareholders' meetings, where appropriate, to pay a dividend in accordance with this dividend policy. Furthermore, for a two-year period expiring on the date of UMG's annual general shareholders' meeting to be held in 2024, the parties will use their respective powers to ensure that the Tencent-led consortium has two members on the UMG Board of Directors for so long as they together hold at least 10% of UMG's share capital, and one member for so long as they together hold at least 5% of the share capital.

The agreement has a 5-year term as from the date UMG's shares were admitted to trading on Euronext Amsterdam. A description of this agreement is provided in the prospectus on the admission of UMG's shares to trading on Euronext Amsterdam⁽²⁾.

Under Dutch law, this agreement constitutes concerted action between the parties, which together hold approximately 48% of the share capital and voting rights in UMG following the special distribution in kind. To avoid the parties having to file a mandatory public tender offer, which is required under Dutch law when the threshold of 30% of the voting rights is crossed, the concerted action has been reinforced by the inclusion of, among other things, a declaration by the parties acting in concert, a cooperation clause between the parties concerning shareholders' meetings and various customary undertakings by the parties, which do not affect any potential transfer by Vivendi SE of its UMG shares after the admission of UMG's shares to trading on Euronext Amsterdam and during the term of the agreement. This agreement allows the parties to benefit from a grandfathering clause exempting them from the obligation to file a mandatory public tender offer for 100% of UMG's share capital so long as they hold, together, at least 30% of UMG's voting rights. It is noted that each UMG share bears one voting right.

In addition, in anticipation of the entry into force of this agreement and to ensure that all parties to the agreement had the status as a UMG shareholder prior to the admission of UMG's shares to trading on Euronext Amsterdam, *i.e.*, prior to the receipt of the approval from the Dutch Financial Markets Authority (*Autoriteit Financiële Markten*) on September 14, 2021, Vivendi SE sold, on September 8, 2021, 100 UMG shares out of the 1,813,241,160 shares comprising the share capital of UMG on that date to Compagnie de l'Odet and Compagnie de Cornouaille in proportion to their respective shareholdings in Vivendi SE, *i.e.*, 2 and 98 UMG shares, respectively.

(1) On May 26, 2021, *Financière de l'Odet SE* changed its name to "*Compagnie de l'Odet*".

(2) The prospectus is available on the websites of Vivendi (www.vivendi.com/en/shareholders-investors/financial-operations/) and UMG (<https://investors.universalmusic.com>).

Since Compagnie de l'Odet indirectly, through Compagnie de Cornouaille, holds more than 10% of the voting rights of Vivendi SE, and since four of the directors of Compagnie de l'Odet are either members of Vivendi SE's Supervisory Board⁽³⁾ or its Management Board⁽⁴⁾, at its meeting of July 28, 2021, Vivendi SE's Supervisory Board, following a review of the matter, authorized the execution of the above-mentioned agreement to act in concert and the share sale, pursuant to Article L. 225-86 of the French Commercial Code (*Code de commerce*).

The act in concert agreement and the UMG share sale meet the conditions set forth under Dutch law for an exemption from the obligation to make a mandatory public tender offer for UMG, provided that the parties to the act in concert agreement together hold at least 30% of UMG's voting rights.

This act in concert agreement has a zero price for the parties. The sale price for the 100 UMG shares is €18.20 per share, *i.e.*, €1,820. This price corresponds to the valuation resulting from the financial valuation work made by PwC and confirmed by EY, in connection with the contribution transactions that led to the merger, on February 26, 2021, within UMG of the entire share capital of each of Universal Music Group, Inc. and Universal International Music B.V.

Pursuant to Article R. 22-10-19 of the French Commercial Code, it is reminded that Vivendi SE's most recent annual earnings amounted to €3,009.4 million as of December 31, 2020.

Information on these agreements was published on the Company's website www.vivendi.com as provided for under Article L. 22-10-30 of the French Commercial Code.

Agreement between Vivendi SE and Lagardère SA in order to prepare the regulatory notifications required in connection with the public tender offer for Lagardère SA shares filed by Vivendi SE on February 21, 2022

At its meetings of September 15 and November 18, 2021, the Supervisory Board authorized the execution on December 20, 2021, of a clean team, a confidentiality and reciprocal cooperation agreement between Vivendi SE and Lagardère SA to prepare the required regulatory notifications in connection with the tender offer for Lagardère SA shares filed by Vivendi SE on February 21, 2022.

Lagardère SA and Vivendi SE have appointed an independent third party, whose costs will be borne exclusively by Vivendi SE, to establish and manage each party's clean team so that it can receive any confidential information from the other party that is needed solely for the purpose of preparing the required regulatory notifications. This independent third party is responsible for the exchange of information under the supervision of the parties' external legal counsels.

Given that Mr. Arnaud de Puyfontaine is Chairman of Vivendi SE's Management Board and a director of Lagardère SA, Vivendi SE's Supervisory

Board, at its meetings of September 15 and November 18, 2021, following a review of the matter, authorized the execution of this agreement, in accordance with Article L. 225-86 of the French Commercial Code.

This agreement allows the parties to prepare the above-mentioned required regulatory notifications while limiting the exchange of information to what is strictly necessary, in accordance with applicable regulations and appropriate safeguards.

The total cost of this agreement, calculated based on an average gross hourly rate of €370, will depend on the actual number of hours worked by the independent third party, which cannot be determined at this time.

As required by Article R. 22-10-19 of the French Commercial Code, it is reminded that Vivendi SE's most recent annual earnings amounted to €3,009.4 million as of December 31, 2020.

Information on this agreement was published on the Company's website www.vivendi.com as provided for under Article L. 22-10-30 of the French Commercial Code.

You are asked to approve these regulated related-party agreements in accordance with Article L. 225-88 of the French Commercial Code.

Finally, the Statutory Auditors' special report refers to an agreement authorized by the Supervisory Board on May 3, 2021, and approved by the Combined General Shareholders' Meeting of June 22, 2021. This report can be found on pages 27 to 29 of this document.

Proposed allocation of earnings for fiscal year 2021 – Ordinary cash dividend

The Management Board is proposing the payment of an ordinary cash dividend of €0.25 per share with respect to fiscal year 2021, *i.e.*, a total of €261.4 million⁽⁵⁾. The dividend will be payable as from April 28, 2022, to shareholders of record on April 27, 2022 (record date) and will have an ex-dividend date of April 26, 2022. This dividend will be charged against the Company's earnings for fiscal year 2021, which amounted to €31.521 billion.

Therefore, the total dividend for fiscal year 2021 amounts to €22.361 billion, of which €22.100 billion as a special interim dividend in kind⁽⁶⁾ and €261.4 million as an ordinary cash dividend.

It is also proposed that the balance of earnings not distributed in respect of fiscal year 2021, amounting to €9.160 billion, be allocated to "Other reserves" (*Autres réserves*) for €7 billion and to "Retained earnings" (*Report à nouveau*) for €2.160 billion.

This recommendation was presented to and approved by the Supervisory Board at its meeting of March 9, 2022.

You are asked to approve the allocation of earnings for fiscal year 2021 (**fourth resolution**).

(3) Yannick Bolloré is a member of the Board of Directors of Compagnie de l'Odet and Cyrille Bolloré is Vice-Chairman and member of the Board of Directors of Compagnie de l'Odet.

(4) Gilles Alix is a member of the Board of Directors of Compagnie de l'Odet and Cédric de Bailliencourt is Vice-Chairman and member of the Board of Directors of Compagnie de l'Odet.

(5) Amount calculated based on the number of treasury shares held as of February 28, 2022; the latter amount will be adjusted to take into account the number of shares entitled to the dividend on the ex-dividend date.

(6) Vivendi's General Shareholders' Meeting of June 22, 2021, approved the special distribution in kind in the form of shares of UMG on the basis of one (1) UMG share for one (1) Vivendi SE share.

This distribution consisted of a special dividend in kind of €4.89 per share, approved by the General Shareholders' Meeting of June 22, 2021 (sixth resolution), and a special interim dividend in kind of €20.36 per share, approved by Vivendi's Management Board on September 14, 2021, according to the certified interim balance sheet as of June 30, 2021.

This special distribution in kind was paid on September 23, 2021. The entire amount of the special dividend is treated as distributed income for tax purposes.

2

APPROVAL OF THE INFORMATION REFERRED TO IN ARTICLE L. 22-10-34 I. OF THE FRENCH COMMERCIAL CODE AS SET OUT IN THE CORPORATE GOVERNANCE REPORT

Resolution 5 (Ordinary Meeting), presented by the Supervisory Board

In accordance with Article L. 22-10-34 I. of the French Commercial Code, the purpose of this resolution is to submit for your approval the following information referred to in Article L. 22-10-9 I. of the French Commercial Code:

- the components of compensation paid during or allocated for 2021⁽⁷⁾ to:
 - the Chairman and members of the Supervisory Board, as set out in Chapter 4, Section 2.2.1 of the 2021 Annual Report – Universal Registration Document (pages 195 to 196), and
 - the Chairman and members of the Management Board, including the proportion attributable to the fixed and variable components, as set out in Chapter 4, Sections 2.2.2, 2.4.1 and 2.4.2 of the 2021 Annual Report – Universal Registration Document (pages 197 to 201 and 206 to 209);
- the pension commitments granted to the Chairman and the members of the Management Board, and the severance payments to which they are entitled by virtue of either holding the position of Chairman of the Management Board or their employment contract, as set out in Chapter 4, Sections 2.1.2, 2.4.3 and 2.2.2.3 of the 2021 Annual Report – Universal Registration Document (pages 185 to 194, 210 and 201);

- a comparison of the compensation of the Chairman of the Supervisory Board and the Chairman and the members of the Management Board with the average and median salaries of the Company's employees, as well as the evolution of the Company's performance and the average compensation paid to employees over the last five years, as set forth in Chapter 4, Section 2.6 of the 2021 Annual Report – Universal Registration Document (pages 219 to 221); and
- as provided for in Article L. 22-10-34 I. of the French Commercial Code, the way in which the vote of the last Ordinary General Shareholders' Meeting was taken into account, which is set out in Chapter 4, Section 2.1 of the 2021 Annual Report – Universal Registration Document (pages 141 to 142 and 184 to 200).

Detailed information on these items is included in the corporate governance report drawn up by the Supervisory Board pursuant to Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, which can be found in Chapter 4, Section 2 of the 2021 Annual Report – Universal Registration Document, available on the Company's website www.vivendi.com.

3

APPROVAL OF THE COMPONENTS OF COMPENSATION AND BENEFITS-IN-KIND PAID DURING OR ALLOCATED FOR 2021 TO THE CHAIRMAN OF THE SUPERVISORY BOARD AND TO THE MEMBERS OF THE MANAGEMENT BOARD AND ITS CHAIRMAN

Resolutions 6 through 13 (Ordinary Meeting), presented by the Supervisory Board

These eight resolutions are presented to you in accordance with Article L. 22-10-34 II. of the French Commercial Code. Their purpose is to submit for your approval the components of the total compensation and benefits of any kind paid during or allocated for 2021 to Yannick Bolloré in his capacity as Chairman of the Supervisory Board (**sixth resolution**), to Arnaud de Puyfontaine in his capacity as Chairman of the Management Board (**seventh resolution**), and to Gilles Alix, Cédric de Bailliencourt, Frédéric Crépin, Simon Gillham, Hervé Philippe and Stéphane Roussel, in their capacity as members of the Management Board (**eighth to thirteenth resolutions**).

Detailed information on these components of compensation is set out in the report on corporate governance drawn up by the Supervisory Board pursuant to Articles L. 225-68 and L. 22-10-20 of the French Commercial

Code. This report is included in Chapter 4, Sections 2.2.1.1 (pages 195 to 196) and 2.2.2 (pages 197 to 201) and Section 2.5 entitled "Compensation and benefits paid or allocated in 2021 to be submitted to the Combined General Shareholders' Meeting of April 25, 2022 in accordance with Article L. 22-10-34 II. of the French Commercial Code" (pages 211 to 218), of the 2021 Annual Report – Universal Registration Document, available on the Company's website www.vivendi.com.

Pursuant to Article L. 22-10-34 II. of the French Commercial Code, the payment of variable compensation in respect of 2021 as well as the payment of cash awards granted in lieu of 2021 performance shares to the Chairman and members of the Management Board is subject to your approval at this General Shareholders' Meeting (*ex-post* vote).

(7) This information includes, in particular, the way in which the total compensation of corporate officers complies with the compensation policy, including how it contributes to the Company's long-term performance and how the performance criteria have been applied.

4

APPROVAL OF THE COMPENSATION POLICY FOR THE CHAIRMAN AND MEMBERS OF THE SUPERVISORY BOARD AND THE MEMBERS OF THE MANAGEMENT BOARD AND ITS CHAIRMAN, FOR FISCAL FOR 2022

Resolutions 14 through 16 (Ordinary Meeting), presented by the Supervisory Board

These three resolutions seek your approval on the compensation policy for the Company's corporate officers for the fiscal year 2022, in accordance with Article L. 22-10-26 of the French Commercial Code (**resolutions fourteen to sixteen**).

Following the Combined General Shareholders' Meeting of June 22, 2021, and as part of preparing the compensation policy for 2022, Vivendi strengthened its dialog process with certain voting advisory agencies and various shareholders (see also the section entitled "Combination of the

roles of Chairman of Vivendi's Supervisory Board and Chairman and Chief Executive Officer of Havas" in Chapter 4, Section 1 of the 2021 Annual Report – Universal Registration Document (pages 141 to 142).

Thus, beginning in January 2022, Yannick Bolloré engaged in direct discussions on behalf of the Supervisory Board with certain voting advisory agencies and several shareholders. During these discussions, he provided the following explanations:

Expectations of voting advisory agencies and shareholders

Supervisory Board responses and commitments

Compensation structure	<p>Maximum total compensation of the Chairman of the Management Board</p> <ul style="list-style-type: none"> → Total compensation for 2021: €4,465,346^(a); → Maximum total compensation for 2022: €5,000,000^(a); → Amount determined by comparison with a panel of comparable entities in the content creation and distribution sector, excluding certain non-comparable competitors (including US-listed companies and unlisted EMEA GAFAM subsidiaries)^(b); → 2021 fixed portion (unchanged in 2022): €2,000,000 (the fixed portion was unchanged between 2018 and 2020, at €1,400,000); → Since 2021, the fixed portion has taken into account Yannick Bolloré's greater involvement in defining Vivendi's new strategy and creating value for the group, particularly with regard to: <ul style="list-style-type: none"> ■ the stock market performance of Vivendi SE shares between June 2014 and December 2021 (up 201.4%) compared to the CAC 40 index (up 96.9%)^(c), ■ selecting the most appropriate timing for the special distribution of 59.87% of UMG's share capital (592.3% in value created between July 2013 and December 2021)^(d), and ■ the complexity of the transactions carried out in implementing Vivendi's strategy (e.g., UMG and Lagardère).
	<p>Weighting of the annual bonus (target of 80% of the fixed portion, maximum of 100%)</p> <ul style="list-style-type: none"> → Cap decided as of 2016 with a view to retaining executives over the long term, in particular to ensure that ambitious targets are set in the annual budget that are aligned with Vivendi's strategy; → As a reminder, prior to the 2016 adjustment of the weighting of the annual bonus: <ul style="list-style-type: none"> ■ between 2014 and 2015: the annual bonus target was 100% of the fixed portion, with a 150% cap, and ■ prior to June 24, 2014 (start of the term of office of the Chairman of the Management Board): the annual bonus target was 120% of the fixed portion, with a 200% cap.
	<p>Annual performance share grants</p> <ul style="list-style-type: none"> → Vivendi has chosen a larger group of beneficiaries (approximately 600 employees, managers and corporate officers within the group); → Performance shares granted to the Chairman and members of the Management Board: <ul style="list-style-type: none"> ■ limited to account for the larger group of beneficiaries; ■ capped at 0.035% of the share capital per year, or approximately 385,000 shares^(e); and ■ the book value of the grant is also capped at 150% of the fixed portion until 2021. <p>Regarding the 2022 grant, the value of the performance shares granted to the Chairman of the Management Board is capped at 50% of the fixed portion of his compensation. For the other members of the Management Board, the value of each performance share grant is capped at 100% of the fixed portion.</p>

Expectations of voting advisory agencies and shareholders

Supervisory Board responses and commitments

Transparency and readability	Transparency of achievement levels of performance criteria (annual bonus and performance shares)
	Financial criteria → <i>Ex ante</i> : for confidentiality reasons, targets are only published <i>ex post</i> ; and → <i>Ex post</i> : achievement level is published each year against predefined targets (threshold, target and maximum) consistent with best practices ^(f) . Non-financial criteria → <i>Ex ante</i> : enhanced transparency, particularly regarding the publication of ESG targets (threshold, target and maximum) ^(g) ; and → <i>Ex post</i> : achievement level published each year against predefined targets ^(f) . Improvement of the calculation method for performance share grants → Stock market performance (external indicator: 30% weighting for performance share grants): no shares are granted if the Vivendi SE share performance is lower than that of the STOXX® Europe Media index (20%)/CAC 40 (10%) index over the three-year vesting period ^(h) ; → Removal of the ability to offset the results of each performance criterion: <ul style="list-style-type: none"> ■ since the 2019 share grant, the results of the internal and external indicators can no longer be offset against each other⁽ⁱ⁾, and ■ starting with the 2022 share grant, the results of each criterion set for the internal and external indicators can no longer be offset against each other^{(i)(j)}.
	Aligning non-financial performance criteria to Vivendi's strategy → Differentiated criteria for the assessment of short-term compensation (annual bonus) and long-term compensation (performance share grants); → To provide dynamic support to the group's efforts, the nature and weighting of the criteria used are set to reflect the importance of, and progress made, in strategic efforts; and → Increasing the weighting of measurable and material ESG criteria for the assessment: <ul style="list-style-type: none"> ■ of the annual bonus: increased from 5% to 12% as of 2020, then from 12% to 15% as of 2022, and ■ of performance share grants: introduction of a differentiated criterion linked to the reduction in Vivendi's carbon footprint, representing a weighting of 10% from 2022.

- (a) Compensation for 2021: €2,000,000 for the 2021 fixed portion, €1,600,000 for the 2021 annual variable portion (80% of the fixed portion), €840,000 in replacement of the 2021 annual performance share grant and €25,346 of benefits in kind.
 Compensation for 2022: €2,000,000 for the fixed portion, a maximum of €2,000,000 for the 2022 annual variable portion (100% of the fixed portion), a maximum of €1,000,000 for the grant of performance shares (book value, capped at 50% of the fixed portion). This amount may be supplemented by benefits in kind comparable in amount to those granted in respect of 2021.
- (b) EMEA: Europe, Middle East & Africa; GAFAM: Google, Apple, Facebook, Amazon, Microsoft.
 Details of the entities included in the panel used in the benchmarking study for 2022 are presented in the section entitled "Fixed Portion" in Chapter 4, Section 2.1.2.2 of the 2021 Annual Report – Universal Registration Document (page 188).
 Vivendi's position in relation to the median of the panel of entities used in the 2022 benchmarking study is presented in the section entitled "Calculation of compensation for 2022" in Chapter 4, Section 2.1.2.2 of the 2021 Annual Report – Universal Registration Document (page 193).
- (c) Reinvested dividends.
- (d) As of December 31, 2021, UMG's market capitalization was €44.9 billion, compared to a valuation of approximately €6.5 billion based on the price offered to Vivendi by Softbank in July 2013.
- (e) As a reminder, the maximum amounts approved by the General Shareholders' Meeting of June 22, 2021, are as follows: 1% of the share capital over a period of thirty-six months for all beneficiaries, with a maximum of 0.33% of the share capital per year and 0.035% of the share capital per year for the Chairman and members of the Management Board.
- (f) See "Calculation of variable compensation for 2021" in Chapter 4, Sections 2.2.2.1. and Section 2.3.4. of the 2021 Annual Report – Universal Registration Document (pages 198 and 204).
- (g) See "Criteria for 2022" and "Performance share grants" in Chapter 4, Section 2.1.2.2 of the 2021 Annual Report – Universal Registration Document (pages 188 to 190).
- (h) See the June 8, 2021 communication "Additional information on the Combined Annual General Shareholders' Meeting to be held on June 22, 2021", available on Vivendi's website: <https://www.vivendi.com/en/shareholders-investors/shareholders-meeting/previous-agms/>.
- (i) See "Performance share grants" in Chapter 4, Sections 2.1.2.2 and 2.3.4 of the 2021 Annual Report – Universal Registration Document (pages 188, 190 and 204).
- (j) For the internal indicator (70% weighting): adjusted net income per share (40%), group CFAIT (20%) and reduction in Vivendi's carbon footprint (10%); for the external indicator (30% weighting): change in Vivendi's share price relative to the STOXX® Europe Media index (20%) and the CAC 40 index (10%).

These amendments, which have strengthened Vivendi's compensation policy for 2022, supplement those made in previous years, which were as follows:

- removing the option given to beneficiaries who leave the company to maintain all their rights to performance shares during the three-year vesting period; and
- increasing the minimum achievement level of performance objectives conditioning the payment of severance compensation to the Chairman of the Management Board.

In 2022, Vivendi will pursue its dialog with its shareholders consistent with its transparency policy concerning corporate officers' compensation.

The compensation policy for the Company's corporate officers and the information illustrating its implementation for 2022 are set out in the corporate governance report drawn up by the Supervisory Board pursuant to Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, which can be found in Chapter 4, Sections 2.1, 2.1.1 and 2.1.2 of the 2021 Annual Report – Universal Registration Document (pages 184 to 194), available on the Company's website www.vivendi.com.

The compensation components of newly appointed members of the Management Board will be included in the compensation policy referred to in the sixteenth resolution (see Section 2.1.2.1. of Chapter 4 of the 2021 Annual Report - Universal Registration Document, page 185).

5

SUPERVISORY BOARD – RENEWAL AND APPOINTMENT OF MEMBERS**Resolutions 17 through 21 (Ordinary Meeting)**

You are asked to renew the terms of office of Philippe Bénacin, Cathia Lawson-Hall, Michèle Reiser and Katie Stanton as independent members of the Supervisory Board, which expire at the end of this Shareholders' Meeting, for a four-year period (**resolutions seventeen to twenty**).

The renewal of Philippe Bénacin, Cathia Lawson-Hall, Michèle Reiser and Katie Stanton would enable the Supervisory Board to further its work in development and strategy, governance and organization, particularly on an international front, while remaining predominantly independent.

Philippe Bénacin, Co-founder and Chairman and CEO of Interparfums, is particularly well known for his expertise in the areas of strategy, governance and financial communication. As Vice-Chairman of Vivendi SE's Supervisory Board, he has acquired a thorough knowledge of its functioning, which will enable him to ensure the continuity of its work and a good balance of power between the Supervisory Board and the Management Board.

The renewal of the term of office of Cathia Lawson-Hall, Head of Coverage and Investment Banking for Africa at Société Générale, would enable the Supervisory Board to continue to benefit from her expertise in financial analysis and consulting. As an independent member of the Board of Directors of the Agence Française de Développement (AFD), she also has expertise in emerging countries.

Michèle Reiser, a former member of France's Audiovisual Council and of the Board of Directors of Radio France, will continue to bring to the Supervisory Board her extensive knowledge of the world of the media and of cultural institutions, particularly in the literary field.

Katie Stanton, Founder and General Partner of Moxxie Ventures, an early-stage venture capital firm based in San Francisco, is also known for her expertise and valuable skills in digital strategy and new technology issues. She has notably held management positions at Twitter, Google and Yahoo.

The Supervisory Board, on the recommendation of the Corporate Governance, Nominations and Remuneration Committee and with due

regard to gender parity and independence considerations, decided to propose the appointment of Maud Fontenoy, a sailor committed to protecting the environment, as a new independent member of the Supervisory Board for a four-year period (**twenty-first resolution**) to replace Aliza Jabès, a member of the Supervisory Board since April 29, 2010, who decided not to seek re-election as she would no longer qualify as independent under Article 9.5.6 of the AFEP-MEDEF Code.

Maud Fontenoy is committed to helping to save the oceans in France and worldwide, notably through the Maud Fontenoy Foundation, supported by private and institutional players. Ms. Fontenoy organizes educational initiatives relating to the marine environment for young people and the general public, with the support of a committee of specialists from the French ministry of Education and ministry of Ecology as well as the Intergovernmental Oceanographic Commission of Unesco. Her election as a Board member would enhance the Supervisory Board's expertise in issues related to content diversity, environmental protection and entrepreneurship.

Detailed biographical information about these individuals can be found on pages 3 to 5 of this document, as well as in Chapter 4, Section 1.1.2 of the 2021 Annual Report – Universal Registration Document (pages 149, 156, 158, 159 and 161), available on the Company's website www.vivendi.com.

Subject to your approval of these resolutions, at the close of this General Shareholders' Meeting, the Supervisory Board will have 13 members, including seven women (*i.e.*, a rate of 55%⁽⁸⁾), six independent members (*i.e.*, a rate of 55%⁽⁹⁾), one member representing employee shareholders, appointed pursuant to paragraph 2 of Article 8-I.1 of the Company's by-laws, and two members representing employees, appointed pursuant to Article L. 225-79-2 of the French Commercial Code, the other members having been appointed pursuant to Article L. 225-75 of the French Commercial Code.

6

AUTHORIZATION GRANTED TO THE MANAGEMENT BOARD TO BUY BACK THE COMPANY'S OWN SHARES AND TO CANCEL SHARES, AS APPROPRIATE**Resolution 22 (Ordinary Meeting) and Resolution 23 (Extraordinary Meeting)**

You are asked to renew the authorization granted to the Management Board, with the option to sub-delegate such authority to its Chairman, to implement a share repurchase program, within the limit of 10% of the Company's share capital, for purposes of having the Company purchase its own shares, on one or more occasions, on or off the stock market (**twenty-second resolution**).

This program is intended to enable the Company to purchase its own shares in order to (i) cancel the shares acquired, subject to the adoption of the twenty-third resolution of this General Shareholders' Meeting; or (ii) to make transfers in connection with the sale or grant of shares to employees or corporate officers or the implementation of performance share plans in favor of certain beneficiaries or corporate officers; or (iii) perform remittance or exchange transactions following the issue of securities giving rights to the Company's share capital; or (iv) deliver shares as payment or for exchange in the context of external growth or other transactions; or (v) to

continue, if necessary, to create a market for the shares pursuant to a liquidity agreement in compliance with the code of ethics recognized by the *Autorité des marchés financiers*. You are asked to set the maximum purchase price at €16 per share.

In the event of its implementation, the number of shares that may be repurchased for cancellation pursuant to this authorization shall be deducted from the maximum number of shares set forth in the twenty-fourth resolution submitted to this General Shareholders' Meeting.

It is provided that the Management Board may not make use of this authorization, nor may the Company continue to carry out a share repurchase program during a public offer for the Company's securities.

This authorization shall take effect upon the expiration of the authorization granted to the Management Board by the Combined General Shareholders' Meeting of June 22, 2021 (twenty-first resolution) and will remain in effect until October 24, 2023.

(8) Excluding members representing employees (Article L. 225-79 of the French Commercial Code).

(9) Excluding members representing employees (Article 9-3 of the AFEP-MEDEF Code).

6.1 Description of the current share repurchase program

As announced, on August 2, 2021, the Company launched a share repurchase program upon the decision of the Management Board on July 30, 2021, and pursuant to the authorization granted in the twenty-first resolution of the Combined General Shareholders' Meeting of June 22, 2021:

- maximum repurchase percentage: 0.9% of the share capital (raised to 8.13% by decision of the Management Board on September 20 and December 20, 2021, and March 7, 2022); and
- maximum repurchase price: €29 per share.

The objective of this program is to repurchase, depending on market conditions, up to 90,159,308 shares for purposes of canceling the shares acquired.

This program was implemented through mandates given to a bank acting as an investment services provider.

As of December 31, 2021, the Company directly held 63,156,737 of its own shares with a par value of €5.50 each, *i.e.*, 5.70% of its share capital, including 48,150,449 shares allocated for cancellation, 6,372,198 shares allocated to cover performance share plans, and 8,634,090 shares allocated for employee shareholding transactions. As of December 31, 2021, the book value of these shares totaled €968.3 million, and their market value was €750.9 million as of the same date.

As of March 10, 2022, the Company held 66,104,170 of its own shares⁽¹⁰⁾, *i.e.*, 5.97% of its share capital, including 52,432,463 shares allocated for cancellation, 5,037,617 shares allocated to cover performance share plans⁽¹¹⁾, and 8,634,090 shares allocated for employee shareholding transactions.

You are asked to authorize the Management Board to cancel, if appropriate, shares acquired on the market by the Company, if any, by way of a capital reduction, within the limit of 10% of the share capital per 24-month period (**twenty-third resolution**).

This authorization shall take effect upon the expiration of the authorization granted to the Management Board by the Combined General Shareholders' Meeting of June 22, 2021 (twenty-second resolution) and will remain in effect until October 24, 2023.

Details of the current share repurchase program can be found in Chapter 4, Section 3.8.4.2 of the 2021 Annual Report – Universal Registration Document (pages 230 to 231), available on the Company's website www.vivendi.com.

6.2 Cancellation of shares through share capital reduction during the last 24 months

On June 18, 2021, the Management Board used the authorization granted to it in the twenty-seventh resolution of the Combined General Shareholders' Meeting of April 20, 2020, to cancel a total of 37,758,609 treasury shares, representing 3.18% of the Company's share capital, in accordance with Article L. 22-10-62 of the French Commercial Code.

On July 26, 2021, the Management Board used the authorization granted to it in the twenty-second resolution of the Combined Shareholders' Meeting of June 22, 2021, to cancel 40,903,458 treasury shares, representing 3.56% of the Company's share capital, in accordance with Article L. 22-10-62 of the French Commercial Code.

Consequently, as of July 26, 2021, the Company's share capital totaled €6,095,536,133.50, divided into 1,108,279,297 shares with a par value of €5.50 each. Following these transactions, €1,514,300,210.14 was deducted from the additional paid-in capital account shown as a liability in the statement of financial position, corresponding to the difference between the aggregate par value of the shares that were canceled (€432,641,368.50) and their purchase price (€1,946,941,578.64).

Details of the share cancellations can be found in Chapter 4, Section 3.8.4.3 of the 2021 Annual Report – Universal Registration Document (page 231), available on the Company's website www.vivendi.com.

SHARE CAPITAL REDUCTION BY WAY OF A COMPANY SHARE BUYBACK, FOLLOWED BY THE CANCELLATION OF THE SHARES ACQUIRED, AND AUTHORIZATION GRANTED TO THE MANAGEMENT BOARD TO MAKE A PUBLIC SHARE BUYBACK OFFER (OPRA)

7

Resolution 24 (Extraordinary Meeting)

You are asked to authorize the Management Board to reduce the Company's share capital, except during a public offer for the Company's securities, by the maximum nominal amount of €3,048,542,959, *i.e.*, 50% of the share capital, by way of the repurchase by the Company of its own shares up to a maximum of 554,280,538 shares, followed by the cancellation of the repurchased shares⁽¹²⁾.

In this context, you are asked to authorize the Management Board to make a public share buyback offer (OPRA) targeting all shareholders, to perform the share capital reduction, and to determine its final amount.

The Management Board will set the repurchase price, subject to the maximum price of €16 per share, *i.e.*, a maximum total amount of €8,868,488,608.

This authorization shall take effect upon the expiration of the authorization granted to the Management Board by the Combined General Shareholders' Meeting of June 22, 2021 (twenty-third resolution) and will remain in effect until October 24, 2023.

Subject to your approval, the Management Board will assess the appropriateness of implementing this authorization with the approval of the Supervisory Board. The number of shares purchased for cancellation purposes under the twenty-second resolution shall be deducted from the limit set forth in this authorization.

In the event of the implementation of this authorization, the Supervisory Board will be required to issue a reasoned opinion on the proposed share buyback offer, taking into consideration the best interests of the Company, its shareholders and its employees, in particular after considering the conclusions of an independent expert.

(10) After repurchasing 4,282,014 shares on the market between February, 24 and March 9, 2022.

(11) After transferring 4,282,014 shares to beneficiaries of performance share plans between February, 24 and March 10, 2022.

(12) These maximum numbers and amounts may be reduced, if appropriate, in the event of a cancellation of treasury shares pursuant to the twenty-second resolution adopted by the Combined General Shareholders' Meeting of June 22, 2021, and to the twenty-third resolution submitted to this General Shareholders' Meeting, prior to the implementation of this resolution.

8

EMPLOYEE SHARE OWNERSHIP

Resolutions 25 and 26 (*Extraordinary Meeting*)

You are asked to renew the delegation of authority granted to the Management Board to implement, within the unchanged upper limit of 1% of the Company's share capital, both in France (**twenty-fifth resolution**) and internationally (**twenty-sixth resolution**), share capital increases reserved for employees of the Company and of group companies, for a period of 26-months and 18-months, respectively. This proposal reflects the desire of the Company to continue to closely involve all the group's employees in its development, encourage their participation in the share capital, and further align their interests with those of the Company's shareholders. Employees currently hold 2.74% of Vivendi's share capital and 3.73% of its voting rights as of December 31, 2021.

The amount of share capital increases that may be carried out under these two delegations of authority is not cumulative and therefore cannot

exceed 1% of the Company's share capital. These delegations entail the cancellation of your preferential subscription rights.

In the event of the implementation of these delegations of authority, the issue price of the shares will be equal to the average opening price of the Company's shares over the twenty trading days preceding the date of the Management Board's decision setting the subscription price; this average price may be discounted by a maximum of 30%. The amount of any such discount shall be determined by the Management Board after considering, in particular, the legal, regulatory and tax provisions of applicable foreign law, where appropriate.

If adopted, these delegations of authority shall supersede those granted by the Combined General Shareholders' Meeting of June 22, 2021 (twenty-eighth and twenty-ninth resolutions).

9

POWERS TO CARRY OUT LEGAL FORMALITIES

Resolution 27 (*Ordinary Meeting*)

You are asked to grant the powers necessary to carry out all required formalities arising from this General Shareholders' Meeting.

Observations of the Supervisory Board

The Supervisory Board states that, in accordance with Articles L. 225-68 and L. 22-10-20 of the French Commercial Code, it has no comments to make on either the report of the Management Board or the financial statements for the fiscal year ending December 31, 2021.

The Supervisory Board

The Management Board

Annex

The details of the delegations of authority and authorizations approved at the General Shareholders' Meeting of June 22, 2021 and submitted for approval by the General Shareholders' Meeting of April 25, 2022

ISSUES OF SECURITIES WITH PREFERENTIAL SUBSCRIPTION RIGHTS

Transactions	Source (resolution number)	Duration of the authorization (expiry date)	Maximum nominal amount of share capital increase
Capital increase (ordinary shares and marketable securities giving right to the share capital)	24 th – 2021	26 months (August 2023)	655 million, i.e., ≈ 10.04% of the share capital ^(a)
Capital increase by incorporation of reserves	25 th – 2021	26 months (August 2023)	327.5 million, i.e., ≈ 5.02% of the share capital

ISSUES OF SECURITIES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS

Transactions	Source (resolution number)	Duration of the authorization (expiry date)	Maximum nominal amount of share capital increase
Contributions-in-kind to the company	26 th – 2021	26 months (August 2023)	5% of the share capital ^(b)

ISSUES RESERVED FOR EMPLOYEES OF VIVENDI

Transactions	Source (resolution number)	Duration of the authorization (expiry date)	Main Terms
Share capital increase reserved for employees that are members of the Vivendi Group Employee Stock Purchase Plan (<i>plan d'épargne groupe</i> , or PEG)	25 th – 2022	26 months (June 2024)	Maximum of 1% of the share capital at the date of the General Shareholders' Meeting ^(b)
	28 th – 2021 ^(c)	26 months (August 2023)	
	26 th – 2022	18 months (Oct. 2023)	
Grant of existing or future performance shares	29 th – 2021 ^(c)	18 months (December 2022)	Maximum of 1% of the share capital on the grant date
	27 th – 2021	38 months (August 2024)	

(a) Aggregate maximum amount for capital increases, all transactions included.

(b) This amount is applied to the maximum aggregate amount of €655 million set in the twenty-fourth resolution of the 2021 General Shareholders' Meeting.

(c) Not used.

SHARE REPURCHASES

Transactions	Source (resolution number)	Duration of the authorization (expiry date)	Main Terms
Share repurchase program	22 nd – 2022 ^(d)	10 months (Dec. 2022 – Oct. 2023)	10% of the share capital Maximum purchase price per share: 16 euros (110.9 million shares)
	21 st – 2021 ^(e)	18 months (December 2022)	10% of the share capital Maximum purchase price per share: 29 euros (118.6 million shares)
Public share buyback offer (OPRA)	24 th – 2022 ^(d)	10 months (Dec. 2022 – Oct. 2023)	50% of the share capital Maximum purchase price per share: 16 euros (554.3 million shares)
	23 rd – 2021	18 months (December 2022)	50% of the share capital Maximum purchase price per share: 29 euros (593 million shares)
Share cancellations/Share repurchase program	23 rd – 2022	10 months (Dec. 2022 – Oct. 2023)	10% of the share capital over a 24-month period
	22 nd – 2021 ^(f)	18 months (December 2022)	10% of the share capital over a 24-month period
Share cancellations/OPRA	24 th – 2022 ^(d)	10 months (Dec. 2022 – Oct. 2023)	50% of the share capital Maximum purchase price per share: 16 euros (554.3 million shares)
	23 rd – 2021 ^(e)	18 months (June 2022)	50% of the share capital Maximum purchase price per share: 29 euros (593 million shares)

(d) Any shares repurchased for the purpose of canceling shares under the twenty-second resolution of the 2022 General Shareholders' Meeting will be deducted from the maximum amount set in the twenty-fourth resolution.

(e) Used for 4.22% of the share capital between August 2, 2021 and March 9, 2022.

(f) Used on July 26, 2021 for 3.56% of the share capital.

Statutory Auditors' reports

Statutory Auditors' report on regulated related-party agreements – 3rd resolution

SHAREHOLDERS' MEETING HELD TO APPROVE THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2021

This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Shareholders' Meeting of Vivendi SE,

In our capacity as statutory auditors of your Company, we hereby report to you on related party agreements.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements brought to our attention or which we may have identified during the course of our audit, as well as the reasons justifying that such agreements are in the Company's interest. We are not required to express an opinion on their usefulness and appropriateness or ascertain the existence of other agreements, if any. It is your responsibility, pursuant to Article R. 225-58 of the French Commercial Code (*Code de commerce*), to assess the relevance of these agreements prior to approving them.

We are also required, where applicable, to inform you in accordance with Article R. 225-58 of the French Commercial Code (*Code de commerce*) of the implementation, during the year ended December 31, 2021, of agreements previously approved by the Shareholders' Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by of the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) applicable to this type of engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

AGREEMENTS SUBMITTED FOR APPROVAL TO THE SHAREHOLDERS' MEETING

In accordance with Article L. 225-88 of the French Commercial Code (*Code de commerce*), we have been notified of the following agreements entered into during the year which received prior authorization from the Supervisory Board.

Conclusion of a shareholders' agreement for Universal Music Group N.V. (UMG) by your Company and conclusion of UMG share transfer agreements as part of the distribution of 59.87% of its share capital to shareholders of your Company

Agreement authorized by the Supervisory Board on July 28, 2021

Shareholder concerned: Compagnie de l'Odé, with an indirect holding *via* Compagnie de Cornouaille of more than 10% of the voting rights of Vivendi SE.

Executives concerned:

Yannick Bolloré, Chairman of the Supervisory Board of Vivendi SE and Director of Compagnie de l'Odé (formerly Financière de l'Odé SE).

Cyrille Bolloré, Member the Supervisory Board of Vivendi SE and Director of Compagnie de l'Odé.

Gilles Alix and Cédric de Bailliencourt, Members of the Management Board of Vivendi SE and Directors of Compagnie de l'Odé.

Nature and purpose:

In the context of the exceptional distribution in kind by Vivendi SE to its shareholders of 59.87% of the share capital of UMG and the listing of UMG shares on the Euronext Amsterdam stock market, on September 8, 2021 the Vivendi SE Supervisory Board authorized the signature, in accordance with the provisions of Article L. 225-86 of the French Commercial Code (*Code de commerce*) of:

- an agreement to act in concert between Vivendi SE, Compagnie de l'Odé and Compagnie de Cornouaille; and
- the sale of 100 UMG shares held by Vivendi SE to Compagnie de l'Odé and Compagnie de Cornouaille.

Pursuant to the terms of the agreement to act in concert, Vivendi SE, the consortium led by Tencent and Compagnie de l'Odé and its subsidiary Compagnie de Cornouaille, which together received 18% of the share capital and voting rights of UMG following the exceptional distribution in kind, undertook to use their powers as UMG shareholders to ensure the latter declares and pays dividends in two half-yearly installments of a total amount at least equal to 50% of UMG's results on an annual basis.

To this end, as from the listing of the UMG shares on the Euronext Amsterdam stock market, Vivendi SE, the consortium led by Tencent and Compagnie de l'Odé and Compagnie de Cornouaille undertake to vote in favor of all distribution resolutions in accordance with this dividend policy and against any resolution deviating from this policy, and to include on the agenda of all UMG Shareholders' Meetings, a resolution on a distribution in accordance with this dividend policy. Furthermore, for a period of two years expiring on the date of the UMG Annual Shareholders' Meeting to be held in 2024, the parties

will use their powers to guarantee that the consortium led by Tencent can appoint two members to the Board of Directors of UMG provided it holds at least 10% of the UMG share capital, and one member for at least 5% of the share capital.

This shareholders' agreement has a term of five years from the date of listing of the UMG shares on the Euronext Amsterdam stock market. It is described in the prospectus for the admission to listing of the UMG shares on the Euronext Amsterdam market.

Within the meaning given to it by Dutch law, this agreement is an action in concert between signatory parties together holding around 48% of the share capital and voting rights of UMG following the exceptional distribution in kind. So that the parties are not required to file a mandatory public offer, the threshold for which is set by Dutch law at 30% of voting rights, the action in concert was strengthened by the inclusion, notably, of a declaration of acting in concert, a cooperation clause between the parties with a view to shareholders' meetings and various standard commitments by the parties that do not however impact the share transfers that Vivendi SE could plan following the listing of UMG shares on the Euronext Amsterdam stock market during the term of the agreement. This agreement allows the parties to benefit from a grandfathering clause, exempting them from the requirement to file a mandatory public offer for the entire share capital of UMG for as long as they together hold at least 30% of the voting rights of UMG. It is recalled that each UMG share carries the right to one vote.

In addition, with a view to the entry into effect of this agreement and to ensure the parties to the agreement are UMG shareholders prior to the listing of the UMG shares on the Euronext Amsterdam stock market -- that is before the Dutch Financial Markets Authority (*Autoriteit Financiële Markten*) issued its approval on September 14, 2021 -- on September 8, 2021, Vivendi SE sold 100 of the 1,813,241,160 shares comprising UMG's share capital at that date to Compagnie de l'Odéon and Compagnie de Cornouaille in proportion to each company's stake in Vivendi SE, that is, 2 and 98 UMG shares respectively.

This agreement to act in concert and share transfer agreement meet the application conditions under Dutch law to benefit from the exemption from the requirement to file a mandatory public offer for UMG, provided the parties to the concert together hold at least 30% of the voting rights.

The price of this agreement to act in concert is nil for the parties. The price for the sale of 100 UMG shares is €18.20 per share, or €1,820. This price corresponds to the valuation resulting from financial appraisal procedures conducted by PwC and confirmed by EY upon the contribution transactions resulting in leading to the grouping, on February 26, 2021, of the entire share capital of Universal Music Group Inc. and Universal International Music B.V. within UMG.

Pursuant to Article R. 22-10-19 of the French Commercial Code (*Code de commerce*), it is noted that the most recent annual profit published by Vivendi SE at that date was €3,009.4 million for the year ended December 31, 2020.

Agreement between Vivendi SE and Lagardère SA with a view to preparing the regulatory notifications required in the context of the public tender offer for Lagardère SA shares that Vivendi SE filed on February 21, 2022

Agreement authorized by the Supervisory Board on 15 September and November 18, 2021

Executive concerned:

Arnaud de Puyfontaine, Chairman of the Management Board of Vivendi SE and Director of Lagardère SA.

Nature and purpose:

On December 20, 2021, the Supervisory Board authorized the signature of a clean team confidentiality and reciprocal cooperation agreement between Vivendi SE and Lagardère SA with a view to preparing the regulatory notifications required in the context of the proposed public tender offer for Lagardère SA shares filed by Vivendi SE on February 21, 2022.

As announced on 9 and December 16, 2021, Vivendi SE now holds 45.13% of the share capital of Lagardère SA. Authorization requests for the takeover of Lagardère SA will be filed with the European Commission and other relevant competition authorities by Vivendi SE in 2022. ARCOM approval of the change in indirect share ownership of the Lagardère subsidiaries providing broadcasting services will be sought by these subsidiaries depending on the outcome of the public tender offer for all Lagardère SA shares not held by Vivendi SE. The draft offer will be filed on February 21, 2022.

An independent third party was appointed by Lagardère SA and Vivendi SE, solely at the expense of the latter, to set up and manage each party's clean team that will receive the confidential information from the other party that is strictly necessary to the preparation of the required regulatory notifications. Information exchanges will be conducted by this independent third party under the control of the parties' external legal advisors.

This agreement enables the parties to prepare the above authorization requests while limiting exchanges to information that is strictly necessary, in accordance with the applicable regulations and appropriate guarantees.

The total cost of this agreement, calculated on the basis of an average gross hourly rate of €370, will depend on the effective working hours of the independent third party, which are currently unknown.

Pursuant to Article R. 22-10-19 of the French Commercial Code (*Code de commerce*), it is noted that this price is not material with regard to the most recent annual profit published by Vivendi SE at this date of €3,009.4 million for the year ended December 31, 2020.

AGREEMENTS PREVIOUSLY APPROVED BY THE SHAREHOLDERS' MEETING

We were also informed that the following agreement, previously approved by the Shareholders' Meeting of June 22, 2021 on the basis of the Statutory Auditors' special report of May 11, 2021, had continuing effect during the year.

Agreement between Vivendi SE and Compagnie de l'Odé as part of settlement negotiations with Mediaset (MFE – MediaforEurope) and Fininvest

Agreement authorized by the Supervisory Board on May 3, 2021.

Nature and purpose:

Within the framework of settlement negotiations between Vivendi SE and Mediaset and Fininvest, the latter two companies request that Compagnie de l'Odé, acting on its own behalf and that of its subsidiaries, subscribes for a five-year period, alongside Vivendi SE, to a standstill commitment regarding the share capital of Mediaset and Mediaset España as well as the share capital of any company holding more than 3% of either company. This commitment will also include divestment obligations and penalties and a ban on exercising the rights attached to the shares.

Conditions:

Vivendi SE undertakes to bear, without limitation as to amount or duration, all the impacts, damages, expenses and costs that may arise for Compagnie de l'Odé or its subsidiaries in the event of the alleged or actual breach by Vivendi SE of the obligations undertaken under this standstill commitment, and without Compagnie de l'Odé losing control over any legal proceedings brought against it, where applicable.

This agreement was signed between Vivendi SE and Compagnie de l'Odé on May 4, 2021.

Paris-La Défense, March 10, 2022

The Statutory Auditors
French original signed by:

Ernst & Young et Autres
Claire Pajona

Deloitte & Associés
Thierry Queron, Géraldine Segond

Statutory Auditors' report on the share capital reduction – 23rd resolution

COMBINED SHAREHOLDERS' GENERAL MEETING OF APRIL 25, 2022 – TWENTY-THIRD RESOLUTION

This is a free translation into English of a report issued in French and is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France

To the Shareholders,

In our capacity as Statutory Auditors of your Company and pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code (*Code de commerce*) concerning share capital decreases by cancellation of shares purchased, we hereby report to you on our assessment of the reasons for and the terms and conditions of the proposed share capital decrease.

Your Management Board proposes that you delegate it the authority, with the option to subdelegate, for a period starting from the expiry date of that granted to the Management Board by the Combined Shareholders' General Meeting of June 22, 2021 (twenty-second resolution) to October 24, 2023, to cancel, on one or several occasions, for up to a maximum of 10% of its share capital, in any twenty-four month period, the shares purchased by the Company pursuant to the authorization to purchase its own shares under the provisions of the above-mentioned Article.

The number of shares that may be purchased for the purpose of their cancellation under this authorization, should it be implemented, shall be deducted from that referred to in the twenty-fourth resolution submitted to the Shareholders' General Meeting.

We have performed those procedures we considered necessary in accordance with the professional guidance issued by the French National auditing body (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. Those procedures consisted in examining whether the reasons for and the terms and conditions of the proposed share capital decrease, which does not interfere with the equal treatment of shareholders, are due and proper.

We have no matters to report on the reasons for or terms and conditions of the proposed share capital decrease.

Paris-La Défense, March 15, 2022

Ernst & Young et Autres
Claire Pajona

The Statutory Auditors
French original signed by:

Deloitte & Associés
Thierry Queron, Géraldine Segond

Statutory Auditors' report on the share capital reduction by cancellation of shares acquired by the Company as part of a public share buyback offer (OPRA) – 24th resolution

COMBINED SHAREHOLDERS' GENERAL MEETING OF APRIL 25, 2022 – TWENTY-FOURTH RESOLUTION

This is a free translation into English of a report issued in French and is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France

To the Shareholders,

In our capacity as Statutory Auditors of your Company and pursuant to the provisions of Article L. 225-204 of the French Commercial Code (*Code de Commerce*) on share capital decreases, we hereby report to you on our assessment of the reasons for and the terms and conditions of the proposed share capital decrease.

Your Management Board proposes that you delegate it the authority, with the option to subdelegate, for a period starting from the expiry date of that granted to the Management Board by the Combined Shareholders' General Meeting of June 22, 2021 (twenty-third resolution) to October 24, 2023, to cancel a maximum of 554,280,538 shares of your Company, *i.e.* 50% of the share capital, purchased for cancellation by your Company in accordance with the provisions of Article L. 225-207 of the French Commercial Code (*Code de Commerce*), as part of a public share buyback offer at a maximum unit purchase price of €16.

The number of shares purchased under the twenty-second resolution with a view to their cancellation shall be deducted from the maximum limit set forth in this authorization.

We have performed those procedures which we considered necessary in accordance with the professional guidance issued by the French National auditing body (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. Those procedures consisted in examining whether the reasons for and the terms and conditions of the proposed share capital decrease are due and proper. Our procedures primarily consisted in verifying that the proposed share capital decrease does not reduce the share capital amount below the legal minimum and does not interfere with the equal treatment of shareholders.

We have no matters to report on the reasons for or terms and conditions of this transaction that will decrease your Company's share capital by a nominal maximum of €3,048,542,959.

Paris-La Défense, March 15, 2022

The Statutory Auditors
French original signed by:

Ernst & Young et Autres
Claire Pajona

Deloitte & Associés
Thierry Queron, Géraldine Segond

Statutory Auditors' report on the issue of shares and any other marketable securities giving access to the share capital, reserved for members of a company savings plan – 25th resolution

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

COMBINED GENERAL MEETING OF SHAREHOLDERS OF APRIL 25, 2022 – TWENTY-FIFTH RESOLUTION

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report on the proposal to authorize your Management Board to decide whether to proceed with an increase in your Company's share capital with cancellation of preferential subscription rights, on one or several occasions, at the time or times and in the proportions fixed by the Management Board, by issuing shares as well as any other marketable securities giving immediate or future access to the share capital of your Company, reserved for members of a company savings plan concerning your Company and, if applicable, the French or foreign companies related to it within the meaning of Article L. 225-180 of the French Commercial Code (*Code de commerce*) and Article L. 3344-1 of the French Labour Code (*Code du travail*) ("the Vivendi group"), an operation on which you are called to vote.

The aggregate nominal amount of share capital that may be issued under this resolution will be set against the aggregate maximum amount of €655m provided for in the twenty-fourth resolution submitted to the General Meeting of Shareholders of June 22, 2021, and the aggregate nominal amount of share capital that may be issued under this resolution and the twenty-seventh resolution submitted to the General Meeting of June 22, 2021, for the capital increase for the benefit of categories of beneficiaries, may not in any event exceed 1% of the Company's share capital as at the date of this General Meeting.

This operation is submitted for your approval in accordance with Articles L. 225-129-6 of the French Commercial Code (*Code de commerce*) and L. 3332-18 *et seq.* of the French Labour Code (*Code du travail*).

Your Management Board proposes that, on the basis of its report, it be authorized for a period of twenty-six months to decide on whether to proceed with an issue and to cancel your preferential subscription rights to the securities to be issued. If applicable, it shall determine the final conditions of this operation.

It is the responsibility of the Management Board to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the issue provided in the report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Management Board's report relating to this operation and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions for the issue that may be decided, we have no matters to report as to the methods used to determine the issue price for the equity securities to be issued provided in the Management Board's report.

As the final conditions for the issue have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, when your Management Board has exercised this authorization in the event of the issue of shares or marketable securities that are equity securities giving access to other equity securities, and in the event of the issue of marketable securities giving access to equity securities to be issued.

Paris-La Défense, March 15, 2022

The Statutory Auditors
French original signed by:

Ernst & Young et Autres

Claire Pajona

Deloitte & Associés

Thierry Queron, Géraldine Segond

Statutory Auditors' report on the issue of shares and any other securities giving access to the capital, reserved for the employees of Vivendi's foreign subsidiaries, members of an international group savings plan, or for the purposes of setting up an equivalent plan – 26th resolution

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

COMBINED GENERAL MEETING OF SHAREHOLDERS OF APRIL 25, 2022 – TWENTY-SIXTH RESOLUTION

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report on the proposal to authorize your Management Board to decide whether to proceed with an increase in your Company's share capital with cancellation of preferential subscription rights, on one or several occasions, at the time or times and in the proportions fixed by the Management Board, by issuing shares as well as any other marketable securities giving immediate or future access to the share capital of your Company, reserved for beneficiaries meeting the criteria for one or more of the following categories:

- (i) employees and corporate officers of the Vivendi group companies that are related to the Company within the meaning of Article L. 225-180 of the French Commercial Code (Code de Commerce) and Article L. 3344-1 of the French Labour Code (Code du travail), that are within the Vivendi group scope of consolidation and whose registered office is located outside France;
- (ii) and/or UCITS or other entities, with or without legal personality, for employee shareholdings invested in the Company's securities and whose unit holders or shareholders will be any of the persons referred to in (i) hereabove; and/or
- (iii) any financial establishment (or subsidiary of such an establishment) which (a) at the request of the Company, has set up a structured shareholding plan for the benefit of the employees of French companies of the Vivendi group through a company mutual fund, within the context of a capital increase carried out pursuant to the twenty-seventh resolution submitted to the General Meeting of Shareholders of June 22, 2021, (b) offering direct or indirect subscriptions for shares to the persons referred to in (i) hereabove who do not have access to the aforementioned shareholding plan, in the form of company mutual funds, having an economic profile comparable to that offered to the employees of the French companies of the Vivendi group, or (c) insofar as the subscription for shares of the Company by said financial establishment would allow any of the persons referred to in (i) hereabove to have access to shareholding or savings with such an economic profile;

an operation on which you are called to vote.

The aggregate nominal amount of share capital that may be issued under this resolution will be set against the aggregate maximum amount of €655m provided for in the twenty-fourth resolution submitted to the General Meeting of Shareholders of June 22, 2021, and the aggregate nominal amount of share capital that may be issued under this resolution and the twenty-fifth resolution submitted to this General Meeting, for the capital increase for the benefit of categories of beneficiaries, may not be cumulative and in any event may not exceed 1% of the Company's share capital as at the date of this General Meeting.

This capital increase is submitted for your approval in accordance with Articles L. 225-129 *et seq.* and L. 225-138 of the French Commercial Code (*Code de commerce*) and L. 3341 of the French Labour Code (*Code du travail*).

Your Management Board proposes that, on the basis of its report, it be authorized for a period of eighteen months to decide on whether to proceed with an issue and to cancel your preferential subscription rights. If applicable, it shall determine the final conditions of this operation.

It is the responsibility of the Management Board to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the issue provided in the report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Management Board's report relating to this operation and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions for the issue that may be decided, we have no matters to report as to the methods used to determine the issue price for the equity securities to be issued provided in the Management Board's report.

As the final conditions for the issue have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, when your Management Board has exercised this authorization in the event of the issue of shares or marketable securities that are equity securities giving access to other equity securities, and in the event of the issue of marketable securities giving access to equity securities to be issued.

Paris-La Défense, March 15, 2022

The Statutory Auditors
French original signed by:

Ernst & Young et Autres

Claire Pajona

Deloitte & Associés

Thierry Queron, Géraldine Segond

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Position of the Company and of the group in 2021

At its meeting held on March 9, 2022, Vivendi's Supervisory Board discussed the war in Ukraine at length. Vivendi is doing its utmost to provide significant logistical and financial aid to the Gameloft and Havas Group teams present in the country. Even though Vivendi's financial exposure in Ukraine and Russia is very low, the group remains extremely vigilant about the direct or indirect impact that the conflict may have on its business activities and is preparing for any eventuality ⁽¹⁾.

Vivendi's main businesses delivered good operating performances in 2021

In 2021, Vivendi's **revenues** were €9,572 million, up €904 million (+10.4%) compared to 2020. This increase is mainly due to the growth of Canal+ Group, Havas Group and Editis. It also included the impact of the consolidation of Prisma Media as from June 1, 2021.

At constant currency and perimeter⁽²⁾, Vivendi's revenues grew by 8.6% compared to 2020. This increase was mainly due to the growth of Canal+ Group (+5.2%), as well as the strong recovery of Havas Group (+10.8%) and Editis (+18.1%).

For the second half of 2021, Vivendi's revenues were €5,178 million, up €631 million (+13.9%) compared to the second half of 2020. This increase was mainly due to the growth of Canal+ Group, Havas Group and Vivendi Village. It also included the impact of the consolidation of Prisma Media.

At constant currency and perimeter⁽²⁾, Vivendi's revenues grew by 9.5%, compared to the second half of 2020. This increase was mainly due to the growth of Canal+ Group (+5.7%), as well as the strong recovery of Havas Group (+13.9%) and Vivendi Village (x5.4).

For the fourth quarter of 2021, Vivendi's revenues were €2,702 million, up €325 million (+13.7%) compared to the fourth quarter of 2021. At constant currency and perimeter⁽²⁾, Vivendi's revenues grew by 8.7%, compared to the fourth quarter of 2020.

EBITA was €690 million, up €392 million compared to 2020 (x2.3). This increase is mainly due to the growth of Havas Group (+€118 million), thanks to the strong recovery in business momentum in 2021 and the cost adjustment plan implemented during the Covid-19 pandemic outbreak. The improvement is also due to Canal+ Group (+€45 million), mainly thanks to international activities, particularly in Africa, and to Editis (+€12 million), as well as the recovery of other businesses, most notably Vivendi Village (+€39 million) and Gameloft (+€32 million).

In addition, EBITA included the contribution of Prisma Media (+€20 million), consolidated since June 1, 2021, as well as Vivendi's share of the net earnings of UMG (+€33 million), accounted for under the equity method as from September 23, 2021, and Lagardère (+€19 million), accounted for under the equity method as from July 1, 2021.

At constant currency and perimeter⁽²⁾, EBITA increased by €402 million (x2.4). Excluding Vivendi's share of UMG and Lagardère's net earnings, EBITA would increase by 93.9%.

EBIT was €404 million in 2021, up €156 million (+63.2%). It includes amortization and depreciation of intangible assets acquired through business combinations for €286 million, compared to €50 million in 2020. In 2021, it included the goodwill impairment loss related to Gameloft for €200 million, which reflected the decline in Gameloft's past operating performance.

Earnings attributable to Vivendi SE shareowners amounted to a profit of €24,692 million (or €22.94 per share – basic) in 2021, compared to €1,440 million (or €1.26 per share – basic) in 2020. It notably included the capital gain on the deconsolidation of the 70% interest (including 59.87% distributed and 10.03% retained and accounted for under the equity method) in UMG (€24,840 million, after tax). This capital gain is reported on the line "Earnings from discontinued operations", in accordance with IFRS 5.

Prior to the listing of UMG and the distribution of 59.87% of its share capital to Vivendi's shareholders, Vivendi sold 30% of UMG's share capital for total cash proceeds in excess of €9 billion. As a reminder, net capital gains (after tax) realized on the sale of 20% of UMG's share capital to a Tencent-led consortium (€2,236 million in 2021 and €2,315 million in 2020) and 10% to the Pershing Square investment fund (€2,738 million in 2021) were directly recorded as an increase in equity, accounted for as sales of non-controlling interests, in accordance with IFRS 10, and therefore did not impact the consolidated earnings.

Adjusted net income was a profit of €649 million (or €0.60 per share – basic) in 2021, compared to €292 million (or €0.26 per share – basic) in 2020, an increase of €357 million (x2.2). This increase mainly included the growth in EBITA (+€392 million) and income from investments (+€115 million), partially offset by the decline in Vivendi's share of Telecom Italia's earnings, accounted for under the equity method.

(1) *Russia's invasion of Ukraine in February 2022 is having a significant impact on the financial markets and the prices of certain commodities and will have repercussions on the entire world economy. Vivendi is mainly present in Ukraine through Gameloft, which is doing everything possible to support its teams in the country and limit the impact of the events on the delivery of its content. The group also has communications activities in Ukraine through companies affiliated with Havas Group and is fully mobilized to help them as much as possible. At this time, it is not possible for Vivendi to assess the indirect consequences that the Ukraine crisis could have on its business activities.*

(2) *Constant perimeter notably reflects the impacts of the acquisition of Prisma Media on May 31, 2021, and the equity accounting of Lagardère since July 1, 2021, and Universal Music Group since September 23, 2021.*

Comments on the Businesses Key Financials

CANAL+ GROUP

At the end of December 2021, Canal+ Group's total subscriber portfolio (individual and collective) reached 23.7 million, compared to 22.1 million at the end of December 2020 on a *pro forma* basis.

In 2021, Canal+ Group's revenues were €5,770 million, up 5.2% at constant currency and perimeter compared to 2020.

Revenues from television operations in mainland France increased by 2.9% at constant currency and perimeter compared to 2020. The total subscriber base in mainland France recorded a net increase in subscribers of 373,000 over the past 12 months and reached 9.05 million subscribers.

Revenues from international operations increased by 4.7% at constant currency and perimeter compared to 2020, thanks again to the significant growth in the number of subscribers (+1.2 million year-on-year). The total subscriber portfolio outside mainland France stood at 14.7 million subscribers at the end of December 2021.

With movie theaters reopening and its TV series and catalogue performing well, Studiocanal's revenues rose sharply by 31.5% (+27.5% at constant currency and perimeter) compared to 2020. Studiocanal is particularly buoyed by several box office hits, such as *The Stronghold*, *Black Box* and *The Wolf and the Lion* in France, *Wrath of Man* in Australia, New Zealand and Germany, and *Drunk* in the United Kingdom.

In 2021, Canal+ Group's profitability improved compared to 2020. EBITA amounted to €480 million, compared to €435 million in 2020, an increase of 10.4% (+9.5% at constant currency and perimeter).

These results were supported by major developments across all the group's strategic pillars.

On the international development pillar, Canal+ Group launched in Ethiopia and increased its stake in the South African company MultiChoice, crossing the threshold of 15% of capital.

On the digital pillar, myCanal deployed in Africa in 2021 and is now present in 29 countries in Europe and Africa.

Finally, on the content pillar, Canal+ Group announced the planned acquisition of 70% of SPI International and Studiocanal acquired new production companies (Urban Myth Films and Lailaps Films). In addition, on December 2, 2021, Canal+ Group announced the signing of an agreement with French cinema organizations, extending, at least until 2024, a partnership of more than 30 years. This agreement provides in particular:

- a guaranteed investment of more than €600 million for the next three years in French and European cinema for Canal+ and Ciné+;
- an earlier position in the media chronology for Canal+, providing it with access to titles six months after their theatrical release, in line with its renewed status as the leading contributor to French and European cinema;
- a window of exclusive rights for Canal+ of at least nine months, which can rise to 16 months with the second window; and
- better ability to exhibit and circulate works on Canal+ Group cinema channels and on myCanal.

Following this agreement, Canal+ Group signed the new media chronology on January 24, 2022. Canal+ is now entitled to broadcast movies six months after their theatrical release, compared to 12 months in 2018.

After Netflix and Disney+, Starzplay joined Canal+ offers in 2021. In line with this, on February 15, 2022, Canal+ Group and ViacomCBS Networks International announced a long-term strategic partnership based on two pillars:

- the distribution of Paramount+ by the end of the year and nine ViacomCBS channels by Canal+ Group, in France and Switzerland. Canal+ Group will be the only market player in France able to integrate Paramount+ into its commercial offers (in "hard bundle");
- the acquisition of exclusive premium content for Canal+ Group channels and services, covering more than 30 territories. Canal+ Group will notably air Paramount films in exclusive premiere on Canal+ in France and Switzerland six months after their theatrical release.

HAVAS GROUP

In 2021, Havas Group's revenues were €2,341 million, up by 10.8% at constant currency and perimeter compared to 2020.

Net revenues⁽³⁾ were €2,238 million in 2021, up 9.2% compared to 2020. Organic growth was +10.4% compared to 2020. Currency effects were negative at -2.3% and acquisitions contributed +1.1%.

During the fourth quarter of 2021, Havas Group again recorded strong business growth compared to the same period in 2020 and achieved organic growth in net revenues of +9.3%.

All the geographical regions delivered excellent organic performances in 2021, with positive contributions from all divisions: Creative, Media and Health communications. North America and Europe were the biggest contributors, enjoying solid organic growth. Asia-Pacific and Latin America also reported highly satisfactory performances.

At the end of December 2021, EBITA was €239 million, compared to €121 million in 2020 (and €225 million in 2019). This near doubling of EBITA (after restructuring charges) is attributable to the strong momentum of organic growth in net revenues and to the savings achieved through the cost adjustment plan introduced in 2020, the positive benefits of which were felt in 2021.

Havas Group pursued its targeted acquisitions policy and acquired four majority stakes in 2021: BLKJ (a Singapore-based creative agency), Agence Verte (CSR communications in France), Nohup (Customer Experience in Italy) and Raison de Santé (a healthcare communications agency in France).

2021 was a record year for Havas Group in terms of both new client wins and creative awards given to its agencies around the world.

EDITIS

In 2021, book sales sharply increased compared to both 2020 and 2019. The market reached a historic level, notably driven by the Comics-Mangas segment. In this exceptional context, Editis achieved a record performance. In 2021, Editis' revenues reached €856 million, an increase of 18.1% at constant currency and perimeter compared to the same period in 2020 and 16.5% compared to 2019, even though school reform has less of an impact in 2021 than it had in the two previous years.

(3) Net revenues correspond to Havas Group revenues after deduction of costs rebilled to clients.

In 2021, 10 of Editis' authors ranked in the Top 30 of the most purchased French-speaking authors in modern fiction⁽⁴⁾ (compared to 9 in 2020), with most of them showing an increase compared to previous years. The Youth and Comics segments were not outdone, with Editis' growth compared to 2019 exceeding that of the market. In addition, at the end of 2021, Editis was among the Top 3 in Illustrated Books⁽⁵⁾, with a strong presence in the cooking segment and among influencer authors. To cite a few examples: Volume 5 of *Fait maison* by Cyril Lignac and *Mes desserts faits maison* by Roxane.

In terms of its third-party publishers, Editis can be proud not only of the Prix Goncourt awarded to *La plus secrète mémoire des hommes* by M. Mbougar at Philippe Rey, but also of best-selling publications such as *Familia Grande* by Camille Kouchner or *Les aventures de Vincent Lacoste* by Riad Sattouf.

In 2021, Editis' EBITA rose sharply by 32.2%, at €51 million, compared to 2020.

OTHER BUSINESSES

In 2021, **Prisma Media's** revenues were €309 million, up 11.2% compared to the same period in 2020 (*pro forma*).

Since June 1, 2021, the date of Vivendi's consolidation of Prisma Media, Prisma Media's revenues were €194 million, up 6.4% at constant currency and perimeter⁽⁶⁾ compared to the same period in 2020. Digital revenues reached a record level, up 42.4% compared to 2020, and represented more than 30% of Prisma Media's total revenues.

In 2021, Prisma Media's *pro forma* EBITA was €30 million, an increase of €16 million compared to 2020. This growth is mainly due to a €3 million improvement in operating performance and a decrease in restructuring charges.

Prisma Media reinforced its leading position on the TV Print magazine market with the acquisition of Télé Z in September 2021, adding a new brand to its TV portfolio which includes Télé Loisirs, TV Grandes Chaînes and Télé 2 semaines.

Digital audiences reached record levels, and Prisma Media brands confirmed their leading positions: Télé Loisirs is No. 1 in the Entertainment segment with 22.3 million unique visitors (UVs – average monthly UVs); Capital is No. 1 in the Economic segment with 10.8 million UVs; Femme Actuelle, Voici and Gala are No. 2, No. 3 and No. 4, respectively, in the Women's segment; Géo is No. 2 in the Travel segment with 3.9 million UVs.

Traffic (in page views) on Prisma Media's websites increased by more than 40% compared to 2019 and 10% compared to 2020.

Prisma Media's social media audiences grew strongly compared to 2020 with the number of followers up 17% and the video audience up 35%. The growth has been particularly driven by the increase in followers on Tiktok +73% and Instagram +28%. In 2021, Gala became the European media leader on Tiktok, with the number of followers up by more than 20% compared to 2020. In 2021, audio audiences were up 60% compared to 2020 supported by the launch of 60 podcasts with more than 4,000 episodes.

In 2021, **Gameloft's** revenues reached €265 million. Asphalt 9: Legends, Disney Magic Kingdoms, Dragon Mania Legends, March of Empires, and Asphalt 8: Airborne generated 47% of Gameloft's total revenues and were the five-best-selling-games in 2021.

Gameloft's gross margin⁽⁷⁾ increased by 15.1% and reached €189 million in 2021. This solid growth was driven by the success of its OTT⁽⁸⁾ and Gameloft for brands⁽⁹⁾ businesses, which represent 87% of Gameloft's gross margin. Its OTT business grew by 17% thanks to the success of Apple Arcade games, to the resilience of the catalogue and to the diversification on new platforms (Netflix, Facebook, etc.). Gameloft also benefited in the last few months of 2021 from the success of newly launched titles such as Heroes of the Dark and Sniper Champions. The excellent performance of Gameloft for brands, whose gross margin increased by 22%, also enabled Gameloft to achieve this strong business growth in 2021.

In 2021, Gameloft's EBITA was €8 million, up €32 million year-on-year.

In 2021, **Vivendi Village's** revenues were €104 million compared to €40 million in 2020 (x2.6 at constant currency and perimeter), thanks to a significant rebound of its activities in the second half of 2021. This rebound results from less stringent sanitary constraints and a pronounced and even reinforced public appetite for live events. Vivendi Village allocates more than €10 million to solidarity actions and cultural access.

See Tickets, the ticketing company present in nine European countries and the United States, sold 27 million tickets in 2021, including to Winter Wonderland, the traditional Christmas event in Hyde Park in London which attracts several million visitors. Some of the summer festivals produced by Olympia Production and U-Live were able to be held in France and the UK, sometimes with reduced attendance capacity, while several new festivals for 2022 and 2023 were announced, including Inversion Fest in Lyons and the Kite Festival in Oxfordshire. L'Olympia resumed its activities in early September 2021 with 95 public and private events scheduled.

In 2021, **New Initiatives**, which brings together **Dailymotion** and the **GVA** entities, recorded revenues of €89 million, an increase of €24 million (+37.0% at constant currency and perimeter).

Dailymotion's audience for premium content is still growing strongly, with +32% growth in 2021 compared to 2020, and represents more than four-fifths of the overall audience (82%). This growth has been driven by the signing of new partners with Prisma Media, Webedia (in France, Germany, Spain and South America), Unify (in France, the UK, Italy and Germany) and Monrif (in Italy).

In 2021, programmatic video advertising sales on Dailymotion grew by +43% compared to 2020, to represent nearly half of sales, thanks in particular to the strengthening of the partnership with Google.

GVA is an FTTH (Fiber To The Home) operator specialized in the provision of very high-speed Internet access and established in the cities of Sub-Saharan Africa.

GVA's general public and business offers, under the brands Canalbox and Canalbox Business, respectively, are revolutionizing Internet access and usage in Africa by offering the best quality of service, the best speeds and unlimited usage at very competitive rates.

At the end of 2021, GVA covered a potential market of more than one million homes and businesses in Africa with its FTTH networks deployed in Libreville (Gabon), Lomé (Togo), Pointe Noire (Congo Brazzaville), Abidjan (Ivory Coast), and Kigali (Rwanda) and supplemented in 2021 by the launch of operations in three new cities: Brazzaville (Congo Brazzaville) in April, Ouagadougou (Burkina Faso) in June, and Kinshasa (DRC) in December.

(4) Top GfK authors – Modern Fiction in French – at the end of December 2021 – in volumes – pocket + large format – 111 Editis publishing houses + third-party publishers distributed out of 3,673 audited.

(5) Source: GfK data, s40 to s52 2021 vs. 2019, all channels, Internal analysis on Top 300 Adult Illustrated Books.

(6) Constant perimeter notably reflects the impact of the acquisition of Prisma Media on May 31, 2021.

(7) Gross margin corresponds to Gameloft's revenues after deduction of costs of sales.

(8) OTT: Over-The-Top sales of video games on distribution platforms such as Apple, Google, Nintendo, Microsoft, etc.

(9) Gameloft for brands offers cutting-edge gamified solutions to help brands reconnect with their audience.

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Vivendi SE Financial Results of the last five years

Financial Results of the last five years

(in millions of euros)	2021	2020	2019	2018	2017
Share capital at the end of the year					
Share capital	6,097.1	6,523.0	6,515.2	7,184.3	7,128.3
Number of shares outstanding	1,108,561,077	1,185,995,621	1,184,576,204	1,306,234,196	1,296,058,883
Potential number of shares to be issued upon:					
Exercise of stock subscription options	52,144	1,309,839	3,077,770	7,244,977	13,201,910
Grant of bonus shares or performance shares ^(a)	0	0	3,455,322	0	0
Results of operations:					
Revenues	56.8	91.4	73.5	68.3	66.5
Earnings/(loss) before tax, depreciation, amortization and provisions	33,158.2	3,457.0	1,225.1	1,789.2	153.6
Income tax – income/(charge)	(823.6)	107.4	160.4	130.3	518.3
Earnings/(loss) after tax, depreciation, amortization and provisions	31,521.0	3,009.4	1,729.8	951.3	703.1
Ordinary profits distributed	261.4 ^(b)	652.5 ^(c)	690.0 ^(c)	635.5 ^(c)	567.5 ^(c)
Per share data (in euros) :					
Earnings/(loss) after tax but before depreciation, amortization and provisions ^(d)	29.17	3.01	1.17	1.47	0.52
Earnings/(loss) after tax, depreciation, amortization and provisions ^(d)	28.43	2.54	1.46	0.73	0.54
Ordinary dividend paid per share	0.25 ^(b)	0.60	0.60	0.50	0.45
Employees					
Number of employees (annual average)	200	197	233	247	237
Payroll ^(e)	58.3	38.6	45.8	43.8	40.3
Employee benefits (social security contributions, social works, etc.)	30.1	18.2	20.0	20.1	20.4

(a) Amount net of treasury shares held to cover performance share plans (See Note 9 of Section 4.2 of Chapter 5 of the 2021 Annual Report - Universal Registration document).

(b) Vivendi's General Shareholders' Meeting of June 22, 2021, approved the special distribution in kind in the form of shares of UMG on the basis of one (1) UMG share for one (1) Vivendi SE share. This distribution consisted of a special dividend in kind of €4.89 per share, approved by the General Shareholders' Meeting of June 22, 2021 (sixth resolution), and a special interim dividend in kind of €20.36 per share, approved by Vivendi's Management Board on September 14, 2021, according to the certified interim balance sheet as of June 30, 2021. This special distribution (dividend and interim dividend) in kind was paid on September 23, 2021. In addition, the General Shareholders' Meeting to be held on April 25, 2022 will be asked to approve the distribution of an ordinary cash dividend of €0.25 per share with respect to 2021, i.e., a total of €261.4 million, calculated based on the number of treasury shares held as of February 28, 2022, and will be adjusted to reflect the actual number of shares entitled to the dividend on the ex-dividend date (payable as from April 28, 2022).

(c) Based on the number of shares entitled to a dividend as of January 1st, after deduction of treasury shares at the dividend payment date.

(d) Based on the number of shares outstanding at year-end.

(e) Excludes performance shares.

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How to participate in the General Shareholders' Meeting

Warning: Due to the Covid-19 pandemic, the organizational and participation procedures for the General Shareholders' Meeting may change depending on legislative and regulatory developments that occur after the publication of this notice.

Shareholders are invited to regularly consult the section dedicated to the General Shareholders' Meeting on the Company's website www.vivendi.com. This section will be updated to specify, if necessary, the final terms and conditions for participating in the General Shareholders' Meeting.

Shareholders who want to be physically present at the General Shareholders' Meeting will be required to comply with the applicable health and safety measures. Shareholders are reminded that they may exercise their voting rights remotely prior to the General Shareholders' Meeting either electronically via the Internet on the VOTACCESS secure voting platform or by mailing the paper voting form. They may also give a proxy to the Chairman of the Meeting or to a third party of their choice in the same manner.

Shareholders are also encouraged to give preference to the electronic submission of all requests and documents.

The General Shareholders' Meeting will be broadcast, in both live and recorded versions, on the Company's website www.vivendi.com

Methods of participation

Regardless of the number of shares they own, all shareholders are entitled to participate in the General Shareholders' Meeting under the legal and regulatory conditions in force.

Shareholders can participate in the General Shareholders' Meeting in one of the following three ways:

1.

Attending the Meeting in person after requesting an admission card.

2.

Giving proxy to the Chairman of the General Shareholders' Meeting or any other individual or legal entity of their choice (Articles L. 225-106 and L. 22-10-39 of the French Commercial Code) or without specifying a proxy.

3.

Voting electronically using the Internet or by mail. Shareholders are advised not to wait until the last few days before the General Shareholders' Meeting to indicate how they wish to participate.

YOU ARE A VIVENDI SE SHAREHOLDER

The General Shareholders' Meeting gives you the opportunity to be informed and express your views.

If you wish to take part, you will find all the necessary information below.

Regardless of how you choose to participate, you must provide evidence in advance of your status as a shareholder.

1

CONDITIONS FOR PARTICIPATION IN THE GENERAL SHAREHOLDERS' MEETING

Pursuant to Article R. 22-10-28 of the French Commercial Code, a shareholder's right to participate in the General Shareholders' Meeting is demonstrated by evidence of the registration of their shares in an account held in the name of the shareholder or in the name of an intermediary registered on the shareholder's behalf in accordance with the seventh paragraph of Article L. 228-1 of the French Commercial Code, on the second working day preceding the General Shareholders' Meeting at midnight, *i.e.*, on **Thursday, April 21, 2022 at 00:00** (Paris time),

either in the accounts of registered shares maintained by the Company (or its agent), or in the bearer share accounts held by the authorized intermediary.

The recording or registration of shares in bearer share accounts maintained by authorized intermediaries is evidenced by means of a shareholding certificate issued by such intermediaries, or when applicable, by electronic means under the terms and conditions set out in Article R. 22-10-28 of the French Commercial Code (with reference to Article R. 225-61 of the same Code) attached to:

- the postal voting/proxy form; or
- the request of an admission card established in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A certificate is also issued to any shareholder who would like to attend the General Shareholders' Meeting in person and who has not received his or her admission card by the second business day preceding the General Shareholders' Meeting, *i.e.*, **Thursday, April 21, 2022, at 00:00** (Paris time).

2

METHODS OF PARTICIPATION IN IN THE GENERAL SHAREHOLDERS' MEETING

2.1 Attending the General Shareholders' Meeting in person



Request an admission card by mail

Shareholders wishing to personally attend the Shareholders' Meeting may obtain an admission card as follows:

FOR HOLDERS OF REGISTERED SHARES

Request an admission card by sending the completed form before **Friday, April 22, 2022**, to BNP Paribas Securities Services, Service Assemblies generales - CTO Assemblées générales - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cedex, or go directly to the desk set up for this purpose on the day of the Shareholders' Meeting, with proof of identity.

FOR HOLDERS OF BEARER SHARES

Request an admission card from the authorized intermediary who manages your securities account.



Request an admission card via the Internet

Shareholders wishing to personally attend the Shareholders' Meeting may also request an admission card electronically as follows:

FOR HOLDERS OF REGISTERED SHARES

Online requests should be made on the VOTACCESS secure service accessible *via* the Planetshares website: <https://planetshares.bnpparibas.com>.

- Holders of directly registered shares should connect to the Planetshares website using their usual login and password.
- Holders of administered registered shares should connect to the Planetshares website using the identifying number found in the top right-hand corner of the paper voting form. If you have forgotten your username and/or password, you can call the dedicated hotline at +33 1 40 14 80 14 for assistance.

After connecting, follow the instructions appearing on the screen to gain access to the VOTACCESS service and request an admission card.

FOR HOLDERS OF BEARER SHARES

Ask your authorized intermediary whether it is connected to VOTACCESS and, if so, whether such access is subject to specific conditions of use.

If the intermediary maintaining your securities account is connected to VOTACCESS, you should log on to such intermediary's website using your usual login and password then click on the icon appearing on the line for your Vivendi shares and follow the instructions appearing on the screen to access VOTACCESS and request an admission card.

2.2 Voting by internet, mail or proxy



Vote or give a proxy by mail

Shareholders not attending the General Shareholders' Meeting in person and who would like to vote by mail or by proxy may do so as follows:

FOR HOLDERS OF REGISTERED SHARES

Shareholders must return the postal voting/proxy form attached to the Notice of Meeting to the following address: BNP Paribas Securities Services - CTO Assemblées générales - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cedex

FOR HOLDERS OF BEARER SHARES

Request a postal voting/proxy form from the intermediary managing your shares as of the date of this Notice of Meeting and no later than six days prior to the Meeting, *i.e.*, **April 19, 2022, at 00:00** (Paris time).

Once completed by the shareholder, the form should be sent to the financial intermediary, who will send it together with a shareholding certificate to BNP Paribas Securities Services, Service Assemblées générales – CTO Assemblées générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex.

In order to be taken into account, postal voting forms and proxy forms must be received by BNP Paribas Securities Services, mandated by Vivendi for this purpose, no later than **Sunday, April 24, 2022, at 3:00 pm** (Paris time).

Appointments and revocations of proxies made in paper form must be received no later than the day before the Meeting, *i.e.*, **Sunday, April 24, 2022, at 3:00 pm** (Paris time).



Vote or give a proxy by internet

Shareholders can also vote and appoint or revoke a proxy using the VOTACCESS online voting platform under the conditions described below:

FOR HOLDERS OF REGISTERED SHARES

Access the "VOTACCESS" service *via* the Planetshares website: <https://planetshares.bnpparibas.com>:

- Holders of directly registered shares should log on to the Planetshares website using their usual login and password.
- Holders of administered registered shares should connect using the identification number found in the top right-hand corner of the voting form, which will allow you to access the Planetshares website. If you have forgotten your username and/or password, you can call the dedicated hotline at +33 1 40 14 80 14 for assistance.

After logging on, you must follow the instructions on the screen to access the VOTACCESS site and vote or appoint or revoke a proxy.

FOR HOLDERS OF BEARER SHARES

Ask your authorized intermediary whether it is connected to the VOTACCESS service and, if so, whether such access is subject to specific conditions of use.

If the intermediary holding your securities account is connected to VOTACCESS, you should connect to such intermediary's website using your usual login and password, then click on the icon appearing on the line for your Vivendi shares and follow the instructions appearing on the screen to access the VOTACCESS service and vote, or appoint or revoke a proxy.

If the intermediary holding your securities account is not connected to VOTACCESS, the notification of the appointment or revocation of a proxy can still be made electronically, in accordance with Article R. 22-10-24 of the French Commercial Code, as follows:

- you must send an email to: paris.bp2s.france.cts.mandats@bnpparibas.com. The e-mail must mandatorily contain the following information: the name of the company concerned, the date of the Shareholders' Meeting, last name, first name, address and bank account details of the person granting the proxy and the first name, last name, and if possible, the address of the proxy;
- you must ask your financial intermediary managing your securities account to send a written confirmation of your request to BNP Paribas Securities Services – CTO Assemblées – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex.

Only notifications of appointment or revocation of proxies may be sent to the above-mentioned email address and any requests or notifications made to this

address for another purpose will not be taken into consideration or processed.

For appointments and revocations of proxies made electronically to be validly taken into account, confirmations must be received no later than **Sunday, April 24, 2022, at 3:00 pm** (Paris time).

The VOTACCESS service will be open beginning on **Wednesday, April 6, 2022 at 10:00 am** (Paris time).

resolutions presented or approved by the Management Board or the Supervisory Board, and against the adoption of all other draft resolutions.

3

WAYS TO EXERCISE THE RIGHT TO ASK WRITTEN QUESTIONS

Every shareholder has the right to submit written questions. These written questions should be sent to the registered office: 42, avenue de Friedland – 75008 Paris, France, by registered letter with acknowledgment of receipt addressed to the Chairman of the Management Board, no later than the fourth business day preceding the Shareholders' Meeting, i.e., **Tuesday April 19, 2022, at 00:00** (Paris time).

The questions must be accompanied by a certificate of registration either in the registered share accounts held by the Company or in the bearer share accounts held by an intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code.

In accordance with the legislation in force, a single response may be given to these questions as long as they present the same content or relate to the same subject. The answer to a written question will be deemed to have been given when it appears on the Company's website in a section devoted to questions and answers

The opportunity to vote online before the General Shareholders' Meeting will end on **Sunday, April 24, 2022, at 3:00 pm** (Paris time).

To avoid any overloading of the VOTACCESS service, shareholders are advised not to wait until the day before the General Shareholders' Meeting to vote.

For any proxy given by a shareholder without specifying a proxy, the Chairman of the Meeting will vote in favor of the adoption of the draft

4

INFORMATION AND DOCUMENTS MADE AVAILABLE TO SHAREHOLDERS

All information and documents relating to the General Shareholders' Meeting and mentioned in Article R. 22-10-23 of the French Commercial Code are made available on the Company's website:

<https://www.vivendi.com/en/shareholders-investors/shareholders-meeting> at least 21 days prior to the date of the meeting.



The Meeting will be broadcast live, and a recorded version will be available on the Company's website:

www.vivendi.com

How to fill in the form?

Under no circumstances should this form be returned to Vivendi.

To attend the General Shareholders' Meeting in person, check here

If you hold bearer shares, do not forget to attach the shareholding certificate furnished by your intermediary.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire // **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card : date and sign at the bottom of the form.

vivendi
 Société Européenne à Directoire et Conseil de surveillance au Capital de € 6 097 085 923.50
 42, avenue de Friedland
 75380 PARIS CEDEX 08
 343 134 763 R.C.S. Paris

ASSEMBLÉE GÉNÉRALE MIXTE
 convoquée pour le Lundi 25 Avril 2022 à 10H00
 à l'Olympia, 28 boulevard des Capucines, 75009 Paris.

COMBINED GENERAL MEETING
 to be held on Monday April 25, 2022 at 10.00 am,
 at l'Olympia, 28 boulevard des Capucines, 75009 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

1

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". // I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

	1	2	3	4	5	6	7	8	9	10		A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
	11	12	13	14	15	16	17	18	19	20		C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
	21	22	23	24	25	26	27	28	29	30		E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
	31	32	33	34	35	36	37	38	39	40		G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
	41	42	43	44	45	46	47	48	49	50		J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'assemblée générale. // I appoint the Chairman of the general meeting

- Je m'abstiens / abstain from voting

- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom. // I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard :
 To be considered, this completed form must be returned at the latest than :

à la banque / by the bank 24/04/2022 à 15h, (heure de Paris) / on April 24, 2022 at 3 pm, (Paris time)
 En accusé ce document ne doit être retourné à VIVENDI SE / In no case, this document must be returned to VIVENDI SE.

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée générale *
 * If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies to the President of the General Meeting *

2

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

3

JE DONNE POUVOIR A : cf. au verso (4)
I HEREBY APPOINT : See reverse (4)
to represent me at the above mentioned Meeting
 M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION : As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

You must complete this section, regardless of your selection (date and signature).

Insert your name and address here or check the appropriate boxes if they already appear.

Mail in vote
 blacken the boxes and follow the instructions.

To give your proxy to the Chairmen of the Shareholders' Meeting,
 blacken here.

To give your proxy to your spouse or other shareholder or person
 blacken here and write the name of the person.

Note: In accordance with French Law No. 2019-744 of July 19, 2019 on the simplification, clarification and adjustment of company law, the calculation of the majority of votes for decision purposes is based on the votes expressed and excludes abstentions. However, abstentions are taken into account for the calculation of the quorum.

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Request for documents and information

Under Article R. 225-83 of the French Commercial Code

vivendi

2022 Combined General Shareholders' Meeting
Monday, April 25, 2022

To be returned only to:

**BNP Paribas
Securities Services
Service Assemblées générales
CTO Assemblées générales
Les Grands Moulins de Pantin
9, rue du Débarcadère
93761 Pantin Cedex**

The centralizing institution mandated by the company

I, the undersigned⁽¹⁾:

Surname:

First name:

Email address:

Address:

Postal code: City:

The holder of: registered shares

and/or of: bearer shares⁽²⁾

request that the document and information provided in Article R. 225-83 of the French Commercial Code concerning the Combined General Shareholders' Meeting to be held on **Monday, April 25, 2022**, except for the documents attached to the form to vote by proxy or vote by mail, be sent to me at the above address.

Signed in: on: 2022

In accordance with Article R. 225-88 of the French Commercial Code, holders of registered shares can request that the company, by a single request, send the aforementioned documents and information for all future meetings of shareholders.

(1) For legal persons, state the exact name.

(2) Attach a copy of the shareholding certificate issued by your authorized intermediary.



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vivendi

A European company (*société européenne*) with a Management Board (*Directoire*) and a Supervisory Board (*Conseil de surveillance*) with a share capital of €6 097 085 923,50
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343 134 763 RCS Paris

Individual Shareholders Department:
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