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CANAL+ S.A.

Limited liability company (*société anonyme*)

with a capital of 37,000 euros

50, rue Camille Desmoulins, 92863 Issy Les Moulineaux, France

RCS Nanterre n° 835 150 434

Partial demerger (*Scission Partielle*)

Report of the joint partial demerger auditors (*commissaires à la scission partielle*)
on the remuneration of the contributions

Free translation

*Order of the President of the Paris Commercial Court (Tribunal de Commerce de Paris)
dated July 10, 2024*

In compliance with the assignment entrusted to us by the order of the President of the Paris Commercial Court (*Tribunal de Commerce de Paris*) dated July 10, 2024, relating to the contribution by Vivendi SE (hereinafter, "**Vivendi**" or the "**Contributor**") to Canal + S.A. (hereinafter, "**Canal +**" or the "**Beneficiary**") of shares in Groupe Canal + (hereinafter, "**the Contributions**"), we have prepared this report on the remuneration of the Contributions in accordance with Article L. 236-10 of the French *Code de commerce*.

Our opinion on the value of the Contributions is set out in a separate report.

The terms of the Contributions were set out in the partial demerger terms (*traité de scission partielle*) dated October 28, 2024.

Our responsibility is to express an opinion on the fairness of the proposed remuneration for the Contributions. For this purpose, we performed our procedures in accordance with the professional standards of the *Compagnie Nationale des Commissaires aux Comptes* applicable for this engagement. These standards require that we perform the necessary procedures to verify that the relative values assigned to the shares of the companies participating in the transaction are appropriate, and to analyze the fairness of the proposed remuneration in relation to the relative values determined to be appropriate.

As our engagement ends with the filing of this report, it is not our responsibility to update this report to take into account facts and circumstances subsequent to the date of signature.

At no time did we find ourselves in one of the cases of incompatibility, prohibition or disqualification provided for by law.

Please find below our findings and conclusions, presented in the following order:

1. Presentation of the transaction and description of the Contributions
2. Verification of the relevance of the relative values attributed to the Contributions and to the Beneficiary's shares
3. Assessment of the fairness of the exchange ratio
4. Summary - key points
5. Conclusion

1. Presentation of the transaction and description of the Contributions

The terms and conditions of the transaction, set out in detail in the partial demerger terms, can be summarized as follows.

1.1. Context of the operation

The partial demerger (*scission partielle*) is part of the reorganization project announced by Vivendi in its press releases issued on December 13, 2023, January 30, 2024, July 22, 2024 and October 15, 2024, and aims to address the significant conglomerate discount affecting Vivendi since the distribution-listing of Universal Music Group in 2021, which limits its ability to carry out external growth transactions for its subsidiaries and to leverage the strong momentum of Canal+, Havas and Lagardère in an international context marked by numerous investment opportunities.

Upon completion of this partial demerger, subject to the approval of Vivendi's general meeting of shareholders (*assemblée générale des actionnaires*), Vivendi's shareholders – excluding Vivendi itself for its treasury shares – would receive shares in the Beneficiary company.

At the end of another partial demerger operation carried out at the same time and subject to the approval of Vivendi's general meeting of shareholders, Vivendi's shareholders (excluding Vivendi itself for its treasury shares) would receive shares in Louis Hachette Group (beneficiary of the Lagardère and Prisma Group shares contributed by Vivendi), while through an exceptional distribution in kind they would also receive shares in Havas.

Following all these operations, Vivendi would be reorganized into four separate listed entities.

1.2. Presentation of the parties

1.2.1. Canal + S.A. - Beneficiary company

Canal + is a French limited liability company (*société anonyme*), with a management board (*directoire*) and a supervisory board (*conseil de surveillance*), with a share capital of 37,000 euros, divided into 148,000 fully paid-up ordinary shares with a nominal value of 0.25 euro each. Initially incorporated as a simplified joint stock company (*société par actions simplifiée*) under French law, it was transformed into a limited liability company (*société anonyme*) by a collective decision of its shareholders on October 24, 2024.

Its registered office is at 50, rue Camille Desmoulins, 92863 Issy Les Moulineaux. It is registered with the Nanterre Trade and Companies Register (*Registre du Commerce et des Sociétés*) under number 835 150 434.

The main purpose (*objet social*) of the Beneficiary, directly or indirectly, in France and in any country, is to:

- to operate, directly and indirectly, in the areas of communication in general (more specifically, audiovisual communication) and telecommunications, for private, professional and public clients;
- the design, production, distribution, marketing, and more generally the exploitation in all forms and by all means of all programs, products, services (notably linear, non-linear and interactive audiovisual communication) and service offerings related to the aforementioned;
- the participation in, or the provision of, all services and/or the execution of commercial, industrial, financial, administrative, technical, moveable or immovable property transactions, directly or indirectly related to the aforementioned corporate purpose or to any similar or related purposes, or contributing to the achievement of these purposes;

and, more generally, the management and acquisition of any interest, in the form of subscription, purchase, contribution, exchange, or by any other means, of shares, bonds, and all other securities of existing or future companies, as well as the ability to dispose of such interests.

1.2.2. Vivendi SE - Contributing Company

Vivendi is a European company with a management board and a supervisory board with a share capital of 5,664,549,697.50 euros, divided into 1,029,918,125 fully paid-up shares with a nominal value of 5.50 euros each.

Its registered office is at 42, avenue de Friedland, 75008 Paris. It is registered with the Paris Trade and Companies Register under number 343 134 763.

Its shares are listed on compartment A of the Euronext Paris regulated market under ISIN code FR0000127771.

The main purpose of the Contributor is, directly and indirectly, both in France and in any country:

- to provide any direct or indirect telecommunications and media/entertainment activities, and any interactive services, to individual, business and public sector customers;
- to market any products and services related to the foregoing;
- to carry out any commercial, industrial, financial, moveable or immovable property transactions directly or indirectly related to the aforementioned purpose or to any similar or related purposes, or contributing to the achievement of these purposes;

and, more generally, the management and acquisition of any interest, by way of subscription, purchase, contribution, exchange or through any other means, of shares, bonds and any other securities of companies already existing or to be formed and the right to sell such interests.

1.2.3. Groupe Canal + – Company whose shares are contributed

Groupe Canal + is a French *société anonyme* with a management board and a supervisory board, with a capital of 312,573,099 euros, divided into 104,191,033 fully paid-up shares with a nominal value of 3.00 euros each.

Its registered office is at 50, rue Camille Desmoulins, 92863 Issy Les Moulineaux. It is registered with the Nanterre Trade and Companies Register under number 420 624 777.

Groupe Canal+ main purpose, directly or indirectly, in France and in any country, is to:

- to operate, directly and indirectly, in the areas of communication in general (more specifically, audiovisual communication) and telecommunications, for private, professional and public clients;
- the design, production, distribution, marketing, and more generally the exploitation in all forms and by all means of all programs, products, services (notably linear, non-linear and interactive audiovisual communication) and service offerings related to the aforementioned;
- the participation in, or the provision of, all services and/or the execution of commercial, industrial, financial, administrative, technical, moveable or immovable property transactions, directly or indirectly related to the aforementioned corporate purpose or to any similar or related purposes, or contributing to the achievement of these purposes;

and, more generally, the management and acquisition of any interest, in the form of subscription, purchase, contribution, exchange, or by any other means, of shares, bonds, and all other securities of existing or future companies, as well as the ability to dispose of such interests.

1.2.4. Links between parties

As of the date of this report, the Contributor held 147,996 Canal+ shares, i.e. all the shares representing its share capital, with the exception of four ordinary shares held by Compagnie Hoche, a French simplified joint stock company (*société par actions simplifiée*), whose registered office is at 59 bis avenue Hoche, 75008 Paris, registered with the Paris Trade and Companies Register under number 592 064 992.

Maxime Saada, Chairman of the Management board (*président du Directoire*) of the Beneficiary, is a member of the Management Board (*Directoire*) and Executive Committee (*Comité exécutif*) of the Contributor. Yannick Bolloré is Chairman of the Supervisory Board (*président du Conseil de surveillance*) of both the Beneficiary and the Contributor. Mr Arnaud de Puyfontaine, a member of the Supervisory Board of the Beneficiary, is also Chairman of the Management Board and a member of the Executive Committee of the Contributor.

1.3. General terms and conditions of the operation

1.3.1. Legal status of the Contributions

The Contributions are subject to the French legal regime applicable to demergers (*régime des scissions*) provided for in Section 2 of Chapter VI of Title III of Book II of the French *Code de commerce*, in accordance with the option provided for in Article L. 236-27 of the *Code de commerce*.

In accordance with the provisions of Article L. 236-27, paragraph 2 of the *Code de commerce*, ownership of the Contributions will be transferred to the Beneficiary, without the Contributor ceasing to exist, and the Beneficiary will issue and allocate new shares in consideration for these Contributions, directly to the shareholders of the Contributor, Vivendi SE, in proportion to their respective stake in the Contributor.

1.3.2. Tax

In the partial demerger terms, the Contributor and the Beneficiary declare that the partial demerger will be governed by Articles 210-A and 210-B of the French general tax code (*Code Général des Impôts*).

The Contributor and the Beneficiary declare, in the partial demerger terms, that the partial demerger will be registered free of charge.

The partial demerger will not be subject to VAT.

1.3.3. Date of contribution

The contribution will take effect on the fourth calendar day following the approval of the partial demerger by the last of the shareholders' meetings, between that of Vivendi and that of Canal + (hereinafter, the "**Completion Date**").

The partial demerger will become effective for tax and accounting purposes on the Completion Date.

1.4. Conditions precedent

The partial demerger is subject to the following conditions precedent:

- (i) the approval by the general meeting of Vivendi shareholders of the partial demerger, having considered, in particular, the reports of the demerger auditors (*rapports des commissaires à la scission*), Vivendi's annual financial statements as of December 31, 2023 approved by Vivendi's general shareholders' meeting of April 29, 2024 and after allocation of 2023 result, and Vivendi's interim financial statement at September 30, 2024, prepared by the Management Board and reviewed by the Supervisory Board, and subject to a limited review by Vivendi's statutory auditors;
- (ii) approval by the extraordinary general meeting of Canal + shareholders, having considered, in particular, the reports of the demerger auditors, of the partial demerger, and of the decision to increase the share capital in consideration for the contributions;

If the above-mentioned conditions precedent are not fulfilled by January 31, 2025 at the latest, and unless this deadline is extended by mutual agreement, the partial demerger terms shall be deemed null and void, without compensation on either side.

1.5. Description and assessment of the Contribution

1.5.1. Description of the Contributions

The Contributions consist of 104,191,033 Groupe Canal+ shares held by the Contributor.

On the Completion Date, the contributed shares will be free of all liabilities, fully paid up and free of all encumbrances, options and third-party rights.

1.5.2. Valuation method

For the purposes of accounting for the partial demerger, the Groupe Canal + shares contributed were valued on the basis of their actual value (*valeur réelle*), in accordance with the provisions of Article 743-1 of the French General Accounting Plan (*Plan Comptable Général*).

This actual value was contractually set by the parties, for the purposes of accounting for the contributions, on the basis of a multi-criteria method presented in appendix 2.7.1 of the demerger terms.

The value of the Contributions agreed by the parties amounts to 6,851,133,406.55 euros.

Our due diligence on the value of the Contributions is the subject of a separate report.

1.6. Remuneration of the Contributions

The remuneration of the contributions was fixed by agreement between the parties in such a way as to make the number of shares to be issued in consideration for the Contributions correspond with the number of Vivendi shares entitled to attribution, i.e. 991,811,494 ordinary shares, corresponding to the total of 1,029,918,125 ordinary Vivendi shares in existence, less 38,106,631 Vivendi treasury shares.

As a result, each Vivendi shareholder (with the exception of Vivendi itself) will receive one Canal + share for each Vivendi share held.

In consideration for the Contributions, 991,811,494 Canal+ ordinary shares with a nominal value of 0.25 euro each will be allotted.

The difference between the value of the Contributions of 6,851,133,406.55 euros and the amount of the capital increase of 247,952,873.50 euros, will constitute a contribution premium (*prime d'apport*) of 6,603,180,533.05 euros.

The contribution premium, to which the rights of the Beneficiary's existing and new shareholders will relate, will be recorded as a liability on Canal+'s balance sheet.

2. Verification of the relevance of the relative values attributed to the Contributions and to the Beneficiary's shares

2.1. Presentation of the remuneration agreed by the parties

Under the terms of the partial demerger terms dated October 28, 2024, the parties have agreed to set the exchange parity so that the number of shares to be issued in consideration for the Contributions corresponds to the number of Vivendi shares entitled to attribution.

This number of shares giving right to allocation corresponds to the difference between the number of ordinary shares making up Vivendi's share capital on the date hereof, i.e. 1,029,918,125, and the number of Vivendi treasury shares, i.e. 38,106,631. It amounts to 991,811,494 ordinary shares.

2.2. Due diligence carried out by the partial demerger auditors

The purpose of our engagement is to enlighten Vivendi, as Contributor, and the shareholders of Canal +, as Beneficiary, on the relative values used to determine the compensation and to assess the fairness of such compensation.

Our engagement falls within the scope of the interventions defined by law and provided for in the conceptual framework of the doctrine of the *Compagnie Nationale des Commissaires aux Comptes*.

Accordingly, our engagement does not include performing an audit or a limited review. The purpose of our engagement is not to express an opinion on the financial statements, nor to perform specific verifications concerning compliance with company law. Nor does it involve validating the tax regime applicable to the transaction.

Furthermore, it cannot be assimilated to a "due diligence" assignment carried out for a lender or an acquirer, and does not include all the work required for this type of intervention. Our report cannot therefore be used in this context. Similarly, our work cannot be assimilated to that of an independent expert appointed by the administrative or supervisory body of one of the parties.

We performed those procedures which we considered necessary to comply with professional guidance issued by the *Compagnie Nationale des Commissaires aux Comptes* applicable to this type of engagement.

In this context, we have in particular:

- Acknowledged the context and objectives of the present contribution of Groupe Canal + shares;
- Conducted interviews with the people in charge of the operation and their advisors, both to understand the context and the economic, accounting, legal and tax terms and conditions in which it took place;
- Examined the partial demerger terms and its appendices dated October 28, 2024;
- Checked the reality of the Contributions and assessed the possible impact of factors likely to affect their ownership;
- Verified compliance with current accounting regulations regarding the valuation of the Contributions;
- Acknowledged the current legal documents of the companies concerned by the Contributions;
- Examined the individual financial statements of Groupe Canal + for the year ended December 31, 2023 and verified that the statutory auditors had certified them without qualification;

- Examined the combined condensed financial statements of Groupe Canal + for the six months ended June 30, 2024 and the statutory auditors' review report thereon, and verified that the statutory auditors' review report did not identify any material misstatements;
- Examined the individual financial statements of Canal + for the year ended December 31, 2023 and verified that the statutory auditors had certified them without qualification;
- Examined the interim financial statements of Canal + as of July 31, 2024 and the auditors' limited review report thereon, and verified that the statutory auditors' limited review report did not identify any material misstatements;
- Examined a draft interim financial statement of Vivendi as of September 30, 2024 and the draft limited review report of the statutory auditors thereon and verified that this draft limited review report did not identify any material misstatements;
- Examined the impairment tests performed by Vivendi on Groupe Canal + as at December 31, 2022 and December 31, 2023;
- Examined the condensed financial statements of Vivendi for the six months ended June 30, 2024 and the statutory auditors' review report thereon, and verified that the statutory auditors' limited review report did not identify any material misstatements;
- Acknowledged the businesses of Groupe Canal +, analyzed the historical information available up to the date hereof and the forecasts prepared;
- Reviewed and analyzed the valuation work carried out on Groupe Canal + by Vivendi's financial advisors, including working meetings and discussions to obtain further details and explanations of their work;
- Reviewed the references and valuation methods for the Contributions used by the parties;
- Appreciated the exchange parity agreed by the parties.

We have also relied on the work we performed as partial demerger auditors (*commissaires à la scission partielle*) in charge of assessing the value of the Contributions.

Up to the date of this report, we have ascertained that there are no facts or events likely to call into question the exchange parity.

Finally, we obtained a representation letter (*lettre d'affirmation*) from representatives of Vivendi and Canal + respectively.

2.3. Assessment of the appropriateness of the relative values assigned to the value of the Contributions and to the Beneficiary's shares

The operation consists of a partial demerger of Vivendi in favor of Canal +, in which Vivendi holds all the shares minus four.

In this context, the conventional determination of an exchange ratio between the parties is not likely to affect the fairness of the remuneration for them.

We have no further comments on the method used to determine the exchange ratio.

3. Assessment of the fairness of the exchange ratio

The parties have agreed on the exchange parity, such that the number of shares to be issued by Canal + amounts to 991,811,494 shares, in consideration for the Contribution.

3.1. Due diligence carried out by the partial demerger auditors

We performed those procedures we considered necessary in accordance with professional guidance issued by the *Compagnie Nationale des Commissaires aux Comptes* to assess the fairness of the remuneration for the Contributions.

In particular, we relied on the work described above, which we performed in order to verify the appropriateness of the relative values assigned to the Contributions and to the shares of the Beneficiary.

3.2. Assessing the fairness of the proposed remuneration

As indicated above, given that the transaction involves the contribution of shares in Vivendi's Groupe Canal + to Canal +, in which Vivendi holds all the shares minus four, we did not identify any factor likely to put into question the fairness of the proposed remuneration.

4. Summary - key points

This transaction is part of a reorganization of the Vivendi group around four separate listed entities, in response to the significant conglomerate discount Vivendi has suffered since the distribution-listing of Universal Music Group in 2021.

At the end of the present partial demerger, Vivendi shareholders would receive shares in the Beneficiary company, which will have benefited from the contribution of Groupe Canal + shares.

The proposed remuneration was agreed by Vivendi and Canal +, in which Vivendi holds all the shares minus four.

We have no particular comments to make on the method of determining the remuneration agreed between the parties.

Consequently, nothing has come to our attention that would call into question the fairness of the proposed compensation.

5. Conclusion

Based on our work and as of the date of this report, we consider that the consideration agreed upon by the parties for the Contributions made by Vivendi to Canal +, resulting in the issuance of 991,811,494 Canal + shares, is fair.

Paris, October 28, 2024

The commissaires à la scission partielle

Sorgem Evaluation

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