

VIVENDI UNIVERSAL
Form 20-F
July 01, 2004

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As filed with the Securities and Exchange Commission on June 30, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 20-F

- o **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**
- OR
- o **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2003
- OR
- o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____

Commission File Number: 001-16301

VIVENDI UNIVERSAL, S.A.

(Exact name of Registrant as specified in its charter)

N/A
(Translation of Registrant's name into English)

Republic of France
(Jurisdiction of incorporation or organization)

42, avenue de Friedland

75380 Paris Cedex 08
France

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Ordinary Shares, nominal value 5.50 per share	New York Stock Exchange*
American Depositary Shares (as evidenced by American Depositary Receipts), each representing one share, nominal value 5.50 per share	New York Stock Exchange

* Listed, not for trading or quotation purposes, but only in connection with the registration of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

American Depositary Shares	84,931,033
Ordinary Shares, nominal value 5.50 per share	1,071,518,691

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark which financial statement item the Registrant has elected to follow:

Item 17 Item 18

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PRESENTATION OF INFORMATION

This Annual Report on Form 20-F (referred to herein as this annual report or this document) has been filed with the United States Securities and Exchange Commission (SEC).

Vivendi Universal refers to Vivendi Universal, S.A., a *société anonyme*, a form of limited liability company, organized under the laws of the Republic of France, and its direct and indirect subsidiaries. Vivendi refers to Vivendi, S.A., the predecessor company to Vivendi Universal. Unless the context requires otherwise, references to we, us and our mean Vivendi Universal, S.A. and its subsidiaries or its predecessor company and its subsidiaries. Vivendi Universal Entertainment and VUE refer to Vivendi Universal Entertainment LLLP, a limited liability limited partnership organized under the laws of the State of Delaware. Vivendi Environnement changed its name pursuant to a shareholder resolution adopted on April 30, 2003 to Veolia Environnement. Shares refers to the ordinary shares of Vivendi Universal. The principal trading market for the ordinary shares of Vivendi Universal is Euronext Paris S.A., or the Paris Bourse. ADS or ADR refers to the American Depositary Shares or Receipts, respectively, of Vivendi Universal which are listed on the New York Stock Exchange, or NYSE, each of which represents the right to receive one Vivendi Universal ordinary share.

This annual report includes Vivendi Universal's Consolidated Financial Statements for the years ended December 31, 2003, 2002 and 2001 and as at December 31, 2003, 2002 and 2001. Vivendi Universal's Consolidated Financial Statements, including the notes thereto, are included in

Item 18 Financial Statements and have been prepared in accordance with generally accepted accounting principles in France, which we refer to in this annual report as French GAAP. Unless otherwise noted, the financial information contained in this annual report is presented in accordance with French GAAP. French GAAP is based on requirements set forth in French law and in European regulations and differs significantly from generally accepted accounting principles in the United States, which we refer to in this annual report as US GAAP. See Item 18 Note 32 for a description of the significant differences between French GAAP and US GAAP and a reconciliation of net income, shareholders' equity and other measures from French GAAP to US GAAP.

Various amounts in this document are shown in millions for presentation purposes. Such amounts have been rounded and, accordingly, may not total. Rounding differences may also exist for percentages.

CURRENCY TRANSLATION

Under the provisions of the Treaty on European Union negotiated at Maastricht in 1991 and signed by the then 12 member states of the European Union in early 1992, a European Monetary Union, known as the EMU, was implemented on January 1, 1999 and the euro was introduced. The legal rate of conversion between the French franc and the euro (Euro, euro or) was fixed on December 31, 1998 at 1.00 = FF6.55957, and we have translated French francs into euros at that rate.

Share capital in Vivendi Universal is represented by ordinary shares with a nominal value of 5.50 per share. Our shares are denominated in euros. Because we intend to pay cash dividends denominated in euros, exchange rate fluctuations will affect the US dollar amounts that shareholders will receive on conversion of dividends from euros to dollars.

We publish our Consolidated Financial Statements in euros. Unless noted otherwise, all amounts in this annual report are expressed in euros. The currency of the United States will be referred to as US dollars, US\$, \$ or dollars. For historical exchange rate information, refer to Item 3 Key Information Exchange Rate Information. For a discussion of the impact of foreign currency fluctuations on Vivendi Universal's financial condition and results of operations, see Item 5 Operating and Financial Review and Prospects.

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FORWARD-LOOKING STATEMENTS

This annual report includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, or the Exchange Act. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to dispositions, acquisitions, working capital and capital requirements, available liquidity, maturity of debt obligations, business trends and other information that is not historical information. Forward-looking statements can be identified by context. For example, when we use the words such as estimate(s), aim(s), expect(s), feel(s), will, may, believe(s), anticipate(s) and similar expressions in this document, we are intending to identify those statements as forward-looking. All forward-looking statements, including without limitation the launching or prospective development of new business initiatives and products, anticipated music or motion picture releases, Internet projects, and anticipated cost savings from asset divestitures and synergies are based upon our current expectations and various assumptions. Our expectations, beliefs, assumptions and projections are expressed in good faith, and we believe there is a reasonable basis for them. There can be no assurance, however, that management's expectations, beliefs and projections will be achieved.

There are a number of risks and uncertainties that could cause our actual results to differ materially from our forward-looking statements. These include, among others:

- general economic and business conditions, particularly a general economic downturn;
- industry trends;
- increases in our leverage;
- reduced liquidity;
- changes in our ownership structure;
- competition;
- changes in our business strategy and development plans;
- challenges to, or losses or infringement of, our intellectual property rights;
- changes in customer preference;
- technological advancements;
- political conditions;
- financial and equity markets;
- foreign currency exchange rate fluctuations;
- legal and regulatory requirements and the outcome of legal proceedings and pending investigations;
- environmental liabilities;
- natural disasters; and
- war or acts of terrorism.

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The foregoing list is not exhaustive and there are other factors that may cause actual results to differ materially from the forward-looking statements. We urge you to review and consider carefully the various disclosures we make concerning the factors that may affect our business, including the disclosures made in Item 3 Key Information Risk Factors, Item 5 Operating and Financial Review and Prospects, and Item 11 Quantitative and Qualitative Disclosures About Market Risk. All forward-looking statements attributable to us or persons acting on our behalf apply only as of the date of this document and are expressly qualified in their entirety by the cautionary statements included in this document. We undertake no

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obligation to publish revised forward-looking statements to reflect events or circumstances after the date of this document or the occurrence of unanticipated events.

EXPLANATORY NOTE

Unless otherwise indicated, all references to our competitive positions made in this document are in terms of revenue generated.

ENFORCEABILITY OF CIVIL LIABILITIES AGAINST FOREIGN PERSONS

Vivendi Universal is a corporation organized under the laws of the Republic of France. Many of Vivendi Universal's directors and officers are citizens or residents of countries other than the United States. Substantial portions of Vivendi Universal's assets are located outside the United States. Accordingly, it may be difficult for investors:

to obtain jurisdiction over Vivendi Universal or its directors or officers in courts in the United States in actions predicated on the civil liability provisions of the US Federal securities laws;

to enforce against Vivendi Universal or its directors or officers judgments obtained in such actions;

to obtain judgments against Vivendi Universal or its directors or officers in original actions in non-US courts predicated solely upon the US Federal securities laws; or

to enforce against Vivendi Universal or its directors or officers in non-US courts judgments of courts in the United States predicated upon the civil liability provisions of the US Federal securities laws.

Actions brought in France for enforcement of judgments of US courts rendered against French persons, including directors and officers of Vivendi Universal, would require those persons to waive their right to be sued in France under Article 15 of the French Civil Code. In addition, actions in the United States under the US Federal securities laws could be affected under certain circumstances by the French law of July 16, 1980, which may preclude or restrict the obtaining of evidence in France or from French persons in connection with those actions.

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Item 1: *Identity of Directors, Senior Management and Advisers*

Not applicable.

Item 2: *Offer Statistics and Expected Timetable*

Not applicable.

Item 3: *Key Information*

Selected Financial Data

The selected consolidated financial data at year end and for each of the years in the three-year period ended December 31, 2003 have been derived from our Consolidated Financial Statements and the related notes appearing elsewhere in this annual report. The selected consolidated financial data at year end and for each of the years in the two-year period ended December 31, 2000 have been derived from our Consolidated Financial Statements not included in this annual report. You should read this section together with Item 5 Operating and Financial Review and Prospects and our Consolidated Financial Statements included in this annual report.

Our Consolidated Financial Statements have been prepared in accordance with French GAAP, which differs in certain significant respects from US GAAP. The principal differences between French GAAP and US GAAP, as they relate to us, are described in Note 32 to our Consolidated Financial Statements. For a discussion of significant transactions and accounting changes that affect the comparability of our Consolidated Financial Statements and the financial data presented below, refer to Item 4 Information on the Company Significant Transactions and the Notes to our Consolidated Financial Statements.

On May 11, 2004, the National Broadcasting Company, Inc. (NBC) and Vivendi Universal Entertainment LLLP (VUE) completed the formation of NBC Universal, a global media and entertainment company with expected 2005 revenues of \$15 billion. As a result, Vivendi Universal has an approximate 20% interest in NBC Universal, which is controlled by General Electric Company (GE), instead of its approximate 86% interest in VUE, its former subsidiary. The selected financial data presented below do not reflect the deconsolidation of VUE. For unaudited condensed pro forma consolidated financial statements reflecting the deconsolidation of VUE, see Item 5 Results of Operations.

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Our Consolidated Financial Statements and the selected financial data presented below are reported in euros. For periods presented prior to January 1, 1999, our financial statements are reported in French francs and translated into euros using the official fixed exchange rate of 1.00 = FF6.55957, applicable since December 31, 1998.

	Year Ended December 31,							
	2003	2002 with VE accounting for using the equity method(a)	2002 as published	2001 as published	2000 restated(b)	2000 as published	1999 restated(c)	1999 as published(d)
(In millions)								
INCOME STATEMENT								
<i>Amounts in accordance with French GAAP</i>								
Revenues	25,482	28,112	58,150	57,360	41,580	41,798	40,855	41,623
Revenues outside France	13,967	16,405	31,759	33,075	20,647	20,624	17,244	17,829
Operating income	3,309	1,877	3,788	3,795	1,823	2,571	1,836	2,281
Gain (loss) on businesses sold, net of provisions/ exceptional items(b)	602	1,125	1,049	2,365	3,812	2,947	(846)	(838)
Goodwill amortization and impairment losses	(2,912)	(19,434)	(19,719)	(15,203)	(634)	(634)	(606)	(612)
Minority interests	(1,212)	(574)	(844)	(594)	(625)	(625)	159	(5)
Net income (loss)	(1,143)	(23,301)	(23,301)	(13,597)	2,299	2,299	1,435	1,431
Earnings (loss) per share basic	(1.07)	(21.43)	(21.43)	(13.53)	3.63	3.63	2.70	2.70
Earnings (loss) per share diluted	(1.07)	(21.43)	(21.43)	(13.53)	3.41	3.41	2.49	2.49
Dividends per share		1.0	1.0	1.0	1.0	1.0	1.0	1.0
Average shares outstanding (millions)(e)	1,071.7	1,087.4	1,087.4	1,004.8	633.8	633.8	530.5	530.5
Shares outstanding at year-end (millions)	1,071.5	1,068.6	1,068.6	1,085.8	1,080.8	1,080.8	595.6	595.6
<i>Amounts in accordance with US GAAP(f)</i>								
Revenue	25,321		40,062	51,733	34,276	34,276	36,543	36,543
Net income (loss)	(1,358)		(43,857)	(1,172)	1,908	1,908	246	246
Basic earnings per share	(1.27)		(40.35)	(1.19)	3.24	3.24	0.48	0.48
Diluted earnings per share	(1.27)		(40.35)	(1.19)	3.03	3.03	0.48	0.48
FINANCIAL POSITION								
<i>Amounts in accordance with French GAAP</i>								
Shareholders equity	11,923	14,020	14,020	36,748	56,675	56,675	10,777	10,892
Minority interests	4,929	5,497	5,497	10,208	9,787	9,787	3,755	4,052
Financial net debt(g)	11,565	12,337	12,337	37,055	35,535	35,535	31,394	31,389
Total assets	54,920	69,333	69,333	139,002	150,738	150,738	84,614	82,777
Total long-term assets	40,564	48,495	48,495	99,074	112,580	112,580	47,916	45,341
<i>Amounts in accordance with US GAAP(f)</i>								
Shareholders equity	9,804		11,655	54,268	64,729	64,729	16,954	16,954
Total assets	54,696		69,790	151,139	151,818	151,818	74,497	74,497
CASH FLOW DATA								
<i>Amounts in accordance with French GAAP</i>								
Net cash provided by operating activities	3,886	2,795	4,670	4,500	2,514	2,514	772	1,409
Net cash (used for) provided by investing activities	(3,900)	4,109	405	4,340	(1,481)	(1,481)	(12,918)	(13,556)
Net cash (used for) provided by financing activities	(4,313)	(2,461)	(3,792)	(7,469)	(631)	(631)	13,746	13,746
Capital expenditures	1,552	1,729	4,134	5,338	5,800	5,800	6,154	6,792

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- (a) These condensed French GAAP financial data present Vivendi Universal's consolidation scope as of December 31, 2002. They illustrate the accounting of Veolia Environnement using the equity method from January 1, 2002, instead of December 31, 2002.
- (b) Restated to reflect changes in accounting policies and financial statement presentation adopted in 2001. As permitted by Regulation 99.02 (§41) as approved by the Comité de la Réglementation Comptable (French Accounting Standards Board) in April 1999, Vivendi Universal has elected to present its Consolidated Statement of Income in a format that classifies income and expenses by function rather than by nature, which was the format previously presented. Previously, the definition of exceptional items was restricted to gain (loss) on businesses sold, net of provisions. Prior to 2001, Vivendi Universal had a broader definition of exceptional items, including restructuring costs, plant dismantling and closure costs and the effect of guarantees given when exercised, among others. These items are now included as a component of operating income or financing expense.
- (c) In order to facilitate the comparability of 2000 and 1999 consolidated financial results, the 1999 consolidated results are presented in accordance with accounting policies in effect in 2000. January 1, 2000, Vivendi Universal applied the methodology for consolidated financial statements based on Regulation 99.02 of the French Accounting Standards Board. The financial statements of foreign subsidiaries have, when necessary, been adjusted to comply with French GAAP.
- (d) Actual data as reported by Vivendi Universal before the Vivendi, Seagram and Canal+ merger in December 2000.
- (e) Excluding treasury shares recorded as a reduction of shareholders' equity.
- (f) 2002 amounts under US GAAP reflect the use of the equity method of accounting for Vivendi Universal's investment in Veolia Environnement beginning July 1, 2002, which represents a significant difference in revenues and the presentation of cash flows in the French GAAP financial statements. To reflect certain additional adjustments more appropriately relating to 2002, Vivendi Universal's US GAAP net loss for 2002 has been restated. This restatement corresponds to a reduction of the previously reported net loss of 44,447 million to a net loss of 43,857 million and consequently, the shareholders' equity as of December 31, 2002 was improved from 11,065 million to 11,655 million. The per share amounts for the loss from continuing operations and the net loss were increased by 0.54 euro per share. See Item 18 Note 32 for a detailed description of the restatement.
- (g) Financial net debt, a non GAAP measure, is defined as the sum of long-term debt, bank overdrafts and other short-term borrowings less cash and cash equivalents, which are separate line items in the Consolidated Statement of Financial Position. Prior to 2002, Vivendi Universal used financial net debt less other marketable securities and financial receivables. Other marketable securities are separate line items in the Consolidated Statement of Financial Position. Financial receivables are comprised of short-term loans receivable (also a separate line item in the Consolidated Statement of Financial Position) and net interest-bearing long-term loans receivable (included in other investments in the Consolidated Statement of Financial Position). Net interest-bearing long-term loans receivables amounted to 855 million at December 31, 2002 and 716 million in 2003.

Exchange Rate Information

The following table sets forth, for the periods indicated, the end-of-period average, high and low noon buying rates in the City of New York for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York. Unless otherwise indicated, such rates are set forth as US dollars per euro. On June 28, 2004, the noon buying rate was 1.00 = \$1.22.

Month Ended	Period End	Average Rate(1)	High	Low
May 31, 2004	1.22	1.20	1.23	1.18
April 30, 2004	1.20	1.20	1.24	1.18
March 31, 2004	1.23	1.23	1.24	1.21
February 29, 2004	1.24	1.26	1.28	1.24
January 31, 2004	1.25	1.26	1.29	1.24
December 31, 2003	1.26	1.23	1.26	1.20

Year Ended	Period End	Average Rate(2)	High	Low
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December 31, 2003	1.26	1.13	1.26	1.04
December 31, 2002	1.05	0.95	1.05	0.86
December 31, 2001	0.89	0.89	0.95	0.84
December 31, 2000	0.94	0.92	1.03	0.83
December 31, 1999	1.00	1.07	1.18	1.00

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- (1) The average of the exchange rates for all days during the applicable month.
- (2) The average of the exchange rates on the last day of each month during the applicable year.

Dividends

The table below sets forth the total dividends paid per Vivendi Universal ordinary share and Vivendi Universal American Depositary Share (ADS) from 1999 through 2003. The amounts shown exclude the *avoir fiscal*, a French tax credit described under Item 10 Additional Information Taxation Taxation of Dividends Withholding Tax and Avoir Fiscal. We have historically paid annual dividends in respect of our prior fiscal year. We have rounded dividend amounts to the nearest cent.

	Dividend per Ordinary Share	Dividend per ADS
	(euros)	(dollars)(2)
1999 ⁽¹⁾	1.00	0.22
2000 ⁽³⁾	1.00	0.89
2001	1.00	0.89
2002	1.00	0.91
2003		

- (1) Until 1999 (i.e., until the dividend for the year ended December 31, 1998), we paid dividends in French francs. Amounts in French francs have been translated at the official fixed exchange rate of 1.00 = FF6.55957.
- (2) Translated solely for convenience into US dollars at the noon buying rates on the respective dividend payment dates, or on the following business day if such date was not a business day in the US. The noon buying rate may differ from the rate that may be used by the depository to convert euros to US dollars for the purpose of making payments to holders of ADSs.
- (3) Prior to December 8, 2000, the date of the completion of the Vivendi S.A., The Seagram Company Ltd. and Canal Plus, S.A. merger transactions (described below under Item 4 Information on the Company History and Development of the Company), each Vivendi ADS represented one-fifth of a Vivendi ordinary share, while each Vivendi Universal ADS now represents one Vivendi Universal ordinary share.

Risk Factors

You should carefully review the risk factors described below in addition to the other information presented in this document.

Our ability to generate sufficient cash depends on many factors beyond our control.

While our ability and the ability of our subsidiaries to fund working capital for our operations, research and development and capital expenditures depend on our future operating performance which cannot be predicted with assurance, we believe that our operating cash flow plus our unused credit facilities should provide a sound basis for funding these cash requirements.

If our future cash flows from operations and capital resources are insufficient to pay our obligations as they mature or to fund our liquidity needs, we and our subsidiaries may be forced to: reduce or delay our business activities, capital expenditures or research and development; obtain additional debt or equity capital; or restructure or refinance all or a portion of our debt on or before maturity. We cannot assure you that we and our subsidiaries would be able to accomplish any of these alternatives on a timely basis or on satisfactory terms, if at all. In addition, our existing debt and any future debt may limit our and our subsidiaries' ability to pursue any of these alternatives.

We are selling a portion of our assets and businesses to meet our debt obligations and decrease our leverage.

To meet our debt obligations and decrease our leverage, we are in the process of disposing of certain strategic and non-strategic assets and businesses. After new management was appointed in July 2002, we

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announced a goal of 16 billion in asset divestitures by the end of 2004. Since July 2002, we have sold assets and businesses for aggregate consideration of approximately 15 billion.

We can offer no assurances that we will be able to identify potential buyers for our assets and businesses or will be able to consummate any sales to potential buyers we do locate. Our divestitures may prove unsuccessful or may otherwise have a material adverse effect on our ability to conduct business, our operations and our financial condition. For example, we may not always be able to obtain the optimal price for assets and businesses we are required or plan to sell or may receive a price that is substantially lower than the price we paid for the assets or businesses being disposed of. In addition, our continuing operations may suffer as a result of losing synergies with the assets and businesses sold.

Our substantial debt could adversely affect our financial condition or results of operations and prevent us from fulfilling our obligations.

We have a significant amount of debt. As of December 31, 2003, we had 14.4 billion of gross debt on a consolidated basis. See Item 5 Operating and Financial Review and Prospects Liquidity and Capital Resources and our Consolidated Financial Statements for further information about our substantial debt.

Our substantial debt and the covenants in our debt instruments could: require us to dedicate a substantial portion of our cash flows from operations to payments on our debt, thereby reducing our funds available for working capital, capital expenditures, research and development and other general corporate purposes; limit our ability to undertake acquisitions; place us at a competitive disadvantage compared to our competitors that have less debt than we do; restrict our use of proceeds from asset sales, new issuances of equity or debt, or new bank debt facilities; and/or limit our ability to borrow additional funds and increase the cost of any such borrowing.

The terms of our debt restrict but do not prohibit us from incurring substantial additional debt in the future. Additional debt could further increase the leverage-related risks discussed herein.

Our sales of assets and businesses have resulted in, and will result in, the removal of the results of those businesses and assets from our financial results and may increase the volatility of our financial results. Our ability to benefit from our approximate 20% interest in NBC Universal may be limited as we do not control the business.

Sales of our assets and businesses have caused, and will continue to cause, our revenues and operating income to decrease and may cause our financial results to become more volatile or may otherwise materially adversely affect us. Since the beginning of 2002, we have disposed of businesses and assets that, if we had held them, would have contributed significantly to our revenue and operating income.

Though we have retained an approximate 20% interest in NBC Universal, our ability to share in the positive results for this entity or to receive cash from the entity may be limited as we do not control the business.

Our investment in NBC Universal is illiquid until 2006.

We do not have the right to monetize our approximate 20% interest in NBC Universal until 2006, at which time we will have the right to monetize our interest over time at fair market value. During the time that we are unable to monetize our interest, and even after we have the right to monetize our interest, there can be no assurance that the fair market value of our interest in NBC Universal will not decline, which may have a material adverse effect on our financial condition.

We have engaged in a substantial number of significant acquisition and disposition transactions in recent years, which makes it difficult to compare our results from period to period.

We have engaged in a substantial number of significant acquisitions and dispositions and other complex financial transactions in recent years, which makes it difficult to analyze our results and to compare them from period to period. In order to facilitate comparison of our results between recent periods, we present financial

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information on a pro forma basis, both on a consolidated basis and for our individual business segments, giving effect to these transactions as if they had occurred on earlier dates. However, pro forma financial information is not necessarily indicative of results that would have been achieved had the transactions actually occurred on such earlier dates.

We are a party to numerous legal proceedings and investigations that could have a negative effect on us.

We are a party to lawsuits and investigations in France and in the US that could have a material adverse effect on us. In France, the *Autorité des Marchés Financiers* (AMF, formerly the *Commission des Opérations de Bourse*) commenced in July 2002 an investigation regarding certain of our financial statements. In the US, Vivendi Universal is a party to a number of suits and investigations concerning allegations challenging the accuracy of our financial statements and certain public statements made by us describing our financial condition from late 2000 through 2002. In the opinion of Vivendi Universal, the plaintiffs' claims in the legal proceedings lack merit, and Vivendi Universal intends to continue to defend against such claims vigorously. However, the outcome of any of these legal proceedings or investigations or any additional proceedings or investigations that may be initiated in the future could have a material adverse effect on us. For a more complete discussion of our legal proceedings and investigations, see Item 8 Litigation.

We have a number of contingent liabilities that could cause us to make substantial payments.

We have a number of significant contingent liabilities. These liabilities are generally described in Note 29 to our Consolidated Financial Statements included in this document. If we were forced to make a payment due to one or more of these contingent liabilities, it could have an adverse effect on our financial condition and our ability to make payments under our debt instruments.

Our business operations in some countries are subject to additional risks.

We conduct business in markets around the world. The risks associated with conducting business internationally, and in particular in some countries outside Western Europe, the US and Canada, can include, among other risks: fluctuations in currency exchange rates and currency devaluations; restrictions on the repatriation of capital; differences and unexpected changes in regulatory environments; varying tax regimes which could adversely affect our results of operations or cash flows; exposure to different legal standards and enforcement mechanisms and the associated cost of compliance therewith; difficulties in attracting and retaining qualified management and employees or rationalizing our workforce; tariffs, duties, export controls and other trade barriers; longer accounts receivable payment cycles and difficulties in collecting accounts receivable; recessionary trends, inflation and instability of the financial markets; higher interest rates; and political instability.

We may not be able to insure or hedge against these risks and we may not be able to ensure compliance with all of the applicable regulations without incurring additional costs. Furthermore, financing may not be available in countries with less than investment-grade sovereign credit ratings. As a result, it may be difficult to create or maintain profit-making operations in developing markets.

Unfavorable currency exchange rate fluctuations could adversely affect our results of operations.

We have substantial assets, liabilities, revenues and costs denominated in currencies other than euros. To prepare our Consolidated Financial Statements we must translate those assets, liabilities, revenues and expenses into euros at then-applicable exchange rates. Consequently, increases and decreases in the value of the euro versus other currencies will affect the amount of these items in our Consolidated Financial Statements, even if their value has not changed in their original currency. These translations could result in significant changes to our results of operations from period to period. In addition, exchange rate fluctuations could cause our expenses to increase as a percentage of net sales, affecting our profitability and cash flows.

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We may not be able to meet anticipated capital requirements for certain transactions.

We may engage in projects that require us to seek substantial amounts of funds through various forms of financing. Our ability to arrange financing for projects and our cost of capital depend on numerous factors, including general economic and capital market conditions, availability of credit from banks and other financial institutions, investor confidence in our businesses, restrictions in debt instruments, success of current projects, perceived quality of new projects and tax and securities laws. We may forego attractive business opportunities and lose market share if we cannot secure financing on satisfactory terms.

We may suffer reduced profits or losses as a result of intense competition.

The majority of the industries in which we operate are highly competitive and require substantial human and capital resources. From time to time, our competitors may reduce their prices in an effort to expand market share, introduce new technologies or services, or improve the quality of their services. We may lose business if we are unable to match the prices, technologies or service quality offered by our competitors. In addition, as the markets in which our businesses operate become more competitive, the cost of obtaining important third-party content could increase. Any of these competitive effects could have a material adverse effect on our business and financial performance.

We may not be successful in developing new technologies or introducing new products and services.

Many of the industries in which we operate are subject to rapid and significant changes in technology and are characterized by the frequent introduction of new products and services. The pursuit of necessary technological advances may require substantial investments of time and resources and we may not succeed in developing marketable technologies. Furthermore, we may not be able to identify and develop new product and service opportunities in a timely manner. Finally, technological advances may render our existing products obsolete, forcing us to write off investments and make substantial new investments.

We may not be able to retain or obtain required licenses, permits, approvals and consents.

We need to retain or obtain a variety of permits and approvals from regulatory authorities to conduct and expand each of our businesses. The process for obtaining or renewing these permits and approvals is often lengthy, complex, unpredictable and costly. If we are unable to retain or obtain the permits and approvals we need to conduct and expand our businesses at a reasonable cost and in a timely manner in particular, licenses to provide telecommunications services our ability to achieve our strategic objectives could be impaired. In addition, any adverse changes in the regulatory environment in which our businesses operate could impose prohibitive costs on us or limit our revenue.

Restructuring at our business units may adversely affect our operations and financial condition.

In an effort to cut costs and rationalize operations, our business units may engage in restructuring, including closures of facilities and workforce reductions. If a business unit fails to properly carry out any restructuring, its ability to conduct its operations and its results could be adversely affected. Restructurings, closures and staff reductions may also harm our employee relationships, public relationships and governmental relationships, which could in turn adversely affect our operations and results.

We may have difficulty enforcing our intellectual property rights.

The decreasing cost of electronic and computer equipment and related technology has made it easier to create unauthorized versions of audio and audiovisual products such as compact discs, videotapes and DVDs. Similarly, advances in Internet technology have increasingly made it possible for computer users to share audio and audiovisual information without the permission of the copyright owners and without paying royalties to holders of applicable intellectual property or other rights. A substantial portion of our revenue comes from the sale of audio and audiovisual products that are potentially subject to unauthorized copying and widespread, uncompensated dissemination on the Internet. If we fail to obtain appropriate relief or complete enforcement

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through the judicial process, or if we fail to develop effective means of protecting our entertainment-related intellectual property, our results of operations and financial position may suffer.

Our motion picture businesses may lose sales due to unauthorized copies and piracy.

Technological advances and the conversion of motion pictures into digital formats have made it easier to create, transmit and share high-quality unauthorized copies of motion pictures in theatrical release, on videotapes and DVDs, from pay-per-view through unauthorized set-top boxes and other devices and through unlicensed broadcasts on free TV and the Internet. Unauthorized copies and piracy of these products compete against legitimate sales of these products. A failure to obtain appropriate relief from unauthorized copying through judicial decisions and legislation and an inability to curtail rampant piracy may have an adverse effect on our motion picture business.

Universal Music Group has been losing, and is likely to continue to lose, sales due to unauthorized copies and piracy.

Technological advances and the conversion of music into digital formats have made it easy to create, transmit and share high-quality unauthorized copies of music through pressed disc and CD-R piracy, home CD burning and the downloading of music from the Internet. Unauthorized copies and piracy both decrease the volume of legitimate sales and put pressure on the price at which legitimate sales can be made and have had, and, we believe, will continue to have, an adverse effect on Universal Music Group (UMG).

The recorded music market has been declining and may continue to decline.

Economic recession, CD-R piracy and illegal downloading of music from the Internet and growing competition for consumer discretionary spending and shelf space have all contributed to a declining recorded music market. Additionally, the period of growth in recorded music sales driven by the introduction and penetration of the CD format has ended and no profitable new format has emerged to take its place. Worldwide sales in the recorded music market have declined since 1999, with no assurances against continued decline. A declining recorded music market is likely to lead to the loss of revenue and operating income at UMG.

Our content assets in television, motion pictures and music may not be commercially successful.

A significant amount of our revenue comes from the production and distribution of content offerings such as feature films, television series and audio recordings. The success of content offerings depends primarily upon their acceptance by the public, which is difficult to predict. The market for these products is highly competitive and competing products are often released into the marketplace at the same time. The commercial success of a motion picture, television series or audio recording depends on several variable factors, including the quality and acceptance of competing offerings released into the marketplace at or near the same time and the availability of alternative forms of entertainment and leisure time activities. Our motion picture business is particularly dependent on the success of a limited number of releases, and the commercial failure of just a few of these motion pictures can have a significant adverse impact on results. Our failure to garner broad consumer appeal could materially harm our business, financial condition and prospects for growth.

Consolidation among cable and satellite distributors may harm our cable television networks.

Cable and satellite operators continue to consolidate, making our cable television networks increasingly dependent on fewer operators. If these operators fail to carry our cable television networks or use their increased bargaining power to negotiate less favorable terms of carriage, our cable television network business could be adversely affected.

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The increase in the number of cable television networks may adversely affect our cable television networks.

Our cable networks compete directly with other cable television networks as well as with local and network broadcast channels for distribution, programming, viewing audience and advertising revenue. Growth in distribution platforms has led to the introduction of many new cable television networks. The increased competition may make it more difficult to place our cable networks on satellite and cable distribution networks, acquire attractive programming or attract necessary audiences or suitable advertising revenue.

New technologies may harm our cable television networks.

A number of new personal video recorders, such as TIVO in the US, have emerged in recent years. These recorders often contain features allowing viewers to watch pre-recorded programs without advertising. The impact of these recorders on viewing patterns and exposure to advertising could have an adverse effect on our operations and results.

Canal+ Group is subject to French and other European content and expenditure provisions that restrict its ability to conduct its business.

Canal+ Group is regulated by various statutes, regulations and orders. In particular, under its French broadcast authorization, the premium channel Canal+ is subject to, among others, the following regulations: (i) no more than 49% of its capital stock may be held by a single shareholder and (ii) 60% of the films broadcast by the channel must be European films and 40% must be French-language films. Canal+ Group also operates in Poland pursuant to that country's regulations, which generally stipulate, as does France, financing levels for European and national content. These regulations severely limit Canal+ Group's ability to choose content and could have an adverse effect on its operations and results.

Item 4: *Information on the Company*

History and Development of the Company

The commercial name of our company is Vivendi Universal, and the legal name of our company is Vivendi Universal, S.A. Vivendi Universal is a *société anonyme*, a form of limited liability company, initially organized under the name Sofiée, S.A. on December 11, 1987, for a term of 99 years in accordance with the French commercial code. Our registered office is located at 42, avenue de Friedland, 75380 Paris Cedex 08, France, and the telephone number of our registered office is 33 1 71 71 1000. Our agent in the US is Vivendi Universal US Holding Co., located at 800 Third Avenue, 5th Floor, New York, New York 10022. All matters addressed to our agent should be to the attention of the Senior Vice President, Deputy General Counsel.

We were formed through the merger in December 2000 of Vivendi S.A., The Seagram Company Ltd. and Canal Plus, S.A., with Vivendi Universal continuing as the surviving parent entity (Merger Transactions). From our origins as a water company, we expanded our business rapidly in the 1990s and transformed ourselves into a media and telecommunications company with the December 2000 merger. Following the appointment of new management in July 2002, we commenced a significant asset divestiture program aimed at reducing the group's indebtedness, which we have almost completed. See Item 5 Operating and Financial Review and Prospects Recent Developments and Our Strategy below.

Our Strategy

Vivendi Universal, having improved its liquidity and substantially reduced its debt, is now focused on developing the assets of its two core businesses: media and telecommunications.

In the media sector, Vivendi Universal is carrying out internal management and other restructuring changes designed to strengthen the competitive position and profitability of each of its business units. Vivendi Universal's telecommunications strategy is focused on penetrating growing markets and building on the already dominant market positions of both SFR Cegetel Group and Maroc Telecom. As deregulation and the

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development of new technologies spur innovation and diversification in the telecommunications industry, Vivendi Universal continues to make capital investments in both networks and new software-based services.

The group plans to pursue its policy of growing its businesses organically, while investing selectively in external growth opportunities should they arise. Vivendi Universal's goal is to create value for its shareholders through further development of its media and telecommunications activities, both of which have higher growth potential. Value creation is integral to Vivendi Universal's strategy, which has been established by its management team, submitted to its Strategy and Finance Committee and approved by its board of directors. Shareholder value is fostered by adherence to the principles and procedures that guide the group's policies regarding investment, indebtedness, public and shareholder communications, employee share ownership, and risk management.

Our Year

In 2003, Vivendi Universal invested 6 billion, of which 1.6 billion was used to fund capital expenditures in its core businesses and 4 billion was used to increase its stake in SFR Cegetel Group. In addition, in 2003, Vivendi Universal signed the NBC-Universal Transaction agreement to combine VUE and National Broadcasting Company, Inc., and also decided to increase its stake in Maroc Telecom. Vivendi Universal also refocused, restructured and recapitalized Canal+ Group for approximately 3 billion, made substantial efforts to divest its interest in Elektrim Telekomunikacija, eliminated major cash drains, divested non-strategic assets for proceeds of approximately 3 billion, and refinanced its debt through a series of transactions. For more information regarding both SFR Cegetel Group and the NBC-Universal Transaction, see 2003 Significant Transactions SFR Cegetel Group and 2003 Significant Transactions Combination of VUE and NBC to form NBC Universal.

Canal+ Group

During 2003, Canal+ made significant progress in its turnaround efforts. It has refocused on its core pay TV activities in France and the activities of StudioCanal. It has launched a number of initiatives to restructure and reposition these activities. It has exited most of its non-core activities, which often represented significant cash drains (see below). Also, on December 18, following Canal+ Group's extraordinary shareholders meeting, Vivendi Universal recapitalized Canal+ Group for 3 billion through the conversion of an intercompany loan into equity that had no cash impact. As a result of this recapitalization, the performance of Canal+ Group in 2003 and divestitures of non-core assets, Canal+ Group's financial net debt was approximately 1 billion at the end of 2003 versus approximately 5 billion on June 30, 2003. In February 2004, after the Sogecable shares held by Canal+ Group as well as the shareholders' loan to Sogecable were transferred to Vivendi Universal, Canal+ Group's financial net debt was reduced to approximately 500 million.

Elimination of Cash Drains

During 2003, Vivendi Universal continued to eliminate its major cash drains. It essentially shut down its Internet activities, which had generated approximately 2.5 billion in losses over a four-year period, divested a number of businesses that had previously generated significant losses (see 2003 Divestitures), and refocused and restructured its headquarters activities.

The French Consolidated Income Tax Regime

On December 23, 2003, Vivendi Universal applied to the Ministry of Finance for permission to use the Consolidated Global Profit System under Article 209 *quinquies* of the French tax code. Fourteen French multinational companies have operated or are operating under the French Consolidated Income Tax Regime.

Due to the reorganization and simplification of the Vivendi Universal group over the last 18 months, the number of companies which might be comprised in the scope of consolidation decreased from 6,000, three years ago, to 1,000, which makes the French Consolidated Income Tax Regime possible and attractive for Vivendi Universal.

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If this request is approved by the Ministry of Finance, Vivendi Universal will be entitled to consolidate its own profits and losses (including French tax loss carryforwards) with the profits and losses of all of its qualifying domestic and foreign subsidiaries operating within and outside France in calculating the consolidated taxable income of the Vivendi Universal tax group for French tax purposes. A qualifying subsidiary is one in which Vivendi Universal owns at least 50% of the outstanding shares, and would include, but not be limited to, Universal Music Group, Maroc Telecom (after the acquisition of an additional 16% stake), CanalSatellite and SFR Cegetel Group.

If this request is granted, it will apply for a period of five years beginning with the taxable year 2004. By consolidating all its majority shareholdings under this system, Vivendi Universal is expected to rationalize its organizational structure and to assist its growth both in France and other countries by maximizing the value of its assets in the interest of its shareholders. Vivendi Universal is continuing its discussions with the French Ministry of Finance.

2004 Significant Transactions

For a discussion of significant transactions that have occurred in 2004, see Item 5 Operating and Financial Review and Prospects Subsequent Events.

2003 Significant Transactions

2003 Acquisitions

SFR Cegetel Group

In January 2003, Vivendi Universal purchased BT Group's 26% interest in Cegetel Groupe SA for 4 billion, thereby increasing its voting interest in the French telecommunications operator from 59% to 85% and its ownership interest from 44% to 70% (with an approximate 56% ownership interest in SFR, its mobile subsidiary). The acquisition of this interest from BT Group was made through Société d'Investissement pour la Téléphonie (SIT), for an acquisition cost of 4 billion. SIT financed this acquisition through a 2.7 billion cash contribution from Vivendi Universal and by a non-recourse loan of 1.3 billion with a scheduled maturity of June 30, 2004. Debt service of this loan, which was drawn on January 23, 2003, was expected to be provided by dividends paid in respect of its 26% shareholding in Cegetel Groupe SA. This loan was reimbursed in July 2003 out of the proceeds of the issuance of five-year senior notes. To finance the cash contribution, Vivendi Universal issued, in November 2002, 78,678,206 bonds for a total amount of 1 billion, redeemable on November 25, 2005 in Vivendi Universal new shares. For more information, see Item 18 Note 13.

In November 2003, after the repayment of the credit facility described above, SIT was merged with Vivendi Universal, thereby simplifying the group's ownership structure and increasing its access to dividends from Cegetel Groupe SA.

As a result of this transaction, Cegetel Groupe SA, which had been consolidated by Vivendi Universal with a 44% ownership interest, has been consolidated with a 70% ownership interest since January 23, 2003.

During 2003, Vivendi Universal signed with Vodafone Group Plc a number of agreements designed to further improve the performance of SFR Cegetel Group, as well as optimize the cash flows between SFR Cegetel Group and its shareholders. Vodafone and SFR have signed an agreement to increase their cooperation and their joint economies of scale by coordinating their activities in the development and rollout of new products and services, including Vodafone *live!*, developing operational synergies in procurement (including IT and technology) and other best-practice sharing arrangements. They expect that these arrangements will further enhance SFR's competitiveness, and therefore benefit both SFR's customers and shareholders.

On December 18, 2003, the extraordinary shareholders meeting of Cegetel Groupe SA approved the simplification of the group structure through the merger of Transtel, Cofira and SFR into Cegetel Groupe SA holding company. The new company resulting from the merger, which is both the mobile phone operator and the holding company of the group, was renamed SFR. It is owned 55.8% by Vivendi Universal, 43.9% by

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Vodafone, and 0.3% by individual shareholders. The group comprised of SFR and its subsidiaries, including the fixed-line operator Cegetel, is now named SFR Cegetel Group.

In 2004, SFR Cegetel Group implemented a dividend distribution plan, in part involving the distribution of premiums and reserves, as well as the introduction of quarterly advance dividend payments. This enhances the access of both shareholders to the merged entity's cash flows. SFR Cegetel Group plans to distribute approximately \$3.2 billion to its shareholders in 2004, with approximately \$1.8 billion to Vivendi Universal. In 2003, SFR Cegetel Group paid Vivendi Universal a \$621 million dividend.

In parallel, in December 2003, SFR (formerly known as Cegetel Groupe SA) and SNCF (the French national railway company) decided to merge their fixed-line businesses and approved the merger of Cegetel SA (fixed-line operator, subsidiary of SFR) and Télécom Développement (network operator, subsidiary of SNCF in which SFR had a minority interest). This new entity is named Cegetel SAS and is held 65% by SFR and 35% by SNCF.

As a result of these transactions, the structure of the SFR Cegetel Group is set forth below:

* Stake acquired by Vodafone in 2003

Combination of VUE and NBC to Form NBC Universal (NBC-Universal Transaction)

On October 8, 2003, Vivendi Universal and GE announced the signing of a definitive agreement for the combination of the respective businesses of National Broadcasting Company, Inc. (NBC) and Vivendi Universal Entertainment LLLP (VUE). This transaction was completed on May 11, 2004. The new company, called NBC Universal, is 80% owned by GE, with approximately 20% held by Vivendi Universal (through its subsidiary, Universal Studios Holding III Corp.). NBC Universal's assets include: the NBC Television Network, Universal Pictures, television production studios (NBC Studios and Universal Television), a portfolio of cable networks, the NBC TV stations group, Spanish-language TV broadcaster Telemundo and its 15 Telemundo stations, and interests in five theme parks. On a pro forma basis, in 2003, NBC Universal had revenues of more than \$13 billion from a diverse group of complementary assets and EBITDA⁽¹⁾ of approximately \$3 billion.

As part of the NBC-Universal Transaction, GE paid at closing \$3.65 billion of cash consideration, of which Vivendi Universal received approximately \$3.4 billion. Vivendi Universal also benefited from approximately \$3.2 billion (of which \$1.7 billion is related to VUE's debt excluding any cash adjustments) reduction in debt on a consolidated basis as a result of the deconsolidation of VUE. Beginning in 2006, Vivendi Universal will have the option to begin monetizing its ownership interest in NBC Universal at fair market value. Vivendi Universal initially holds three of 15 seats on the board of directors of NBC Universal.

¹Defined as: earnings before interest, taxes, depreciation and amortization.

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Under the terms of the NBC-Universal Transaction, (i) Vivendi Universal is responsible for certain economic costs associated with the existing VUE preferred interests, including the cost of the defeasance of certain covenants of the VUE Class A preferred interests and the net costs of the dividends on the VUE Class B preferred interests, and (ii) Vivendi Universal is entitled to certain economic benefits related to the value of the 56.6 million shares of InterActiveCorp stock transferred to NBC Universal as part of the NBC-Universal Transaction.

Under the terms of the NBC-Universal Transaction, Vivendi Universal pledged a portion of its NBC Universal stock to secure its obligations with respect to the defeasance of the VUE Class A preferred interests. In addition, so long as Vivendi Universal holds 3% of the capital stock of NBC Universal, GE will receive an additional non-pro-rata dividend from NBC Universal in order to make GE whole for the after-tax cost of 94.56% of the 3.6% cash coupon on the VUE Class B preferred interests. Vivendi Universal also has certain contingent obligations in connection with the NBC-Universal Transaction relating to taxes, retained businesses and liabilities, the divestiture of certain businesses and other matters customary for a transaction of this type.

As part of the agreements with GE, Vivendi Universal received demand registration rights on its NBC Universal shares that it will be able to exercise beginning in 2006. GE will have the right to pre-empt any Vivendi Universal sale to the market and under certain circumstances Vivendi Universal will be able to exercise a put option to GE. Lastly, for a 12-month period commencing on the fifth anniversary of the closing of the NBC-Universal Transaction, GE will have the right to call either (i) all of Vivendi Universal's NBC Universal shares or (ii) \$4 billion of Vivendi Universal's NBC Universal shares, in each case at the greater of their market value at the time the call is exercised or their value as determined at the time of the NBC-Universal Transaction. If GE calls \$4 billion, but not all, of Vivendi Universal's NBC Universal shares, GE must call the remaining NBC Universal shares held by Vivendi Universal by the end of the 12-month period commencing on the sixth anniversary of the closing of the NBC-Universal Transaction.

The closing of the NBC-Universal Transaction was subject, among other things, to the defeasance of certain covenants of the VUE Class A preferred interests owned by InterActiveCorp. This defeasance was implemented in accordance with the terms of the VUE Partnership Agreement on May 11, 2004, immediately prior to the closing of the NBC-Universal Transaction.

Vivendi Universal's management believes that the NBC-Universal Transaction should not give rise to any reduction of the carrying value in dollars of VUE, with the exception of a potential foreign exchange adverse effect due to the euro/dollar exchange rate. For more information on the accounting impact of this transaction in 2004, see Item 18 Note 3.

In the context of the NBC-Universal Transaction, Vivendi Universal has expanded VUE's relationship with DreamWorks Pictures for seven years. In addition, Vivendi Universal (through UMG) acquired DreamWorks Records for approximately \$100 million in January 2004. The label's roster and catalog are comprised of rock and pop, country, urban, film scores and soundtracks, and Broadway cast recordings.

Maroc Telecom

On September 2, 2003, Vivendi Universal announced that its board of directors had approved a plan to increase its interest in Maroc Telecom from 35% to 51%. Pursuant to the March 4, 2002 agreement signed by Vivendi Universal and the Kingdom of Morocco, the latter had the opportunity to sell up to 16% of Maroc Telecom to third parties. This opportunity was not exercised and expired on September 1, 2003. The Kingdom still holds a put option that expires on June 30, 2005 by which it can require Vivendi Universal to purchase this 16% stake. In the fourth quarter of 2003, following Vivendi Universal's board of directors' decision taken on September 2, 2003, the Kingdom of Morocco and Vivendi Universal started the valuation process of this 16% stake with a view toward implementing the purchase in 2004.

Furthermore, in December 2003, Vivendi Universal received an underwritten commitment from two banks to finance part of the acquisition of the 16% equity interest in Maroc Telecom. This commitment consists of a five billion dirham facility split in two tranches with different maturities. The commitment

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received by Vivendi NBC-Universal transaction for this financing expires on June 30, 2004. For more information on this facility, see Item 5 Liquidity and Capital Resources.

2003 Divestitures

In 2003, Vivendi Universal continued to progress towards its goal of divesting up to 16 billion in assets between July 2002 and the end of 2004. With proceeds of approximately 3 billion for 2003, program-to-date proceeds as of December 31, 2003 were approximately 10 billion. Major transactions include:

Date	Asset	Total Consideration	Cash received
(in millions)			
July 2002	B2B/Health	150	150
July 2002	Lagardère	44	44
July 2002	Vinci	291	291
August 2002	Vizzavi	143	143
December 2002	Houghton Mifflin	1,567	1,195
December 2002	Other publishing	1,138	1,121
December 2002	Veolia Environnement	1,856	1,856
December 2002	EchoStar	1,037	1,037
December 2002	Sithe Energies Inc.	319	319
December 2002	Others	108	108
Total 2nd half 2002		6,653	6,264(a)
February 2003	Consumer Press division	200	200
February 2003	Canal+ Technologies	191	191(b)
February/ June 2003	InterActiveCorp warrants	600	600
April 2003	Telepiù	831	457(c)
May 2003	Fixed-line telecommunication in Hungary	315	10(d)
May 2003	Comareg	135	135
May 2003	Interest in Vodafone Egypt	43	43
June 2003	Interest in Sithe International	40	40
June 2003	VUE Real Estate	276	276(e)
October 2003	Canal+ Nordic	48	48(f)
	Other divestiture	204	(35)
Total 2003		2,883	1,965(a)
Total closed 2nd half 2002 and full year 2003		9,536	8,229
NBC Universal Transaction (estimate)		5,000	2,900(g)
Total signed from July 2002 to December 2003		14,536	11,129

(a) Actual amounts after deduction of divestiture fees and expenses.

(b) This amount includes a 90 million cash consideration which was received in 2002.

(c) The cash payment includes a 13 million adjustment corresponding to the reimbursement of accounts payable net of debt.

(d) Does not include a remaining amount of 10 million of deferred purchase consideration that may be received.

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- (e) Amounts subject to adjustment to reflect the deduction of divestiture fees and expenses, currency exchange rate fluctuations and purchase price adjustments.
- (f) Does not include a remaining amount of approximately 7 million of deferred purchase consideration received in the first quarter of 2004, excluding an intercompany loan.
- (g) The NBC-Universal Transaction was signed in October 2003 and closed in May 2004 and is described in 2003 Significant Transactions. In addition, Vivendi Universal received an equity consideration in NBC of approximately 4,600 million and will retain an interest in VUE with an estimated value of 2,100. For more information on the estimated impact of this transaction on Vivendi Universal's accounts, see Item 18 Note 3.

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Canal+ Technologies: The sale of Vivendi Universal's 89% stake in Canal+ Technologies to Thomson Multimedia was closed on January 31, 2003 for 191 million in cash. Given the previous impairment loss recorded against this investment, the divestiture generated a capital gain of 21 million.

Telepiù: In April 2003, Vivendi Universal, Canal+ Group, News Corporation and Télécom Italia completed the sale of Telepiù, the Italian pay-TV platform. The consideration for this transaction amounted to 831 million, comprising debt of 374 million (after a capital contribution of 100 million) and 457 million in cash. The cash payment includes a 13 million adjustment relating to the reimbursement of the accounts payable net of debt adjustment. This transaction generated a capital gain of 215 million, after the reversal of a 352 million provision resulting from unanticipated improvements in working capital registered by Telepiù in the first quarter of 2003.

Dilution in Sogecable: In connection with its merger with ViaDigital, a Telefonica subsidiary, Sogecable received a capital increase in July 2003 from Telefonica. As a consequence, Canal+ Group's ownership interest governing Sogecable decreased from 21.27% to 16.38%. Following the termination of the shareholder agreement governing Sogecable on September 29, 2003, Vivendi Universal ceased to account for Sogecable on an equity basis on October 1, 2003. This transaction generated a dilution profit of 71 million. In addition, the three principal shareholders (Canal+ Group, Prisa and Telefonica) granted a 50 million loan to Sogecable that will mature in 10 years' time. In February 2004, the 20,637,730 Sogecable shares held by Canal+ Group as well as the stock loan were transferred to Vivendi Universal.

Canal+ Nordic: In October 2003, Vivendi Universal and Canal+ Group sold Canal+ Television AB, the company in charge of its pay-TV channel activities in the Nordic region, to a consortium comprised of the equity firms Baker Capital and Nordic Capital. The transaction was based on an enterprise value of 70 million, resulting in a net contribution to the group's debt reduction of approximately 48 million, principally due to loan relinquishment. This transaction generated a capital gain of 17 million.

Canal+ Benelux: In December 2003, Canal+ Group sold its Flemish operations to Telenet, and sold Canal+ Belgique S.A. to Deficom, for a total consideration of 32 million. This transaction generated a capital gain of 33 million.

Vivendi Universal Entertainment (VUE)

Spencer Gifts: On May 30, 2003, Vivendi Universal (through VUE) sold Spencer Gifts, a novelty and gift store chain operating in the US, Canada and the UK, to an investor group led by privately held Gordon Brothers Group and Palladin Capital Group Inc. for consideration of approximately \$100 million. This operation generated no capital gain.

Others

Vivendi Universal Publishing:

Consumer Press: The sale of the Consumer Press Division (Groupe Express-Expansion - Groupe l'Étudiant) to the Socpresse Group was completed in February 2003, following authorization by the French Ministry of Economy and Finance in January 2003, for an aggregate consideration of 200 million. This transaction generated a capital gain of 104 million.

Comareg: In May 2003, Vivendi Universal completed the sale of Comareg to the France Antilles group. The consideration received from this transaction was 135 million. Given the previous impairment loss recorded against this investment, this transaction generated a capital gain of 42 million.

Vivendi Telecom International (VTI):

Vivendi Telecom Hungary: In May 2003, Vivendi Universal concluded the divestiture of its fixed-line telephony activities in Hungary (Vivendi Telecom Hungary) to a consortium led by AIG Emerging Europe Infrastructure Fund and GMT Communications Partners Ltd. The amount of the transaction was 325 million in enterprise value, including the issuance of a 10 million promissory note that will mature by May 2007.

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Given the previous impairment loss recorded against this investment, the divestiture generated a capital gain of 15 million.

Xfera: In August 2003, Vivendi Universal sold its 26.3% interest in Xfera for a nominal 1 to the other members of the Xfera consortium. This transaction generated a capital gain of 16 million, including a 75 million provision accrual.

Elektrim Telekomunikacija: In 2003, Vivendi Universal pursued a strategy to divest its 49% stake in Elektrim SA (Elektrim). On January 8, 2003, Vivendi Universal signed a letter of intent with Polsat Media S.A. (Polsat) involving the sale to Polsat of Vivendi Universal's stake in Telco and Elektrim for a total consideration of 550 million. However, Polsat was subsequently unable to meet the closing conditions of this transaction. On September 2, 2003, Vivendi Universal's board of directors approved the decision to propose to the supervisory board of Elektrim Telekomunikacja (Telco), which is 49% owned by Vivendi Universal, to accept the tender offer for PTC, the Polish mobile telecom operator, from Deutsche Telekom (DT). On September 14, 2003, DT, Vivendi Universal, Elektrim (in agreement with the bondholders' representatives on the management board) and Ymer Finance announced an agreement in principle on DT's offer to increase its shareholding in PTC from 49% to 100% for a total revised cash offer of 1.1 billion. This agreement did not come into effect because Elektrim could not obtain the required consent of bondholders. While these efforts have not materialized in the divestment of Telco, Vivendi Universal will continue its efforts to divest this business.

Furthermore, DT initiated arbitration proceedings against the validity of the transfer to Telco by Elektrim of 48% of the share capital of PTC. DT asked for the cancellation of this transfer, alleging the violation of its rights under the PTC shareholders' agreement. DT also asked for Elektrim to be considered as being in material default under the shareholders' agreement, in order to acquire Elektrim's stake in PTC at its book value. Should DT win the case, Vivendi Universal would lose virtually the whole of its investment since Telco would no longer own its main asset. For more information, see Item 8 - Litigation.

Other 2003 Transactions

Disposition of Sithe

On December 18, 2002, Vivendi Universal sold its remaining 34% stake in Sithe Energies, to Apollo Energy LLC. Net cash proceeds of this transaction were 319 million, generating a capital loss of 232 million before tax in 2002. Under the terms of this transaction, Vivendi Universal retained the rights and obligations to take legal ownership of a minority stake in certain power generating operations in Asia from Sithe. Vivendi Universal transferred these rights and obligations to Marubeni for \$47 million on June 11, 2003.

InterActiveCorp Warrants: In February 2003 and in June 2003, Vivendi Universal sold, respectively, 32.19 million and the remaining 28.28 million warrants of InterActiveCorp (IAC, formerly known as USA Interactive and prior thereto as USA Networks, Inc.) for consideration totalling 600 million. These warrants were initially acquired in connection with the acquisition of the entertainment assets of IAC. These transactions generated a loss of 329 million, which was offset by the reversal of the related provision of 454 million, which corresponded to a downside mark-to-market adjustment registered as at December 31, 2002. Prior to the closing of the NBC-Universal Transaction, Vivendi Universal held indirectly 56.6 million shares of IAC, which were held in four bankruptcy remote vehicles (approximately 8% of IAC's share capital). Vivendi Universal ceased to beneficially own the 56.6 million IAC shares upon the transfer of Universal Studios, Inc. to NBC at the closing of the NBC-Universal Transaction on May 11, 2004.

Unwinding of the Total Return Swap in connection with Time Warner Inc. (formerly known as AOL Time Warner Inc.) Call Options: In April 2003, Time Warner Inc. exercised its call options on the AOL Europe shares held by LineInvest for a cash consideration of \$812.5 million received in May 2003. This transaction had no impact on Vivendi Universal's cash position as a result of the terms of the total return swap put in place in August 2001 with LineInvest. The provision of \$100 million (97 million) recorded by Vivendi Universal in 2002 (in order to cover the market risk under the terms of the total return swap if Time Warner Inc. had opted for payment in its own shares) was consequently reversed in the second quarter of 2003.

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Modification of the Structure of UGC S.A.'s Equity Capital: On December 31, 2003, Vivendi Universal and the family shareholders of the UGC Group signed an agreement modifying the structure of UGC S.A.'s equity capital. Under the terms of the agreement:

Vivendi Universal holds 37.8% of UGC S.A.'s equity capital. After the elimination of the UGC S.A. treasury shares, Vivendi Universal will hold only 40% of UGC S.A.'s equity capital, and the family shareholders' stake will be 56.20%. Vivendi Universal holds five of the 14 seats on the UGC board of directors.

Vivendi Universal is freed of the put option previously granted to the family shareholders, thereby removing a significant off-balance-sheet commitment for Vivendi Universal.

Vivendi Universal also granted a call option to the family shareholders for its UGC S.A. shares at a price of €80 million until December 31, 2005. The price may be adjusted in the case of a further sale by UGC family shareholders at a later date (within one year after the exercise of the call) with an increase in value.

Closing of Contractual Guarantees to Former Rondor Shareholders: Finally, in connection with the purchase of Rondor Music International in 2000, there existed a contingent purchase price adjustment based on the market value of Vivendi Universal shares. The contingent purchase price adjustment was triggered in April 2002 when the share price of Vivendi Universal fell below \$37.50 for 10 consecutive days and the former shareholders of Rondor requested early settlement. A liability for this adjustment was recorded in the Consolidated Statement of Financial Position of Vivendi Universal at December 31, 2002 for an estimated amount of €223 million (approximately \$230 million). On March 3, 2003, this liability was settled and the former shareholders of Rondor received 8.8 million shares of Vivendi Universal, then representing 0.8% of capital stock and a cash amount of \$100.3 million (€92.6 million).

2002 Significant Transactions

2002 Acquisitions

Acquisition of the Entertainment Assets of InterActiveCorp (IAC, formerly, USA Interactive, and prior thereto, USA Networks, Inc.)

On May 7, 2002, Vivendi Universal consummated its acquisition of the entertainment assets of IAC through the limited liability limited partnership VUE, in which Vivendi Universal has an approximate 93% voting interest and an approximate 86% economic interest (due to the minority stake of Matsushita Electric Industrial Co., Ltd., or Matsushita). As part of the transaction, Vivendi Universal and its affiliates surrendered 320.9 million shares of USANi LLC that were previously exchangeable into shares of IAC stock. In addition, Vivendi Universal transferred 27.6 million treasury shares to Liberty Media Corporation in exchange for (i) 38.7 million USANi LLC shares (which were among the 320.9 million surrendered) and (ii) 25 million shares of IAC common stock, which were retained by Vivendi Universal.

As consideration for the transaction, IAC received a \$1.62 billion cash distribution from VUE, a 5.44% common interest in VUE and Class A and Class B preferred interests in VUE with initial face values of \$750 million and \$1.75 billion, respectively. The Class B preferred interests are subject to put/call provisions at any time following the 20-year anniversary of issuance (May 2022). IAC may require certain former subsidiaries of Vivendi Universal that are now owned by NBC Universal to purchase the Class B preferred interests, and those former subsidiaries may require IAC to sell to them Class B preferred interests, for a number of IAC shares having a market value equal to the accreted face value of the Class B preferred interests at such time, subject to a maximum of 56.6 million IAC shares.

In addition, Mr. Diller, IAC's chairman and chief executive officer, received a 1.5% common interest in VUE in return for agreeing to specific non-competition provisions for a minimum of 18 months, for informally agreeing to serve as VUE's chairman and chief executive officer (Mr. Diller terminated his temporary assignment as chief executive officer in March 2003) and as consideration for his agreement not to exercise his veto right over this transaction. In connection with the NBC-Universal Transaction, Universal Studios elected

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to purchase Mr. Diller's common interest for \$275 million pursuant to the terms of the VUE Partnership Agreement.

Under the VUE partnership agreement, VUE is subject to a number of covenants for the benefit of the holder of the Class A preferred interests in VUE (currently IAC), including a cap on indebtedness and a restriction on asset transfers by VUE and its subsidiaries. Certain of the covenants, including those specified above, ceased to apply upon the posting of an irrevocable letter of credit in an amount equal to the accrued value of such interests at maturity (approximately \$2 billion in 2022) in connection with the NBC-Universal Transaction. See 2003 Significant Transactions 2003 Acquisitions Combination of VUE and NBC to Form NBC Universal.

In addition, Vivendi Universal agreed to indemnify IAC for any tax detriment (defined to mean the present value of the loss of IAC's tax deferral on the transaction) arising from certain actions taken by VUE prior to May 7, 2017, including selling assets contributed by IAC to VUE and repaying the \$1.62 billion in debt used to finance the cash distribution made to IAC at the closing.

In connection with the transaction, Vivendi Universal received approximately 60.5 million warrants to purchase common stock of IAC, with exercise prices ranging from \$27.50 to \$37.50 per share. The warrants were issued to Vivendi Universal in return for an agreement to enter into certain commercial arrangements with IAC. No commercial arrangement was put in place as a portion of the warrants were sold in February 2003, with the remainder of the warrants sold in June 2003.

The entertainment assets acquired by Vivendi Universal were IAC's television programming, cable networks and film businesses, including USA Films, Studios USA and USA Cable. These assets, combined with the film, television and theme park assets of the Universal Studios Group, formed the new entertainment group, VUE.

The acquisition cost of the IAC entertainment assets amounted to \$1,135 million and was determined with the assistance of an independent third-party valuation firm.

Vivendi Universal sold all of its interests in VUE and the IAC common stock to NBC on May 11, 2004. For more information, see 2003 Significant Transactions 2003 Acquisitions Combination of VUE and NBC to Form NBC Universal.

Acquisition of Additional Interest in MultiThématiques

In connection with the sale of its shares in IAC, Liberty Media transferred to Vivendi Universal its 27.4% share in the European cable television company, MultiThématiques, and its current account balances in exchange for 9.7 million Vivendi Universal shares. The share value was based on the average closing price of Vivendi Universal shares during a reference period before and after December 16, 2001, the date the agreement was announced. Following this acquisition, Vivendi Universal holds, directly and indirectly, 63.9% of MultiThématiques' share capital. The additional goodwill resulting from Vivendi Universal taking a controlling stake in this company, which had been consolidated until March 31, 2002 using the equity method, amounted to \$542 million.

Acquisition of Additional Interest in UGC

On December 23, 2002, following the exercise by BNP Paribas of the put granted by Vivendi Universal in July 1997, Vivendi Universal acquired, for a total consideration of \$59.3 million, 5.3 million of UGC shares representing 16% of share capital of UGC. Vivendi Universal's 58% interest in UGC does not provide for operational control of the company due to a shareholders' agreement. Accordingly, this investment is accounted for using the equity method.

For a description of other transactions executed in 2003, see 2003 Significant Transactions.

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2002 Divestitures

Divestiture of Interest in Veolia Environnement

Following a decision taken by its Board of Directors on June 17, 2002, Vivendi Universal reduced its ownership interest in Veolia Environnement in three steps. Prior to taking these steps, an agreement was signed with Mrs. Esther Koplowitz by which she agreed not to exercise the call option on Veolia Environnement's participation in Fomento de Construcciones y Contratas which otherwise would have been exercisable once Vivendi Universal ownership interest in Veolia Environnement fell below 50%.

The first step occurred on June 28, 2002, when 53.8 million Veolia Environnement shares were sold on the market (approximately 15.5% of share capital before capital increase). The shares were sold by a financial institution which had owned the shares since June 12, 2002 following a repurchase transaction, known in France as a *pension livrée*, carried out with Vivendi Universal. In parallel, in order to make it possible for the financial institution to return the same number of shares to Vivendi Universal at the maturity of the repurchase agreement on December 27, 2002, Vivendi Universal entered into a forward sale for the same number of shares to this financial institution at the price of the investment. As a result, Vivendi Universal reduced its debt by 1,479 million and held 47.7% of the share capital of Veolia Environnement.

In the second step, on August 2, 2002, Veolia Environnement increased its share capital by 1,529 million, following the issuance of approximately 58 million new shares (14.3% of the capital after the capital increase), subscribed to by a group of investors to whom Vivendi Universal had already sold its preferential subscription rights pursuant to an agreement dated June 24, 2002. Following this second transaction, Vivendi Universal owned 40.8% of Veolia Environnement's share capital and Veolia Environnement continued to be consolidated using the full consolidation method in accordance with French GAAP.

The third step occurred on December 24, 2002, a month after the banks that managed the June transaction and a group of new investors entered into an amendment to the June 24, 2002 agreement. Under the terms of the amended agreement, Vivendi Universal agreed to sell 82.5 million shares of Veolia Environnement, representing 20.4% of Veolia Environnement's share capital, and the new investors agreed to become subject to the lock-up on dispositions of these shares previously agreed to by Vivendi Universal for the remaining term of that lock-up agreement (i.e., until December 21, 2003).

Each of these shares of Veolia Environnement includes a call option that entitles these investors to acquire additional Veolia Environnement shares at any time until December 23, 2004 at an exercise price of 26.50 per share. After the exercise of all the call options, Vivendi Universal would no longer hold any shares of Veolia Environnement. On December 24, 2002, Vivendi Universal received, in exchange for the shares and the call options, 1,856 million. The call options on the Veolia Environnement shares are recorded as deferred items in liabilities for an amount of 173 million.

Following this divestiture, Vivendi Universal holds 82.5 million shares, or 20.4%, of Veolia Environnement's share capital which is held in an escrow account to cover the call options. This investment is accounted for using the equity method as of December 31, 2002.

Vivendi Universal recorded a 1,419 million capital gain for these operations in 2002.

Divestiture of Vivendi Universal Publishing Activities

On April 18, 2002, Vivendi Universal signed a definitive agreement pursuant to which the Cinven, Carlyle and Apax investment funds acquired 100% of the professional and health information divisions of Vivendi Universal Publishing. The transaction was concluded on July 19, 2002 and reduced profit before tax by 298 million.

In December 2002, Vivendi Universal sold both its European publishing activities and Houghton Mifflin. The European publishing activities were acquired by Editis (formerly known as Investima 10), a company wholly owned by Natexis Banques Populaires for Lagardère. The gross proceeds from the sale amounted to 1,198 million. This transaction has resulted in a gain of 329 million on Vivendi Universal's net income before tax. This transaction was subject to a price adjustment of 17 million, paid to Editis in December 2003.

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Houghton Mifflin was sold to a consortium comprised of Thomas H. Lee Company and Bain Capital. The purchase price was approximately 1.6 billion, of which approximately 1.2 billion in cash was received. As a result of this transaction, Vivendi Universal recognized a capital loss of 822 million before tax, including a foreign currency translation loss of 236 million.

Divestiture of Investment in Vinci

In June 2002, Vivendi Universal sold 5.3 million Vinci shares for a total of 343.8 million, thereby generating a pre-tax capital gain of 153 million. At the same time, Vivendi Universal bought call options on 5.3 million shares at 88.81 for 53 million allowing the group to cover the bonds exchangeable for Vinci shares issued in February 2001 for 527.4 million. These call options were sold in 2003.

Sale of Stake in Vizzavi Europe

On August 30, 2002, Vivendi Universal sold to Vodafone its 50% share of Vizzavi Europe. As a result, Vivendi Universal received 143 million in cash. As part of the transaction, Vivendi Universal gained control of 100% of Vizzavi France. This transaction generated a capital gain of 90 million.

Divestiture of an Investment in EchoStar Communications Corporation

On December 18, 2002, Vivendi Universal sold its entire EchoStar equity position, 57.6 million Class A common shares, back to EchoStar. Total net proceeds of the sale were \$1.066 billion, generating a capital loss of 674 million before tax. Vivendi Universal held these Class A common shares following the conversion of the 5.8 million EchoStar Class D preferred stock acquired in January 2002 for \$1.5 billion. Each Class D preferred stock was convertible into 10 EchoStar Class A common shares.

Unwinding of the Total Return Swap in connection with the Divestiture of Vivendi Universal's Investment in BSKyB plc

In order to comply with the conditions imposed by the European Commission in October 2001 on the merger of Vivendi, Seagram and Canal+, Vivendi Universal sold 96% (approximately 400 million common shares) of its investment in BSKyB's common shares and 81 million of money market securities to two qualifying special purpose entities (QSPEs). Concurrently, Vivendi Universal entered into a total rate of return swap with the same financial institution that held all of the beneficial interests of the QSPEs, thus allowing Vivendi Universal to maintain its exposure to rises and falls in the price of BSKyB shares until October 2005.

In December 2001, the financial institution controlling the beneficial interest of the QSPEs issued 150 million equity certificates repayable in BSKyB shares, at 700 pence per share. As a result, Vivendi Universal and the financial institution were able to reduce the nominal amount of the swap by 37% and thus fix a value of 150 million BSKyB shares and create a capital gain of 647 million after tax.

In May 2002, this financial institution sold the remaining 250 million BSKyB shares held by the QSPEs, and concurrently, Vivendi Universal and the financial institution terminated the total return swap on those shares, which were settled at approximately 670 pence per share, before Vivendi Universal's payment of related costs. As a result of this transaction, Vivendi Universal recognized a pre-tax gain of approximately 1.6 billion, net of expenses, and was able to reduce gross debt by 3.9 billion.

In addition, in February 2002, Vivendi Universal released its remaining holding of 14.4 million shares in BSKyB by exercising its option to exchange a convertible bond for BSKyB shares issued by Pathé that came into Vivendi Universal's possession when it acquired Pathé. The redemption date was fixed on March 6, 2002, at a redemption price of 100% of the principal amount plus accrued interest to that date. Holders of the bonds were entitled to convert them into 188.5236 shares of BSKyB per FFr10,000 principal amount of bonds up to and including February 26, 2002.

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Other 2002 Transactions

Settlement Agreement with Pernod Ricard-Diageo

On August 7, 2002, Vivendi Universal, Pernod Ricard and Diageo reached a global settlement of outstanding claims relating to post-closing adjustments arising from the acquisition of Seagram's spirits and wine concluded in December 2000 and closed in December 2001. As a result, Vivendi Universal received \$127 million in cash.

Notes Mandatorily Redeemable for New Shares of Vivendi Universal

For transactions relating to notes redeemable for new shares of Vivendi Universal see Item 18 Note 13.

Events between January 1 and December 31, 2002 related to Treasury Shares

For transactions relating to treasury shares, see Item 18 Note 11. The cumulative impact of treasury share cancellation from 2000 through December 2002 resulted in a reduction of shareholders' equity of approximately 4.6 billion.

Sale of Put Options on Its Own Shares

In connection with its share repurchase program, Vivendi Universal sold put options on its own shares by which it agrees to buy its own shares on specified dates at the exercise price. As of December 31, 2002 and December 31, 2001, Vivendi Universal had outstanding obligations on 3.1 million and 22.8 million shares respectively. The average exercise prices were 50.5 and 70, respectively, resulting in a potential commitment of 154 million and 1,597 million, respectively. The losses experienced by Vivendi Universal during 2002 resulting from option holders exercising their rights was 589 million, which represents the premium paid in the event of a cash settlement of the difference between their market price and the exercise price.

At the end of December 2002, Vivendi Universal marked to market put options with a specific, future exercise date. This resulted in a provision of 104 million, corresponding to the premium that will have to be paid out by Vivendi Universal in the event of a cash settlement which occurred during the first quarter of 2003. The cumulative cash impact of these transactions was 951 million.

Renunciation by Convertible Bondholders on the Guarantee Agreed by Vivendi Universal

Holders of 1.5% 1999-2005 Veolia Environnement bonds exchangeable for new or existing Vivendi Universal shares held a general meeting on August 20, 2002. At this meeting, the bondholders renounced, effective September 1, 2002, any rights to the guarantee provided by Vivendi Universal in respect of Veolia Environnement's obligations under these bonds and, as a consequence, renounced certain rights under the liability clause in the event of a default by Vivendi Universal. In exchange, the nominal interest rate was increased by 0.75%, thereby increasing the interest rate from 1.5% to 2.25%. For more details, see Item 18 Note 11.4.

2001 Significant Transactions

2001 Acquisitions

Purchase of Interest in Maroc Telecom

In the course of the partial privatization of Maroc Telecom, Vivendi Universal was chosen to be a strategic partner in the purchase of a 35% interest in Morocco's national telecommunications operator for approximately 2.4 billion. The transaction was finalized in April 2001, at which time Maroc Telecom was consolidated in the accounts of Vivendi Universal, as it obtained control through majority board representation and shared voting rights.

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Acquisition of Houghton Mifflin Company

In July 2001, Vivendi Universal acquired the Houghton Mifflin Company, a leading US educational publisher, for a total of approximately \$2.2 billion, including assumption of Houghton Mifflin's average net debt of approximately \$500 million. Houghton Mifflin was sold on December 30, 2002.

Acquisition of MP3.com, Inc.

On August 28, 2001, Vivendi Universal completed its acquisition of MP3.com, Inc., for approximately \$400 million, or \$5 per share, in a combined cash and stock transaction.

Participation in Elektrim

In September 2001, Elektrim Telekomunikacja, in which Vivendi Universal has a 49% interest, acquired all of Elektrim SA's landline telecommunications and Internet assets. Vivendi Universal loaned Elektrim Telekomunikacja 485 million, at arm's-length conditions, to provide them with the necessary funds for the acquisition.

UPC Alliance

In December 2001, Canal+ Group and United Pan-Europe Communications N.V. (UPC) merged their respective Polish satellite TV platforms Cyfra+ and Wizja TV as well as the Canal+ Polska premium channel, to form a common Polish digital TV platform. The new company (TKP) is managed and controlled by Canal+ Group, which owns 75% of TKP. UPC contributed its Polish satellite assets to TKP in exchange for a 25% interest and 150 million in cash. As part of this transaction Canal+ Polska is available on UPC's Polish cable network, in which UPC retains 100% control. TKP was consolidated in the accounts of Vivendi Universal at December 31, 2001.

2001 Divestitures

Canal+ Group's Sale of its Stake in Eurosport

In January 2001, Canal+ Group announced that it had sold its 49.5% interest in the European sports channel, Eurosport International, and its 39% interest in Eurosport France to TF1. Proceeds from the sale amounted to 303 million for Canal+ Group and 345 million for Vivendi Universal, as its subsidiary Havas Image also sold its interest in Eurosport France. Canal+ Group remained a distribution channel for Eurosport.

Disposition of AOL France

In March 2001, Vivendi Universal announced the conclusion of a deal with America Online, Inc., a subsidiary of the AOL Time Warner Group, under which Cegetel Groupe SA and Canal+ Group swapped their interest in the AOL France joint venture for AOL Europe shares. Both groups also signed distribution and marketing agreements. Cegetel Groupe SA and Canal+ Group thus swapped their 55% share of AOL France for junior preferred shares of AOL Europe valued at \$725 million and paying a 6% annual dividend. These preferred shares were sold, in late June 2001, to an unrelated financial company for a price corresponding to their present value marked up by their coupon value, or a total of \$719 million. If this investment was consolidated, an asset representing the junior preferred shares and a liability representing the corresponding debt would be recorded in our Consolidated Financial Statements in the amount of \$812 million. This transaction generated a net capital gain of 402 million. In April 2003, Time Warner Inc. exercised its call options on the AOL Europe shares held by LineInvest for a cash consideration of 812.5 million. For more details, see Other 2003 Transactions.

Sale of Stake in Havas Advertising

In June 2001, Vivendi Universal sold its remaining 9.9% interest in Havas Advertising, the world's fifth-largest advertising and communications consulting group, to institutional investors and Havas Advertising

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itself. The 484 million transaction, conducted with the approval of Havas Advertising management, generated pre-tax capital gains of 125 million.

Disposition of Interest in France Loisirs

In July 2001, Vivendi Universal sold its interest in France Loisirs to Bertelsmann. Proceeds from the sale approximated 153 million, generating a capital loss of 1 million.

Sale of 9.3% Interest in Veolia Environnement

In December 2001, Vivendi Universal sold 32.4 million shares or a 9.3% interest in Veolia Environnement for approximately 38 per share or total proceeds of 1.2 billion, generating pre-tax capital gains of 116 million (net of 10 million fees). The 9.3% interest sold had been held separately as it was allocated to exchangeable bonds issued in February 2001. At the same time, Veolia Environnement agreed to issue one free warrant for each share held to its shareholders, with every seven warrants giving holders the right to a new share of Veolia Environnement at 55 per share until March 2006. These transactions did not modify Vivendi Universal's then 63% consolidated interest in Veolia Environnement as the warrant issue replaced the shares sold that were allocated to the exchangeable bonds.

Other 2001 transactions

Issuance of bonds exchangeable for Veolia Environnement shares

Please see Item 5 Liquidity and Capital Resources.

Issuance of bonds exchangeable for Vinci shares

Please see Item 5 Liquidity and Capital Resources.

UMTS License

In August 2001, the French government officially granted SFR, an indirect subsidiary of Vivendi Universal, a license to provide 3G (third generation) UMTS (Universal Mobile Telecommunications System) mobile telephony services in France. UMTS is a high-speed standard for mobile telephony that will allow Vivendi Universal, through SFR, to provide an extensive range of new services, including video telephony and high-speed access to the Internet and corporate intranets. The license was granted for a period of 20 years and the license fee was split into two parts: a fixed upfront fee of 619 million, which was paid in September 2001, and future payments equal to 1% of 3G revenues earned when the service commences.

Public Takeover Offers

To our knowledge, we have not been the target of any public takeover offer by third parties in respect of our shares during the last or current fiscal year. Moreover, we have not sought to acquire another company in a public takeover except as might be disclosed in this document in the last or current fiscal year.

Business Overview

General

We are a major player in media and telecommunications. Our Media group is comprised of the following businesses: Canal+ Group, Universal Music Group and Vivendi Universal Games. We recently completed, on May 11, 2004, the NBC-Universal Transaction and currently hold an approximate 20% interest in NBC Universal, which is comprised, in part, of the assets of Vivendi Universal Entertainment. Our Telecommunications group is comprised of SFR Cegetel Group and Maroc Telecom. We also maintain certain other non-core operations and investments.

Table of Contents**Segment Data**

The contribution of our business segments to our consolidated revenues for each of 2003, 2002 and 2001, in each case after the elimination of intersegment transactions, is as follows:

	Year ended December 31,				
	Actual			Pro Forma(a)	
	2003	2002	2001	2003	2002
	(in millions)				
Revenues					
Canal+ Group	4,158	4,833	4,563	4,158	4,742
Universal Music Group	4,974	6,276	6,560	4,974	6,276
Vivendi Universal Games	571	794	657	571	794
Vivendi Universal Entertainment	6,022	6,270	4,938	6,022	6,978
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Media	15,725	18,173	16,718	15,725	18,790
SFR Cegetel Group	7,574	7,067	6,384	7,574	7,067
Maroc Telecom	1,471	1,487	1,013	1,471	1,487
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Telecommunications	9,045	8,554	7,397	9,045	8,554
Others(b)	584	813	672	584	813
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total Vivendi Universal (Excluding VE and VUP assets sold in 2002 and 2003)	<u>25,354</u>	<u>27,540</u>	<u>24,787</u>	<u>25,354</u>	<u>28,157</u>
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
VUP assets sold in 2003(c)	128	572	617		
Veolia Environnement		30,038	29,094		
VUP assets sold in 2002(d)			2,862		
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total Vivendi Universal	<u>25,482</u>	<u>58,150</u>	<u>57,360</u>	<u> </u>	<u> </u>

(a) The pro forma information illustrates the effect of the acquisition of the IAC entertainment assets and the disposition of VUP assets in 2003, as if these transactions had occurred at the beginning of 2002. It also illustrates the accounting for Veolia Environnement using the equity method from January 1, 2002 instead of December 31, 2002. The pro forma information is calculated as a sum of the actual results of Vivendi Universal's businesses (excluding businesses sold) and the actual results reported by each of the acquired businesses in each period presented. Additionally, the results of Universal Studios international television networks are reported by VUE instead of Canal+ Group. This reclassification has no impact on the total results of Vivendi Universal. The pro forma results are not necessarily indicative of the combined results that would have been achieved had the transactions actually occurred at the beginning of 2002.

(b) Comprised of Vivendi Telecom International, Internet, Vivendi Valorisation, Vivendi Universal Publishing (VUP) assets not sold during 2002 and 2003 (Atica & Scipione: publishing operations in Brazil) and the elimination of intercompany transactions.

(c) Comprised of the Consumer Press Division, sold in February 2003 and deconsolidated as of January 1, 2003, and Comareg, sold in May 2003.

(d) Comprised of publishing activities in Europe, Houghton Mifflin and professional and health divisions, deconsolidated as of January 1, 2002.

Table of Contents**Geographic Data**

The contribution of selected geographic markets to our consolidated revenue for each of 2003, 2002 and 2001 is as follows:

	Year ended December 31,		
	2003	2002	2001
	(in millions)		
France	11,515	26,391	24,285
United Kingdom	1,187	3,765	4,170
Rest of Europe	3,172	11,327	10,456
United States of America	6,238	10,810	12,654
Rest of World	3,370	5,857	5,795
	25,482	58,150	57,360

Our Segments*Media***Canal+ Group**

Canal+ Group, has two principal lines of business:

Pay-TV channel production in France with Canal+ premium channel and theme channels such as Sport+, i>Télé, CinéCinéma, Planète and Jimmy; and pay-TV channel distribution, whether over the air, via satellite, cable or ADSL (CanalSatellite, NC Numéricâble and Media Overseas)

Production and distribution of films through StudioCanal, a major European studio involved in the production, co-production, acquisition and distribution of feature films and television programs

Vivendi Universal owns 100% of Canal+ Group, which in turn owns 49% of Canal+ S.A. (premium channel) and 66% of CanalSatellite.

Pay-TV France

Canal+ Group's pay-TV operations in France are centered on Canal+ premium channel and are engaged in the production of pay-TV, premium and theme channels and their distribution, in analog and digital format, over the air, and via satellite, cable and, since March 22, 2004, ADSL platforms. On March 10, 2004, Canal+ Group announced the launch of its triple-pay offer combining television, high-speed Internet access and telephone services through a new partnership with France Telecom and Neuf Telecom.

Production

Canal+ Premium Channel. Canal+ premium channel, a pioneer in pay-TV in Europe, has developed a unique programming format, offering recent movies and sports events on an exclusive basis, as well as original news, documentaries and entertainment programs. Canal+ is available over the air and via satellite, cable and, since March 22, 2004, via ADSL. Subscribers with access to digital transmission benefit from a package of four Canal+ channels. At the end of December 2003, Canal+ had 4.9 million total subscriptions (including Media Overseas customers who receive Canal+ programs in French overseas territories).

Canal+'s 2003 revenues were generated through subscriptions (95%) and advertising (5%). Canal+ attracts subscribers primarily through its film and sports offerings. Canal+ broadcasts more than 400 films annually, about 80% of which are French TV premieres. Canal+ sports offerings include the French L1 professional soccer league championship, UEFA Champions League, and other major European soccer leagues,

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as well as horse racing, major rugby games (including the Top 16), golf tournaments, boxing championships and various US sports, including the NBA. The current contract between Canal+ and the French professional soccer league (LFP), which was due to expire in June 2004, was renewed for another

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year. This contract gives the Canal+ premium channel the right to broadcast two live games, including the best game of each day of the championship, as well as the Jour de foot program, which offers a summary of all the games at the end of each championship day. For the 2003 season, Canal+ launched a dozen new programs, for both its unscrambled and encrypted sections. The development of an attractive unscrambled program line-up, as well as strong film and sports content, have been well received, with subscriptions reaching record levels in the last quarter of 2003.

Theme Channels. Canal+ Group has interests in a series of theme channels mainly targeted at the French market. Through MultiThématiques (64% jointly owned by Canal+ Group and Vivendi Universal), Canal+ Group operates the CinéCinéma, Planète, Jimmy and Seasons channels. The Group also controls 100% of i>Télé, a 24-hour news channel and Sport+.

Distribution

CanalSatellite. Canal+ Group owns 66% of CanalSatellite, the leading French digital satellite pay-TV package. A leader in digital TV, with 2.75 million subscriptions at the end of December 2003, (a net increase of 230,000 subscriptions compared with 2002), CanalSatellite offers over 260 channels and services, about 60 of which are satellite exclusives. CanalSatellite diversified its package in 2003 by offering nine additional TV channels and several new interactive services. In 2003, CanalSatellite placed a strong emphasis on the teenage and young adult markets with channels such as Ma Planète, Extreme Sports Channel, BeurTV, as well as NBA+, a channel launched in October 2003 and broadcast 24 hours a day since January 15, 2004. Discovery Channel, one of the most widely distributed TV channels in the world, will be offered for the first time in France in the third quarter of 2004, exclusively on CanalSatellite, as the result of a contract signed in December 2003. Since March 2003, CanalSatellite has also offered a new-generation digital set-top box equipped with a hard drive and a double tuner and based on the new international standards in interactive TV (DVB-MHP). This set-top box, called Pilotime, can record up to 40 hours of programs in digital quality, record a program while another program is being watched at the same time, and pause or repeat a live transmission within a timeframe of 30 minutes.

NC Numéricâble. Canal+ Group owns 100% of the French cable platform NC Numéricâble, the second-largest cable operator in terms of available connections. At the end of 2003, NC Numéricâble had 423,000 individual subscriptions (excluding antenna service) for its TV offerings, a growth rate of 4% in one year. The company continued the rollout of its high-speed Internet access offer, which attracted more than 76,000 subscribers, up 110% in one year. On March 18, 2004, Canal+ Group executed a memorandum of understanding with France Telecom, reflecting the parties' aims to combine their respective cable activities and networks. Canal+ Group and France Telecom will maintain their respective minority interests in the new entity. For more information, see Item 5 Subsequent Events.

Media Overseas. Media Overseas, a wholly owned subsidiary of Canal+ Group, manages five overseas and international platforms, representing about 600,000 subscriptions. Through its wholly owned subsidiary, Multi TV Afrique, it is also the operator of the Canal Horizons channel and several digital TV platforms in various other parts of the world, which totaled 150,000 subscriptions at the end of 2003.

ADSL TV. Since March 22, 2004, with the launch of the digital version of Canal+ via ADSL and the platform CanalSatDSL, Canal+ Group also operates in ADSL TV distribution and is deploying a distribution strategy for its programs designed to reach as many homes as possible. Several agreements have been signed with telecoms operators Neuf Telecom and France Telecom. In all, 3 million French households are expected to have access to the digital version of Canal+ and CanalSatDSL by the end of 2004.

StudioCanal. StudioCanal is a major player in the production, co-production, acquisition and distribution of European and US films. StudioCanal has one of the largest film libraries in the world, with over 5,000 well-known films of different genres, including *Terminator 2*, *Basic Instinct*, *The Graduate*, *The Producers*, *The Third Man*, *Breathless*, *Chicken Run*, *Billy Elliot*, *Grand Illusion*, *Bridget Jones' Diary* and *Brotherhood of the Wolf*. StudioCanal's TV program library represents more than 40,000 hours of viewing.

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Along with Canal+, StudioCanal is one of the main sources of finance for the French film industry, through its funding contributions as co-producer and its advance payments as a distributor. 43 films produced or co-produced by StudioCanal were released in 2003 27 of which were distributed by Mars Distribution, a subsidiary of StudioCanal and the leading distributor of French films. In December 2003, StudioCanal signed a new four-year agreement with Universal Pictures concerning Working Title. Under this agreement, StudioCanal will be the minority co-producer, with Universal Studios, of films produced by Working Title and the distributor of these films in French-speaking countries.

Other Activities

Sportfive. Sportfive is an international sports rights marketing agency with a broad offering of international sports distribution and marketing rights. On March 18, 2004, RTL Group and Canal+ Group announced their agreement to sell their equal interests of 46.45% in Sportfive to Advent International, a private equity firm, based on a 100% transaction value of 560 million. On March 31, 2004, as a preliminary step to concluding this transaction, RTL Group and Canal+ Group acquired the approximate 4.9% interest in Sportfive owned by Jean-Claude Darmon, its founder and chairman. Under the terms of the transaction, Advent International and RTL Group set up a new company that purchased all the shares of Sportfive held by RTL Group and Canal+ Group. On June 25, 2004, Canal+ Group sold its 48.85% stake in Sportfive to Advent International for 274 million.

Cyfra+. Cyfra+ offers its subscribers 56 TV and radio channels, 51 of which are in Polish, as well as about 100 additional channels which can be accessed unscrambled via satellite. Cyfra+ is the leading platform in Poland.

PSG. Canal+ Group has a 90.88% stake in Paris Saint Germain (PSG), one of the leading soccer clubs in France and the only L1 league soccer club in Paris. At the end of the 2003/2004 season, PSG ranked #2 in the L1 soccer league championship and won the Coupe de France (French Cup).

Moviesystem. On April 30, 2004, Canal+ Group acquired Moviesystem, the leading developer and operator of video-on-demand services in France, as well as in several other European countries.

Quai André Citroën Building. On April 26, 2004, subject to certain closing conditions, Canal+ Group sold its historic building located on the Quai André Citroën in Paris to a subsidiary of the Caisse des Dépôts et Consignations for 112.5 million, of which Canal+ has received 10% to date.

Seasonality

As it is subscription-driven and based on the length of contract periods, the pay-TV operation of Canal+ Group is fairly regular in its monthly revenues and consequently has good visibility in its total sales. With respect to volume, the group's activity is cyclic throughout the year, with more than 50% of its customers subscribing in the last four months of the year.

Competition

Competition in the pay-TV sector remains largely national due to language and cultural factors specific to each country. The French pay-TV market is dominated by satellite and Canal+. In its French pay-TV business, Canal+ Group's principal competitor is TPS. Cable operators, excluding Canal+ Group's subsidiary NC Numéricâble, also compete in this market. The development of distribution methods made possible by new digital technology (such as digital terrestrial television already deployed in several European countries and the introduction of ADSL TV offers in France, in 2004) will lead to the arrival of newcomers in the pay-TV sector.

The development of new distribution media, particularly DVDs, which offer a certain number of films before they are released on pay-TV channels, also fosters real competition for a premium channel such as Canal+. In the film and TV programming sector, StudioCanal's main competitors are US and other national production studios.

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In December 2003, Canal+ Group implemented an over-encryption system for some of its signals, which put an end to the piracy of its satellite broadcasts that was particularly intense in the Maghreb countries. The new version of the Mediaguard conditional access control software, used by CanalSatellite, Canal+’s digital offering and NC Numéricâble, which was implemented in 2002, has not been broken to date. To combat piracy, Canal+ Group has created a subsidiary, CK2 Security, dedicated to technological monitoring and research.

Regulatory Environment

Under French law, Canal+ Group cannot own more than 49% of the broadcasting activities of Canal+. Canal+ Group owns this level of interest in Canal+ S.A., a company traded on the *Premier Marché* of the Paris Bourse (Euronext), which holds the broadcast license.

Under its broadcast authorization in France, Canal+ is subject to the following regulations: (i) a single shareholder may not own more than 49% of its capital; (ii) 60% of the films broadcast by the channel must be European films; and (iii) 40% must be French-language films.

Each year, Canal+ must invest 20% of its total prior year revenues in the acquisition of film rights, 9% of which must be devoted to French-language films and 3% to European films other than French films. In May 2004, Canal+ Group entered into a new agreement, subject to regulatory approval, with the French Film Industry Liaison Office (BLIC), the French Film Organization Liaison Office (BLOC), and the Society of Writers, Directors and Producers (ARP). Effective January 1, 2005, the five-year agreement provides for Canal+ to: renew its financial commitment to support all industry segments (the channel will continue to allocate at least 9% of its revenues to the acquisition of French-language films, as part of its obligation to devote 12% of its revenues to the acquisition of European movies); pursue a more ambitious film diversity policy; create new movie slots in its program lineup; and increase theme content on each of its digital channels. At least 75% of first-run French films must be acquired from non Canal+ Group controlled companies. Canal+ has an obligation to invest 4.5% of its revenues in original French or European TV movies and dramas.

Regulatory authorities usually grant broadcast licenses for specific terms. In France, Canal+ holds a pay-TV broadcast license for over-the-air, satellite and cable broadcasts, which was renewed for a five-year period starting in December 2000. The European Union has also adopted a series of directives that influence the media and communications businesses, in particular the directive known as *Television without Frontiers*, and directives governing intellectual property, e-commerce, data protection, and telecommunications.

Research and Development

In 2003, Canal+ Group did not incur significant research and development costs; most of its expenditure in prior years was related to Canal+ Technologies, a subsidiary which was sold in January 2003.

Music

Our music business is operated through Universal Music Group (UMG), the largest recorded music business in the world measured by revenues (according to the International Federation of the Phonographic Industry (IFPI)). Vivendi Universal has a 92.3% interest in UMG, which held a 23.5% share of the global recorded music market in 2003. UMG acquires, manufactures, markets and distributes recorded music through a network of subsidiaries, joint ventures and licensees in 71 countries. UMG also manufactures, sells and distributes music video and DVD products, licenses recordings, and owns music/video clubs in certain territories (Britannia Music in the UK and DIAL in France). UMG participates in and encourages online electronic music distribution by making a significant amount of its content available and by investing resources through a variety of independent initiatives and strategic alliances in the technology and electronic commerce areas to enable the music business to be conducted via the Internet and over cellular, cable and satellite networks.

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UMG is also active in the music publishing market, in which UMG acquires rights to musical compositions (as opposed to recordings) in order to license them for use in recordings and related uses, such as films, advertisements or live performances. Management believes that UMG is the number three global music publishing company with over one million owned or administered titles.

The key to UMG's success has been its ability to consistently spot, attract and retain a relatively high proportion of successful artists and market them effectively due to: the relative stability of the management team compared to UMG's major competitors; UMG's size and strength in marketing and distribution, which attracts established artists; UMG's substantial catalog of prior hit releases that provides a stable and profitable revenue stream, which accounts for nearly one-third of sales; UMG's diverse array of decentralized labels in the major markets and local representation across the globe; and multi-album contracts, which secure long-term relationships.

Recorded Music

UMG's recorded music business is the largest in the world. UMG holds particularly strong positions in North America and Europe, which together account for nearly three-quarters of global sales.

UMG has a strong collection of major recording labels including: popular music labels Island Def Jam Music Group, Interscope A&M Records, Geffen Records, DreamWorks Records, Lost Highway Records, MCA Nashville, Mercury Nashville, DreamWorks Nashville, Mercury Records, Polydor and Universal Motown Records Group; classical and jazz labels Decca, Deutsche Grammophon, Philips and Verve Music Group. Best-selling albums in 2003 included those by 50 Cent, whose debut album shipped over 9 million copies, t.A.T.u. and Eminem. Other major selling albums were from Sheryl Crow, Toby Keith, The Black Eyed Peas and Sting. Best selling local artists, including t.A.T.u. from Russia, were Juanes and Kid Abelha from Latin America, Powderfinger and Hayley Westenra from Australasia and Moriyama Naotaro from Asia. In 2004, UMG has scheduled releases of new albums by 50 Cent, Mariah Carey, Eminem, Jay Z, Toby Keith, Elton John, Nelly, Shania Twain and U2.

In addition to recently released recordings, UMG owns the largest catalog of recorded music in the world, with performers from the US, the UK and around the world, including: ABBA, Louis Armstrong, Chuck Berry, James Brown, Eric Clapton, Patsy Cline, John Coltrane, Count Basie, Stan Getz, Ella Fitzgerald, The Four Tops, Marvin Gaye, Johnny Hallyday, Jimi Hendrix, Billie Holiday, Buddy Holly, The Jackson Five, Antonio Carlos Jobim, Herbert von Karajan, Bob Marley, Nirvana, Edith Piaf, The Police, Smokey Robinson, Diana Ross & The Supremes, Rod Stewart, Muddy Waters, Hank Williams and The Who.

UMG markets its recordings and artists through advertising and otherwise gaining exposure for them through magazines, radio, TV, Internet, other media and point-of-sale material. Public appearances and performances are an important element in the marketing process. UMG arranges for television and radio appearances and may provide financing for concert tours by some artists. TV marketing of both specially compiled products and new albums is becoming increasingly important. Marketing is carried out on a country-by-country basis, although global priorities and strategies for certain artists are set centrally.

In all major countries in which UMG products are sold except Japan, UMG has its own distribution services for the warehousing and delivery of finished products to wholesalers and retailers. In certain countries UMG has entered into distribution joint ventures with other record companies. UMG also sells music and video products directly to the consumer, principally through two direct mail club organizations: Britannia Music in the UK and D.I.A.L. in France.

E-Commerce and Electronic Delivery

UMG has been the market leader in aggressively working to launch new digital distribution methods, making more of its content available with more consumer-friendly usage rules than any of its competitors. Evolving technology will allow current customers to sample and purchase music in a variety of new ways and will expose potential customers to new music. This past year was an important year for electronic delivery of

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music. In April 2003, Apple launched the iTunes music store in the US, selling over one million downloads in the first week and selling over 30 million downloads by the end of the calendar year.

UMG has made available, through various services throughout the world, more than 150,000 tracks representing a significant part of its popular catalog. This is higher than the amount of content that any competitor has available. UMG continues to look for ways to expand this nascent market by offering the consumer more choice and flexibility. For example, we now offer classical music for sale online, launching with approximately 1,000 of our best-selling albums currently available through iTunes, and expanding to more retailers in the first half of 2004.

In 2004, we anticipate growth in this market segment outside the US similar to that which occurred in the US in 2003. This growth would complement the vibrant existing markets in Europe and Asia for ring tones and ring sounds, which utilize clips of master recordings.

Music Publishing

Music publishing involves the acquisition of rights to, and licensing of, musical compositions (as opposed to recordings). We enter into agreements with composers and authors of musical compositions for the purpose of licensing the compositions for use in sound recordings, films, videos, commercials and by way of live performances and broadcasting. In addition, we license compositions for use in printed sheet music and song folios. We also administer musical compositions on behalf of third parties such as other music publishers and composers and authors who have retained or re-acquired rights. In 2004, the copyrights related to the VUE film and television catalog will be transferred to NBC Universal, as part of the NBC-Universal Transaction, and administered for a fee.

UMG's publishing catalog includes more than one million titles that are either owned or administered by the group, including some of the world's most popular songs, such as American Pie, Strangers in the Night, Girl from Ipanema, Good Vibrations, I Want to Hold Your Hand, Candle in the Wind, I Will Survive and Sitting on the Dock of the Bay, among many others. Among the significant artists and songwriters represented are ABBA, Avril Lavigne, Prince, Paul Simon, The Beach Boys, Mary J. Blige, Bon Jovi, The Corrs, Gloria Estefan, Eddy Mitchell, Andre Rieu, Shania Twain, Andrew Lloyd Webber and U2. Legendary composers represented include Leonard Bernstein, Elton John and Bernie Taupin, and Henry Mancini. Acquisitions in 2003 included the Steven Bray catalog as well as compositions by 50-Cent, The Darkness, Rolf Lövlund, A.B. Quintanilla III, Metrophonic Music Ltd., G-Unit, Jeff Bass, P.J. Harvey, Jet, Molotov and Trackstarz, among others.

Seasonality

Music sales are weighted towards the last quarter of the calendar year when approximately one-third of annual revenues are generated.

Competition

The profitability of a company's recorded music business depends on its ability to attract, develop and promote recording artists, the public acceptance of those artists and the recordings released in a particular period. UMG competes for creative talent both for new artists and those artists who have already established themselves through another label with the following major record companies: EMI, Bertelsmann Music Group, Warner Music Group and Sony Music Entertainment. UMG also faces competition from independents that are frequently distributed by other major record companies. Although independent labels have a significant combined market share, no label on its own has influence over the market. Changes in market share are essentially a function of a company's artist roster and release schedules.

The music industry also competes for consumer discretionary spending with other entertainment products such as video games and motion pictures. Competition for shelf space has intensified in recent years due to the success of DVDs and videos and further consolidation in the retail sector in the US and Europe, which is increasing the quantity of product being sold through multinational retailers and buying groups and other discount chains.

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Finally, the recorded music business continues to be adversely affected by pressed disc and CD-R piracy, home CD burning and the downloading of music from the Internet. On-demand music services are being developed to offer the consumer a viable, legitimate, copy-protected online source of music. The industry and UMG are increasing their anti-piracy activities with a multi-pronged approach focusing on legal action, public relations and education, and technical countermeasures while offering the consumer new products and services.

Regulatory Environment

The recorded music, music publishing, manufacturing and distribution businesses that comprise UMG are subject to applicable national statutes, common law and regulations in each territory in which the group operates. Additionally, in the US, certain UMG companies entered into a consent decree in 2000 with the Federal Trade Commission for seven years wherein they agreed not to make the receipt of any co-operative advertising funds for their pre-recorded music product contingent on the price or price level at which such product is advertised or promoted. Also in the US, a UMG company entered into a consent decree with the Federal Trade Commission in 2004 wherein it agreed to comply with the provisions of the Children's Online Privacy Protection Act, and to maintain records demonstrating compliance.

In the European Union, UMG is subject to additional pan-territorial regulatory controls, in particular relating to merger control and antitrust regulation. An undertaking given in connection with the Merger Transactions to the Canadian Department of Heritage also requires UMG to continue its investments in Canada's domestic music industry.

Research and Development

UMG seeks to participate to the fullest extent in the digital distribution of recorded music and to protect its copyrights and the rights of its contracted artists from unauthorized digital or physical distribution. To this end, UMG established its new business and technology arm, eLabs. This unit supervises UMG's digitization of content and the online distribution of that content, and generally reviews the licensing of that content to third parties. In addition, it generally reviews and considers the technologies being developed by others for application in UMG businesses, such as technological defenses against piracy in all forms, and is engaged in various projects intended to open new distribution channels or improve existing ones.

Raw Materials

Raw materials are not important to UMG's business in a material way except as they are used in the production of compact discs. The primary materials utilized by UMG's businesses are polycarbonate, for the production of CDs and paper for packaging. These raw materials are not subject to price fluctuations which could have a material impact on business.

Vivendi Universal Games

Vivendi Universal Games (VU Games) is a publisher of interactive entertainment software across all major platforms, including PCs, video game consoles, handheld systems and the Internet. VU Games' portfolio of development studios and publishing labels includes Blizzard Entertainment, Coktel, Fox Interactive, Knowledge Adventure, Massive Entertainment and Sierra Entertainment. Additionally, the company co-publishes and/or distributes titles for a number of strategic partners, including Interplay, inXile entertainment and Mythic Entertainment.

VU Games is the fourth-largest publisher of interactive entertainment software, which comprises PC consumer software (games, education and productivity) and video game software. The company has an approximate 5.5% share of the worldwide market. VU Games is the second-largest publisher of PC game software worldwide, is a market leader in key regions: #2 in North America and Germany; #3 in France; #4 in the UK, #5 in Australia; #6 in Spain; and a leader in Asia.

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VU Games' performance in the PC segment was driven by key titles such as: *Warcraft III* and its expansion pack *Warcraft III: The Frozen Throne*; *The Lord of the Rings: The War of the Ring*; *Half-Life*; and *Homeworld 2*, while performance in console games was driven by titles such as *The Simpsons: Hit & Run*, *The Hulk*, *The Hobbit* and *Crash Nitro Kart*. In the online market, VU Games' key titles include Blizzard Entertainment's *Battle.net*, a leading online games network launched in 1997 with over 11 million active accounts.

VU Games retains rights to some of the most popular brands in the games industry. The company's product library consists of more than 400 active titles and includes industry-leading, multi-million unit selling franchises: *Diablo*, *Starcraft*, *Warcraft*, *Spyro the Dragon*, *Crash Bandicoot*, *Half-Life*, *The Simpsons* and *Jumpstart*.

In 2004, VU Games plans to launch titles based on: entertainment licenses from Universal Studios and Fox Filmed Entertainment such as *Riddick*, *Van Helsing* and *Fight Club*; new installments to hit franchises, including *Half-Life*, *Starcraft*, *Crash Bandicoot*, *Baldur's Gate* and *Tribes*; and the online multi-player release of *World of Warcraft*, which marks the company's entry into this potentially important marketplace.

Seasonality

Interactive entertainment software sales are weighted towards the last quarter of the calendar year.

Competition

The consumer software market is quite fragmented. The worldwide leader is Electronic Arts, with an approximate 14% of total market share. The top ten players have an approximate 60% worldwide market share combined.

VU Games does not suffer from piracy to the degree of the music industry, primarily because downloading digital files for an entire game is a cumbersome and time-consuming process. Nevertheless, VU Games has an aggressive anti-piracy program which includes embedding copy-protection technology in VU Games products, implementing strict security procedures in its studios and replication facilities, releasing major titles simultaneously in all markets globally, and shutting down Internet sites that sell or distribute illegal copies of VU Games products.

Regulatory Environment

VU Games voluntarily participates in self-regulatory ratings systems established by various industry organizations around the world. In the US, VU Games adheres to ratings, advertising guidelines and online privacy principles adopted by the Entertainment Software Association and the Entertainment Software Rating Board by indicating on its product packaging and in its advertising the age group for which the particular product is appropriate and brief descriptions of its content. In certain countries such as Germany and South Korea, VU Games operates in compliance with local legal requirements applicable to computer games and video games as well as with local statutory rating systems.

Research and Development

Research and development includes costs incurred prior to establishment of technological feasibility and software development costs. Research and development expenses were \$112 million in 2003, \$122 million in 2002, and \$100 million in 2001.

Raw Materials

Raw materials are not important to VU Games' business in a material way except in the production of video products and in the production of compact discs. The primary materials utilized are polycarbonate, for the production of CDs and DVDs and paper for packaging. These raw materials are not subject to price fluctuations which could have a material impact on VU Games' business.

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Vivendi Universal Entertainment

On May 11, 2004, NBC and VUE completed the formation of NBC Universal, a global media and entertainment enterprise with expected 2005 revenues of \$15 billion. As a result of the transaction, Vivendi Universal has an approximate 20% interest in NBC Universal, which is controlled by GE. Beginning in 2006, Vivendi Universal will have the right to monetize its ownership interest over time at fair market value. For a full description of the NBC-Universal Transaction, see Item 4 Information on the Company 2003 Significant Transactions 2003 Acquisitions Combination of VUE and NBC to Form NBC Universal.

In the US in 2003, Vivendi Universal's film, television and parks and resorts businesses were conducted primarily through VUE, a limited liability limited partnership in which Vivendi Universal held an approximate 86% economic interest. VUE was formed in April 2002, to effect the May 2002 transaction among Universal Studios, Inc. and InterActiveCorp (IAC, formerly known as USA Interactive and prior thereto as USA Networks, Inc.), among others. Through this transaction, Universal Studios, Inc. contributed to VUE the Universal Studios Group, consisting of Universal's film, television and recreation businesses, and USA Networks, Inc. contributed its ownership interest in the USA Entertainment Group, consisting of USA Cable (now known as Universal Television Networks), USA Films (now part of Focus Features) and Studios USA (now integrated within the Universal Television Group).

The information provided below relates to VUE and its businesses prior to the closing of the NBC-Universal Transaction on May 11, 2004.

The primary businesses in which VUE engages are:

Universal Pictures Group (UPG). UPG is a major film studio, engaged in the production and distribution of motion pictures worldwide in the theatrical, non-theatrical, home video/ DVD and television markets;

Universal Television Group (UTG). UTG is engaged in the production and distribution of television programming worldwide as well as the ownership and operation of four cable television networks in the US (including USA Network and the Sci Fi Channel) and a group of international television channels outside of the US; and

Universal Parks & Resorts (UPR). UPR owns and operates theme parks and entertainment complexes.

Universal Pictures Group (UPG)

Through Universal Pictures and Focus Features, UPG is a major producer and distributor of motion pictures worldwide. Universal Pictures and Focus Features produce motion pictures that are initially distributed to theatres and, thereafter, through other windows of distribution, including non-theatrical, home video and DVD, pay-per-view and video-on-demand, as well as free, basic and pay television. Key geographic markets for motion picture distribution include the US, Canada, Europe, Asia, Latin America and Australia.

Major motion pictures released in recent years include *A Beautiful Mind*, *The Scorpion King*, *Red Dragon*, *The Bourne Identity*, *8 Mile*, *Bruce Almighty*, *2 Fast 2 Furious*, *The Hulk*, *Seabiscuit*, *American Wedding*, *Love Actually* and *Lost in Translation*. In addition, UPG produces animated and live-action family programming for home video and television distribution and licenses merchandise in various parts of the world.

VUE, through its wholly owned subsidiaries, distributes its motion pictures to theaters in the US and Canada. Throughout the rest of the world, VUE distributes its motion pictures for theatrical exhibition through United International Pictures B.V. (UIP), a joint venture owned equally by Universal Studios International B.V., a wholly owned subsidiary of VUE, and Viacom International Netherlands (BV). Through an agreement with DreamWorks SKG, VUE also distributes theatrically DreamWorks' motion pictures outside the US and Canada. The distribution of VUE's products on videocassettes, DVDs and in television markets is handled by wholly owned subsidiaries of VUE throughout the world. Through a servicing

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agreement with DreamWorks SKG, VUE also distributes DreamWorks home video products throughout the world.

Universal Television Group (UTG)

UTG is engaged in the cable business and in the production and distribution of television programming worldwide. VUE also distributes worldwide current television series and made-for-video and made-for-television motion pictures, as well as titles from its extensive motion picture and television library.

Cable Television Networks. In the US, VUE operates four 24-hour, basic cable television networks, USA Network, Sci Fi Channel, TRIO and NewsWorld International (NWI). Cable television networks derive virtually all of their revenue from: (i) affiliate revenues (per subscriber fees paid by the cable television operators and other distributors to cable television channel providers); and (ii) advertising revenues (the sale of advertising time to national advertisers during the programming carried on each of the networks).

USA Network is a general entertainment network featuring original series and movies, theatrical movies, off-network television series and major sporting events. USA Networks is targeted at viewers between the ages of 18 and 54. According to Nielsen Media Research, as of December 31, 2003, USA Network was available in approximately 88.2 million US households and was ranked second among all US basic cable television networks in primetime ratings among adults 25-54 (Monday-Sunday 8pm-11pm). USA Network's program line-up features original series, including the highest-rated original dramatic series on basic cable television (*Monk*) and approximately six movies/mini-series produced exclusively for the network each year. USA Network's programming also includes off-network series, such as *JAG*, *Nash Bridges*, *Walker, Texas Ranger*, *Law & Order: Special Victims Unit* and *Law & Order: Criminal Intent*, and major theatrically released feature films.

Sci Fi Channel, launched in 1992, features science fiction, horror, fantasy, paranormal and reality programming which is designed to appeal to viewers between the ages of 25 to 54. According to Nielsen Media Research, as of December 31, 2003, Sci Fi Channel was available in approximately 82.9 million US households and ranked seventh among all basic cable television networks in adults 25-54 category and ninth in the adults 18-49 category. Sci Fi Channel's program lineup includes many original dramatic and reality series, such as: *Stargate: SG-1*, *Mad*, *Mad House*, *Tripping the Rift*, *Crossing Over With John Edward* and *Scare Tactics*. Additionally, Sci Fi Channel airs popular vintage series ranging from *The Twilight Zone* to *Quantum Leap* to digitally remastered episodes of the original *Star Trek* series. Sci Fi Channel continuously updates its programming library with popular current sci-fi fare such as *X-Files*, *The Outer Limits*, *Gene Roddenberry's Andromeda* and *Beyond Belief: Fact or Fiction*. Additionally, Sci Fi Channel features many popular theatrical movies, as well as movies and mini-series made specifically for the network.

TRIO and NWI were acquired by USA Cable (now known as Universal Television Networks) in May 2000. TRIO relaunched in June 2003 as TRIO: Pop, Culture, TV featuring the best premiere and original programming from around the world in film, fashion, music, stage and popular culture. NWI is a 24-hour international news channel that presents newscasts every hour as well as long-form contemporary magazine shows. At December 31, 2003, TRIO and NWI, according to Nielsen Media Research, were each available in over 19 million households. On May 4, 2004, Universal Television Networks sold all of the assets of the NWI cable network to a group of investors for consideration consisting of \$45 million in cash and a \$25 million secured note.

International Television Networks. Universal Studios Networks Worldwide Ltd. managed branded television channels in 26 countries outside the US at December 31, 2003. 13th Street The Action & Suspense Channel reaches television subscribers via satellite and cable systems in France, Germany and Spain. Studio Universal, a basic-tier television movie channel, is currently available to satellite subscribers in Italy. The Sci Fi Channel, a basic-tier television channel with a science fiction theme, is currently available to cable and satellite subscribers in Germany and the UK. Finally, the USA Network channel, a basic-tier general entertainment channel, is available to cable and satellite subscribers in 20 countries in Latin America.

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Television Production and Distribution. VUE is one of the major suppliers of television programs made for worldwide exhibition. Through its various subsidiaries, VUE either directly produces, or finances and acquires ownership of, and distributes a broad variety of television series, made-for-television movies, mini-series, children's shows and game and reality-based programs. VUE is a supplier of primetime dramatic and comedy programming for initial exhibition on US broadcast networks, including (during the 2003/04 television season) the long-running series *Law & Order* and its spinoffs, *Law & Order: Special Victims Unit* and *Law & Order: Criminal Intent*. VUE is likewise a leading supplier of programs for initial exhibition in US domestic syndication (i.e., sales to individual television stations or station groups). During the 2003/04 season, these programs included talk shows and game and reality shows. VUE also finances, acquires and distributes programs produced for initial exhibition on VUE's US cable television networks.

Universal Parks & Resorts (UPR)

Universal Parks & Resorts is a leader in the development and operation of theme parks. UPR owns 100% of Universal Studios Hollywood, the world's largest combined movie studio and movie theme park, and Universal CityWalk Hollywood, a complex that offers shopping, dining, cinemas and entertainment, each located in Universal City, California. Additionally, through joint ventures with Blackstone, UPR owns 50% of Universal Studios Florida and Universal's Islands of Adventure, two theme parks in Orlando, Florida, and Universal CityWalk Orlando. Further stakes include a 25% interest in UCF Hotel Venture (which owns three hotels in Orlando, Florida), a 37% interest in Universal Mediterránea near Barcelona, Spain (comprised of a theme park, water park and two hotels), and a 24% interest in Universal Studios Japan in Osaka. In 2003, UPR entered into a joint venture agreement with two partners in the People's Republic of China for the construction of a theme park in Shanghai; the parties to this agreement are currently awaiting consent from the central government of the People's Republic of China.

UPR's business is seasonal and bad weather can adversely impact attendance at theme parks and resorts. Attendance at theme parks follows a seasonal pattern which coincides closely with holiday and school schedules. Prolonged bad or mixed weather conditions during seasonal peak attendance periods may reduce attendance causing a greater decline in revenues than if those conditions occurred during a low attendance period.

Competition

Motion Picture Industry. There are eight major competitors in the motion picture industry in the US and several independents that compete aggressively against each other. These companies include Universal Pictures, The Walt Disney Company, Warner Bros., DreamWorks SKG, Paramount Pictures Corporation, Metro-Goldwyn-Mayer Studios, Inc., Twentieth-Century Fox Film Corporation and Sony (through Columbia/Tri-Star and Sony Pictures). Competition is also intense in distributing VUE's theatrical motion pictures in the various television markets. There are numerous suppliers of television programming worldwide, including the television networks, the other major studios and independent producers, all of which compete actively for the limited number of broadcast hours available on free, basic cable and pay television.

Television Production and Distribution. VUE produces television programs in a highly competitive environment, as such programs must compete with television product supplied by other producers, as well as all other forms of entertainment and leisure time activities. VUE's produced programs, including television series and made-for-television and made-for-video motion pictures, must strive for success in a worldwide television marketplace that has become ever more competitive as digital cable and satellite delivery increasingly expand the number of channels (and competing programs) available to consumers. Competition in the critical US production market has also been increased by the growing consolidation and vertical integration of several large television and media giants. As a result, the current US broadcast networks—ABC, CBS, NBC, Fox, The WB and UPN—are able to fill their schedules with a large percentage of self-owned programs, thus reducing the number of time slots available to VUE and other outside producers. Completion of the NBC-Universal Transaction may assist VUE in competing in this new market. Nonetheless, through the current 2003/04 season, VUE remained one of the primary independent suppliers of

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broadcast network programming while also achieving success in producing original programming for its own cable networks and for first-run syndicated product.

Cable Television Industry. VUE's basic cable television networks compete for access to customers and for audience share and revenue with other cable program services, broadcasters, and other forms of entertainment. In addition, there has been increased consolidation among cable operators, so that VUE's networks have become increasingly subject to the carriage decisions made by a small number of operators. The competition for advertising revenues also has become more intense as the number of television networks has increased. The competition for third-party programming also is likely to increase. Many networks, including VUE's networks, are affiliated with companies that produce programming. This programming is becoming increasingly difficult to acquire by third parties or unaffiliated networks.

Competition in the Theme Park Industry. Theme parks can be separated into two main categories: destination parks (the largest parks, historically located within the US territory, attracting both US and overseas visitors) and regional parks (smaller parks, attended by visitors living in the same area). UPR operates in the first category together with market leader Disney, though recent declines in travel have decreased the proportion of non-local visitors. Barriers to entry, especially in the destination park segment, are high as development of new parks is constrained by availability of land and capital. VUE, through Universal Parks & Resorts, competes aggressively against other major theme park operators including The Walt Disney Company, Anheuser Busch Companies, Paramount Parks, Six Flags Theme Parks, Inc. and Cedar Fair, LP.

Regulatory Environment

Motion Picture Production and Distribution. In the US, the motion picture distribution and exhibition industries are regulated by the consent decree in *US v. Paramount Pictures, Inc.*; this consent decree, entered into in 1950, prohibits certain conduct by film distributors, including price fixing and product tying, and requires film distributors to license products on a film-by-film and theater-by-theater basis. In the European Union, VUE is regulated by an undertaking in the pay-TV area which, for a five-year period in each affected country, starting from the end of UPG's existing first window output deal in that country, will regulate certain business with Canal+; VUE is also regulated in the film distribution area through an undertaking given by United International Pictures. An undertaking with the Canadian Department of Heritage also regulates certain operations of Universal Studios Canada. Continuing compliance with the laws, regulations, consent decree and undertakings mentioned in this paragraph does not have a material effect on the business of VUE.

Television Production and Distribution. Many countries enforce quotas that restrict the amount of US-produced television programming that may be aired on television in such countries. VUE is subject to certain regulations by the European Union and other international regulatory authorities. The European Commission has initiated investigations into certain aspects of licensing relationships between studios and channel operators. US television stations and networks, as well as foreign governments, impose content restrictions on motion pictures that may restrict in whole or in part exhibition on television or in a particular territory. There can be no assurance that such restrictions will not limit or alter VUE's ability to exhibit certain motion pictures in such media or markets.

Television Channels and Programming. The communications industry is subject to substantial Federal regulation, particularly under the Communications Act of 1934, as amended, and the related rules and regulations of the Federal Communications Commission (FCC).

Cable Programming: The Cable Television Consumer Protection and Competition Act of 1992 prohibits a cable operator from engaging in unfair methods of competition that prevent or significantly hinder competing multichannel video programming distributors from providing satellite-delivered programming to their subscribers. Cable television systems in the US are also subject to regulation pursuant to franchises granted by a municipality or other state or local governmental entity.

Digital Television: The FCC has taken a number of steps to implement digital television services (including high-definition television) in the US, including the adoption of a final table of digital channel allotments and rules for the implementation of digital television. The table of digital allotments provides each

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existing television station licensee or permittee with a second broadcast channel to be used during the transition to digital television, conditioned upon surrender of one of the channels at the end of the digital television transition period.

Regulations Applicable to Cable Systems Affecting Programming: Cable television operators also are subject to regulations concerning the commercial limits in children's programming, and closed captioning.

Theme Park Business. UPR operates theme parks around the world in accordance with the highest health, safety and environmental standards.

Telecommunications

SFR Cegetel Group

SFR Cegetel Group, formed at the end of 1997, is the second-largest telecommunications operator in France with approximately 18.4 million customers at December 31, 2003. SFR Cegetel Group is the only private telecommunications operator in France to cover all telecommunications activities: mobile telephony, through SFR, in which Vivendi Universal holds a 55.8% stake (the remaining stake is held 43.9% by Vodafone and 0.3% by individual shareholders), and fixed telephony, data transmission and Internet through Cegetel SAS, a directly owned 65% subsidiary of SFR. Its customer base includes residential, professional and corporate customers.

Mobile Telephony

SFR offers mobile telephony services both on a subscription (postpaid) basis and a prepaid basis, with or without handsets, as well as data transmission for residential, professional and corporate customers in France, and in the overseas territories of Réunion and Mayotte, through its wholly owned affiliate Société Réunionnaise du Radiotéléphone (SRR). As at December 31, 2003, SFR (including SRR) had 14.724 million customers, representing 35.3% of the total mobile telephony market in France versus 35.1% in 2002 and 33.9% in 2001. In 2003, SFR saw an increase of almost 1.2 million in its total customer base, from 13.547 million to 14.724 million, or a 9% increase. For the first time in 2003, SFR recorded its highest net sales market share (38%) in France.

The diversification of mobile telephony uses continued to intensify in 2003. Text and multimedia messages recorded significant growth in 2003, with more than 3.3 billion SMS messages (short messaging services) sent by SFR customers, a 50% increase over 2002. SFR also recorded 6 million MMS messages (multimedia messaging services) in 2003 (versus 400,000 in 2002). This increase in different uses for mobile telephony was supported by the introduction of the new multimedia service portal Vodafone *live!* in October 2003; a ready-to-use complete offer, with 330,000 SFR Vodafone *live!* packs sold between October and December 31, 2003. At the end of December 2003, SFR had 2.3 million multimedia users, twice as many as in December 2002.

Fixed Telephony, Data and Internet

Télécom Développement and Cegetel merged on December 31, 2003. The newly merged entity is known as Cegetel SAS. This operation was motivated by a desire to combine telecommunication services production and sales activities within one entity, thereby becoming the alternative to France Telecom in fixed telephony.

Cegetel is the second-largest operator for fixed telecommunications in France, with 3.7 million residential and professional customers at the end of 2003, and more than 20,000 corporate customers (including 70% of the companies in the CAC 40 Index). At the end of 2003, 70% of Cegetel's residential and professional customers had already agreed to a time commitment to Cegetel in exchange for promotional offers. In the corporate market, Cegetel is offering innovative solutions, combining high-speed SDSL transmission technology with its corporate network and Internet access services. In addition, the 800 number services have been upgraded with automated interactive voice services. In October 2003, Cegetel expanded its corporate network services internationally in partnership with Infonet. Corporate telephony traffic grew 9% in a stable and very competitive market.

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Network

SFR's mobile services operate through a GSM license (to expire in March 2006), the international standard system for mobile communications and the dominant digital standard in Europe. SFR's network covers 98% of the French population and 87% of France's geographic territory. SFR has signed roaming agreements with over 170 countries and destinations. In addition, since December 2000, SFR has provided the General Packet Radio System (GPRS) on its network, which permits greater bandwidth data communications.

On March 25, 2004, SFR was notified of the conditions for renewing its GSM license. The license will be renewed on March 25, 2006, with its term ending on March 24, 2021. The license renewal fee will be comprised of an annual fixed amount of \$25 million and an annual variable amount equal to 1% of revenues stemming from the use of the frequencies operated through the GSM network.

This license renewal will result in SFR increasing its commitments to, *inter alia*: the accessibility of mobile telephony for the handicapped; the coverage in "white zones"; the protection of the environment; the sharing of sites; and the quality of service provided.

In August 2001, SFR was awarded a third-generation (UMTS) license for a 20-year period (2001-2021) by the French government, for a one-time fixed payment of \$619 million and annual fees equal to 1% of the future revenues generated from this third-generation network. UMTS is a third-generation mobile radio system that generates additional mobile radio capacity and allows broadband media applications, while also providing high-speed Internet access. In 2003, SFR already significantly increased capital expenditures to develop its third-generation network and aims to cover 58% of the French population by the end of 2005.

The fixed and mobile activities of SFR Cegetel Group rely on a shared transportation platform, the network of Télécom Développement, which was, until its merger with Cegetel in December 2003, a joint subsidiary of SFR Cegetel Group and SNCF (the French national railways). This network, which is the largest private telecommunications infrastructure in France with 21,000 km of fiber optic cables, carried more than 40 billion minutes in 2003, up 18% over 2002.

Seasonality

SFR Cegetel Group's sales are generally marked by higher revenues at year-end, particularly for mobile activity.

Competition

SFR Cegetel Group faces strong competition, in both the mobile and fixed telephony markets. Currently, SFR Cegetel Group's principal competitors in mobile telephony are Orange France (a subsidiary of France Telecom) and Bouygues Telecom. According to the French Telecommunications Regulatory Authority (ART), the market share held by SFR's two competitors, Orange France and Bouygues Telecom, was 48.8% and 15.9%, respectively, at the end of 2003. SFR also expects that Orange France and Bouygues Telecom will be its leading competitors for the third-generation market when commercial UMTS services are introduced in France. In the broadband Internet market, Cegetel's main competitors are Wanadoo (a subsidiary of France Telecom) Free, Tiscali, Club Internet, AOL, Tele2 and Neuf Telecom. In fixed telephony, Cegetel's main competitors, in addition to the historic operator France Telecom, are Neuf Telecom (formerly LDCOM), Tele2, and Completel. Competitive pressures have led to rate reductions and increased customer retention costs as operators seek to control the level of customer churn.

Regulatory Environment

The French telecommunications market was broadly deregulated with the adoption of the Telecommunications Regulatory Act of July 26, 1996 and its related regulations, designed to foster competition in the French telecommunications market. These regulations apply to both fixed-line and mobile networks. The operators of public telecommunications networks in France exerting significant influence over the fixed-line and mobile markets are required to permit interconnection with their service, on the basis of the long-term

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costs incurred to provide the relevant service. ART considers both Orange France and SFR to have significant influence over the mobile retail market and the domestic interconnection market. As a result, SFR was required to reduce its interconnection rates for calls routed to its network.

The European directives that define the new European regulatory framework took effect on July 25, 2003 and will become French law in 2004. The licensing system will be replaced by a general declaration system, except for the use of rare resources, such as frequencies. SFR, as a powerful market operator, will be affected by this new regulatory scheme.

The International Commission for Non-Ionizing Radiation Protection, an independent organization that advises the World Health Organization, has established a series of recommendations setting exposure limits from electromagnetic radiation from antennas. These regulations were driven by concern over a potential connection between electromagnetic radiation and certain negative health effects, including some forms of cancer. They were enacted into French law on May 3, 2002. SFR abides by the applicable French law and, along with the other French mobile telephony operators, is in the process of entering into agreements with various cities, including the city of Paris, that will set up local guidelines. The International Cancer Research Center, authorized by the World Health Organization, is currently conducting a large-scale epidemiological study, the conclusions of which are expected to be published in 2004.

Raw Materials

As a service operator, SFR Cegetel Group's operations do not rely on raw materials.

Research and Development

SFR Cegetel Group's research and development focuses on standard components, as well as the development of next-generation technologies. This major research and development effort is reflected in the filing of a large number of patents, primarily for services related to the mobile Internet, geopositioning, and voice services. SFR Cegetel Group's research and development costs totaled \$58 million in 2003, versus \$58.7 million in 2002 and \$48 million in 2001.

Maroc Telecom

Maroc Telecom is Morocco's incumbent telecommunications operator, created in 1998 following its spin-off from the *Office National des Postes et Télécommunications* (National Postal and Telecommunications Office). Vivendi Universal became the strategic partner of the Kingdom of Morocco in Maroc Telecom after acquiring a 35% equity investment following an auction process organized by the Moroccan government in 2001. Vivendi Universal controls Maroc Telecom. Maroc Telecom is Morocco's leading telecommunications operator, operating in both the fixed-line business and the fast-growing wireless business, where it remains the national leader. Maroc Telecom also controls 51% of Mauritania, the incumbent operator in Mauritania.

Fixed-Line Telephony, Data Transmission and Internet

Fixed-line telephony remains Maroc Telecom's largest business in terms of revenues. The fixed-line business includes: consumer fixed-line telephony (voice services for residential and corporate customers, international sales, and the public telephony service); services for corporate customers (voice, data transmission, international services, etc.) and Internet services (access and content development (portal)).

Operating Information

After a three-year decrease, the number of fixed lines started to grow again in 2003, reaching 1.2 million as of December 31, 2003, an 8% increase over 2002.

Maroc Telecom's residential and small businesses customer base has increased by 0.2 million over the last two years to reach a total of 1.1 million lines at year end 2003. This growth is primarily due to the success of a new line of products under the El Manzil brand, which includes calling plans, packages, capped plans with recharge options, etc. Maroc Telecom's data transmission business provides companies with data transmission

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solutions including X25, frame relay, digital and analog leased lines and VPN IP lines, primarily for corporate customers.

The Internet business offers Internet access packages under the Menara brand to residential and corporate customers. In September 2003, Maroc Telecom launched its ADSL service, which should be one of its growth areas in the future. At year-end 2003, the company had approximately 47,000 subscribers to its Internet access services, over 3,500 of which were ADSL subscribers.

Mobile Telephony

Maroc Telecom launched its prepaid services in 1999 and its customer base has grown rapidly since. At year-end 2003, the company had over 5.2 million mobile clients. As of that date, Maroc Telecom estimated its market share at approximately 68% of the mobile market. In 2003, Maroc Telecom continued to diversify its terminal base, increased its range of plans, launched a new customer retention formula based on points, and is offering GPRS and MMS.

Network

Fixed-line services and data transmission. Maroc Telecom's fully digital network has a switching capacity of close to two million lines and provides national coverage through servicing newly created urban areas and improving network reliability.

Mobile telephony. Maroc Telecom has emphasized growing both population and geographic coverage. At the end of 2003, Maroc Telecom had 3,300 GSM sites, (versus 3,000 in 2002 and 600 in 1999). In 2003, over 95% of the Moroccan population was covered, the efficiency rate was greater than 97% and the drop call rate was less than 1.6%. Maroc Telecom has signed 305 roaming agreements with operators in 178 countries around the world.

Seasonality

The summer months, with the return of Moroccans residing abroad, and the two weeks preceding Aïd El Kebir register a sustained activity, while the month of Ramadan is a low point in consumption.

Competition

The auction for a second fixed-line telephony license in 2002 was unsuccessful, and Maroc Telecom is the only fixed-line operator in Morocco. The government's relaunch of the auction process will not take place before the second half of 2004. Competition exists in the mobile telephony market since the granting of a second mobile license in 1999. Medi Télécom holds an estimated 32% share of the mobile telephony market. Maroc Telecom has an estimated 72% share of the Internet market. Its leading competitors include Maroc Connect, a subsidiary of Wanadoo, with an 18% market share, and various other Internet access providers.

Regulatory Environment

The Kingdom of Morocco has created a regulatory authority, *Agence Nationale de Réglementation des Télécommunications* (National Telecommunications Regulation Agency - ANRT), to implement free competition and regulate the telecommunications market in Morocco. The liberalization and privatization program of the telecommunications market advocated by the World Bank is monitored and managed by the ANRT. Principal regulatory developments in 2003 were the adoption by the Government Council of draft Law 55/03 which institutes a more gradual sanction system based on fines, relieves the operators of some obligations related to universal service and land development, and authorizes the use of alternative infrastructures.

Research and Development

Maroc Telecom has no research and development center, but it relies on internal technical experts who implement new services, with expenses in 2003 (as in 2002 and 2001) of approximately 2 million.

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Other

Veolia Environnement (VE)

Until June 2002, we held approximately 63% of the share capital of Veolia Environnement, an environmental services business with global operations. In July 2002, we reduced our stake to approximately 40.8% of the outstanding share capital of Veolia Environnement and through an additional sale on December 24, 2002, we further reduced our stake to approximately 20.4%. Our investment in Veolia Environnement is now accounted for using the equity method. As part of the December sale, we granted to the purchasers a call option exercisable until December 23, 2004 to purchase our remaining stake in Veolia Environnement at 26.5 per share. For information on this call option, see Item 5 Operating and Financial Review and Prospects Contingent Liabilities.

Vivendi Telecom International (VTI)

Vivendi Telecom International operates our fixed and mobile telecommunications businesses outside France and Morocco. VTI's revenue, excluding Maroc Telecom, was 340 million in 2003, 461 million in 2002 and 242 million in 2001.

In 2002, we decided to explore selling VTI's stakes in Hungary, Poland, Egypt and Kenya in order to focus on our core businesses. In May 2003, we sold Vivendi Telecom Hungary to a consortium led by AIG Emerging Europe Infrastructure Fund and GMT Communications Partners Ltd. for 325 million (including the assumption of 305 million in net debt).

Monaco. On June 18, 2004, Vivendi Universal sold its stake in Monaco Télécom to Cable and Wireless for 169 million. The remaining 45% stake is held by the Principality of Monaco.

Spain. In August 2003, VTI sold its stake in Xfera Moviles for a nominal 1 to the other members of the Xfera consortium, generating a capital gain of 16 million (including a 75 million provision accrual).

Poland. Vivendi Universal and VTI jointly hold 49% of Elektrim Telekomunikacja (ET), a major player in the Polish telecommunications market. In November 2002, ET entered into an agreement to sell the cable television services of its wholly owned subsidiary, EI Viv Télécom for 110 million. The completion of this sale remains subject to Polish regulatory approval. In February 2003, ET sold part of its Polish fixed telephony business for approximately 17 million. ET is exploring various options with respect to its fixed telephony operations as well as its 51% stake in PTC, a mobile telephone operator with approximately 6.2 million customers at the end of 2003. For a description of certain litigation relating to Vivendi Universal's interest in ET, see Item 8 Litigation.

Kenya. On May 25, 2004, VTI sold its 60% stake in Kencell to the Sameer Group, which already held 40% of Kencell, for \$230 million in cash.

Egypt. On February 25, 2003, VTI signed a share purchase agreement to sell its interest in Vodafone Egypt Telecommunications for an aggregate consideration of 40 million. The completion of the transaction is subject to regulatory approvals and various other closing conditions.

Vivendi Universal Net (VUNet)

VUNet, a wholly owned subsidiary of Vivendi Universal, and its subsidiary, Vivendi Universal Net USA Group, Inc. (VUNet USA), hold Vivendi Universal's Internet and new technology operations. In 2002, Vivendi Universal carried out a strategic review of its Internet operations. This led to the implementation of a total restructuring in 2003 through cost-reduction programs, asset sales, transfers of certain operations to other Vivendi Universal entities and the wind-up of certain subsidiaries. As a result, VUNet and VUNet USA are no longer operating subsidiaries of Vivendi Universal as of January 2004. Completion of this restructuring is expected by December 2004.

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The following table sets forth the subsidiaries through which we conducted the majority of our operations as of December 31, 2003 (subsidiaries are indented following their respective parent companies).

	Country of Incorporation	Accounting Method	Voting Interest	2003		2002			
				Ownership Interest		Accounting Method	Voting Interest	Ownership Interest	
				direct	indirect			direct	indirect
Canal+ Group									
Groupe Canal+ S.A.	France	C	100%	100%		C	100%	100%	
Canal+ S.A.(a)	France	C	49%		49%	C	49%	49%	
CanalSatellite S.A.	France	C	66%		66%	C	66%	66%	
StudioCanal S.A.	France	C	100%		100%	C	100%	100%	
MultiThématiques	France	C	64%		64%	C	64%	64%	
Universal Music Group									
Universal Studios Holding I Corp	USA	C	92%	92%		C	92%	92%	
Universal Music (UK) Holdings Ltd.	UK	C	100%		100%	C	100%	100%	
Universal Entertainment GmbH	Germany	C	100%		100%	C	100%	100%	
Universal Music K.K.	Japan	C	100%		100%	C	100%	100%	
Universal Music S.A.S	France	C	100%		100%	C	100%	100%	
Universal Studios, Inc.	USA	C	92%	92%		C	92%	92%	
Universal Music Investments Inc	USA	C	100%		100%	C	100%	100%	
PolyGram Holding, Inc.	USA	C	100%		100%	C	100%	100%	
Interscope Records	USA	C	100%		100%	C	100%	100%	
UMG Recordings, Inc.	USA	C	100%		100%	C	100%	100%	
Vivendi Universal Games	USA	C	99%		99%	C	99%	99%	
Vivendi Universal Entertainment(b)									
Universal Pictures International B.V.	Netherlands	C	92%	92%		C	92%	92%	
Universal Studios Inc	USA	C	92%	92%		C	92%	92%	
Vivendi Universal Entertainment LLLP	USA	C	93%		86%	C	93%	86%	
SFR Cegetel Group									
Cegetel Groupe S.A.(c)	France					C	59%	44%	
SFR (mobile and holding company in 2003)(c)	France	C	56%	56%		C	80%	80%	
Cegetel S.A.S./ Cegetel S.A. (fixed)(d)	France	C	65%		65%	C	80%	90%	
Télécom Développement(d)	France					E	50%	50%	
Maroc Telecom S.A.(e)	Morocco	C	51%		35%	C	51%	35%	
Other									
Vivendi Telecom International S.A.	France	C	100%	100%		C	100%	100%	
Vivendi Telecom Hungary(f)	Hungary					C	100%	100%	
Kencell S.A.	Kenya	C	60%		60%	C	60%	60%	
Monaco Télécom S.A.M.	Monaco	C	55%		55%	C	55%	55%	
Elektrim Telekomunikacja S.A.(g)	Poland	E	49%		49%	E	49%	49%	
Xfera Moviles S.A.(f)	Spain					E	26%	26%	
Vivendi Universal Publishing S.A.	France	C	100%	100%		C	100%	100%	
Groupe Express-Expansion(f)	France					C	100%	100%	
Comareg S.A.(f)	France					C	100%	100%	
Atica	Brazil	C	98%		49%	C	98%	49%	
Vivendi Universal Net	USA	C	100%	100%		C	100%	100%	
UGC	France	E	38%	38%		E	58%	58%	
Veolia Environnement S.A.	France	E	20%	20%		E	20%	20%	

C: Consolidated; E: Equity.

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- (a) Consolidated because Vivendi Universal has a majority of the shareholder voting rights and no other shareholder or groups of shareholders exercise substantive participating rights that would allow them to veto or block decisions taken by Vivendi Universal.

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- (b) On May 11, 2004, NBC and VUE completed the creation of NBC Universal, a global media and entertainment enterprise with expected 2005 revenues of \$15 billion. As a result of this transaction, Vivendi Universal has an approximate 20% interest in NBC Universal which is controlled by GE. Beginning in 2006, Vivendi Universal will have the right to monetize its interest over time at fair market value.
- (c) As a consequence of the acquisition of BT Group's 26% interest in Cegetel Groupe SA, Vivendi Universal had an 85% voting interest in Cegetel Groupe SA and consolidated this entity and its subsidiary SFR, with an interest of 70% and approximately 56%, respectively, from January 23, 2003. On December 18, 2003, the extraordinary shareholders meeting of Cegetel Groupe SA approved the merger of Transtel, Cofira and SFR into Cegetel Groupe SA. The new company resulting from the merger, which is both the mobile phone operator and the holding company of the group, is renamed SFR. It is owned 55.8% by Vivendi Universal, 43.9% by Vodafone, and 0.3% by individual shareholders. Further to this simplification of the capital structure an amendment to the Cegetel shareholders' agreement was signed in order to include specific provisions of the SFR shareholders' agreement. Under the terms of this amended shareholders' agreement, Vivendi Universal has management control of SFR, majority control over the board of directors and appoints the chairman and CEO, majority control over the shareholders general meeting, and no other shareholder or shareholder group is in a position to exercise substantive participating rights that would allow them to veto or block decisions taken by Vivendi Universal. The Cegetel shareholders' agreement is available at <http://www.vivendiuniversal.com>.
- (d) In December 2003, Cegetel SA and Télécom Développement (network operator, subsidiary of SNCF) were merged into a new entity named Cegetel SAS. The capital of this company is 65% held by SFR and 35% by SNCF.
- (e) Vivendi Universal owns a 35% interest in Maroc Telecom, and the Kingdom of Morocco holds the remaining 65%. Vivendi Universal consolidates Maroc Telecom because under company by-laws and shareholders' agreements, Vivendi Universal has majority control over its supervisory board and management board. Under shareholders' agreements, Vivendi Universal appoints 3 of the 5 members of the management board, appoints the chairman of the management board and exercises 51% of all voting rights at shareholders general meetings; and these rights grant Vivendi Universal, under the majority rules set forth in the company's by-laws, control over the shareholders general meeting, as well as over the supervisory and management boards of Maroc Telecom. Should Vivendi Universal not acquire the shares that would give it the majority of Maroc Telecom's share capital, the 16% voting rights granted to Vivendi Universal through shareholders' agreements would expire on September 1, 2005, unless the Kingdom of Morocco exercises its put option requiring Vivendi Universal to acquire an additional 16% interest in Maroc Telecom's share capital prior to that date. On September 2, 2003, Vivendi Universal announced that its board of directors approved a plan to increase its interest in Maroc Telecom S.A. to 51%.
- (f) Participations sold in 2003.
- (g) Since December 1999, Vivendi Universal has held a 49% interest in Elektrim Telekomunikacija, with Elektrim SA holding the remaining 51% until September 3, 2001. An agreement concerning the shareholding and management of Elektrim Telekomunikacija was signed by Vivendi Universal and Elektrim on September 3, 2001. This agreement had no impact on Vivendi Universal's ownership or voting interest in Elektrim Telekomunikacija, which is unchanged at 49%. Belgian investment company Ymer acquired a 2% equity interest in Elektrim Telekomunikacija from Elektrim. Ymer is a company independent of Vivendi Universal, which does not own nor control it, directly or indirectly. Vivendi Universal has purchased non-voting shares in LBI fund, an investment company, operating as a mutual fund, which enabled Ymer to make its acquisition. Vivendi Universal is by no means committed to acquire the shares owned by Ymer. Similarly, Ymer has neither a right nor an obligation to sell the shares it holds in Elektrim Telekomunikacija to Vivendi Universal, and is free to sell them to a third party at any time, subject to Vivendi Universal's right of pre-emption thereon. Ymer is consequently not consolidated by Vivendi Universal. However, the economic exposure is carried by Vivendi Universal, which consequently records valuation allowances where appropriate, on the basis of quarterly values communicated by the mutual fund manager (please see Item 18 Note 8.1). Agreements between Vivendi Universal and Elektrim retain Vivendi Universal's pre-existing rights. Vivendi Universal, Elektrim SA and Ymer have 3, 3 and 1 representatives on the Elektrim Telekomunikacija supervisory board, respectively, and 2, 2 and 2 representatives on the management board, respectively, all of whom are appointed independently by Vivendi Universal, Elektrim, and Ymer. Vivendi Universal consequently accounts for its interest in Elektrim Telekomunikacija using the equity method. The group intends to sell this interest. As a consequence, Vivendi Universal may consider purchasing the 2% equity interest held by Ymer in order to further enhance its shareholder rights and thereby facilitate the divestiture of the entire participation in Elektrim Telekomunikacija.

For more information on the above table, see Item 18 Note 27.

Property, Plant and Equipment

In connection with our music and TV & film businesses, we own manufacturing facilities in the US and Germany and office buildings and warehouse facilities in various countries. To support the rest of its business operations around the world, Vivendi Universal leases the majority of the real estate it requires.

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VUE owns, develops and manages the Universal City complex in Universal City, California, spanning approximately 400 acres and comprised of: Universal City Studios, a complex of filmed entertainment production, post-production and studio facilities and supporting office space; the Universal Studios Hollywood Theme Park and Universal CityWalk, an integrated retail and entertainment complex offering shopping,

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cinemas, dining and open-area food and beverage facilities, and the Universal Ampitheatre, an enclosed entertainment venue. In addition, Universal Studios has an ownership interests and provides operational and management oversight for the following theme park facilities: Universal Studios Florida, Universal's Islands of Adventure and Wet'n Wild in Orlando, Florida; Universal Studios Japan in Osaka, Japan; and Universal Mediterránea near Barcelona, Spain.

We have various commitments for the purchase of property, plant and equipment, materials, supplies and items of investment related to the ordinary conduct of business.

Patents, Licenses, Contracts, Manufacturing Processes

Other than SFR's UMTS license (see Item 18 Note 5 for further information), we have no patents, licenses, contracts or other manufacturing processes that are, in particular, material to Vivendi Universal.

Item 5: *Operating and Financial Review and Prospects*

Basis of Presentation

The discussion presented below focuses on an analysis of Vivendi Universal's financial and business segment results prepared in accordance with generally accepted accounting principles in France (French GAAP), which differ in certain significant respects from accounting principles generally accepted in the US (US GAAP). For discussion of the most significant reconciling items, see Item 18 Note 32.

We, under previous management, announced that we intended to fully adopt US GAAP reporting standards beginning in 2002 for the disclosure of supplemental financial information for investors. Following the change in senior management in July 2002, it was decided that Vivendi Universal, as a French company, would prospectively only report its primary financial statements in French GAAP with a reconciliation to US GAAP. We will, however, periodically publish selected US GAAP financial information as required under certain of our debt agreements.

Overview

Our financial condition and results of operation over the three-year period under review have been significantly impacted by our divestiture program and our focus on improving our liquidity and debt situation. Due to the progress in our divestiture program, we were able to improve our liquidity and debt situation in 2003. We reduced our financial net debt from 34.9 billion in June 2002 to 12.3 billion by the end of 2002 and 11.6 billion by the end of 2003, despite a 4 billion investment to acquire the BT stake in Cegetel in January 2003. Access to cash flows from each of our businesses has improved and the generation of cash flow by our business units has contributed to debt reduction.

Having improved our liquidity and reduced our debt, we are now focusing on developing the assets of our two core businesses: media and telecommunications.

In 2003, we invested 6.0 billion, 1.6 billion of which consisted of capital expenditures in our core businesses and 4 billion to increase our stake in SFR Cegetel Group. In addition, the NBC-Universal Transaction was finalized on May 11, 2004. We also decided to increase our stake in Maroc Telecom and refocused, restructured and recapitalized Canal+ Group, resulting in decreased costs of approximately 3 billion. At UMG, we implemented significant cost-reduction programs, as well as anti-piracy campaigns. At VU Games, we initiated a restructuring plan (and implemented a new strategic direction) in early 2004. Furthermore, we eliminated major cash drains and divested non-strategic assets (with 2003 proceeds at approximately 3 billion, and approximately 15 billion in proceeds since July 2002). For more information on our business and certain major transactions, see Item 4 Business Overview and Item 4 Business Overview 2003 Significant Transactions.

Moreover, our net loss was significantly reduced in 2003 to 1,143 million compared to 23,301 million in 2002. Excluding Veolia Environnement, this significant improvement was mainly due to lower impairment

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losses from goodwill and other intangible assets and lower financial provision accrual, and was slightly offset by lower gains on businesses sold.

This improvement was also mainly achieved through the growth of our operating income (reflecting the fast development of both SFR Cegetel Group and Maroc Telecom), the favorable impact of ongoing restructuring plans, and tax improvements, while being partially offset by higher financial expenses.

The following discussion of our operations should be read in conjunction with our Consolidated Financial Statements and related Notes set forth in Item 18 of this annual report.

Comparability

Realignment of Segment Reporting

In 2002, we realigned our segment reporting to reflect the new business organizations and management structures resulting from the change in senior management, as well as the dispositions of businesses which occurred in the second half of the year.

Changes in Accounting Principles and Financial Statement Presentation

In 2001, Vivendi Universal adopted new accounting principles and modified its financial statement presentation in order to more closely align accounting policies between French GAAP and US GAAP. The principal changes, as they relate to the discussion presented below, are as follows:

As permitted by Regulation 99.02 (§41) of the French Accounting Standards Board, Vivendi Universal elected to present its Consolidated Statement of Income in a format that classifies income and expenses by function rather than by nature, which was the format used in prior years.

For our subsidiary Veolia Environnement (which was deconsolidated from the Vivendi Universal balance sheet as of December 31, 2002), revenues include operating subsidiaries and exclude any revenues related to construction of assets for internal use.

The definition of exceptional items has been restricted to include only material items of an unusual nature that arise from events or transactions outside the ordinary course of business and which are not expected to recur. For Vivendi Universal, exceptional items are primarily comprised of gains and losses on the divestiture of businesses. Exceptional items are presented as a separate component in our Consolidated Statement of Income after operating income and financial expenses but before income taxes. Prior to 2001, Vivendi Universal had a broader definition of exceptional items, including restructuring costs, plant dismantling and closure costs and the effect of guarantees given when exercised, among others. These items are now included as components of operating income.

Critical Accounting Estimates

Accounting estimates and assumptions discussed in this section are those that we consider to be the most critical to an understanding of Vivendi Universal's financial statements because they inherently involve significant judgments and uncertainties. For all of these estimates, Vivendi Universal cautions that future events rarely develop exactly as forecast, and that these estimates are subject to adjustments.

Use of Estimates

The preparation of Vivendi Universal's financial statements requires management to make informed estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its estimates and judgments, including those related to the sale of future and existing music and publishing related products, as well as from the distribution of theatrical and television products, in order to evaluate the ultimate recoverability of accounts receivable, film inventory, artist and author advances and investments and in determining valuation allowances for investments, long-lived assets, pension liabilities and deferred taxes.

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Estimates and judgments are also required and regularly evaluated concerning financing operations, restructuring costs, contingencies and litigation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ significantly from these estimates under different assumptions or conditions.

Asset Impairment

Valuation of long-term assets

Vivendi Universal reviews the carrying value of its long-term assets held and used, intangible assets that do not have indefinite lives and long-term assets to be disposed of whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. This review is performed using estimates of future cash flows. Management believes that the estimates of future cash flows and fair value are reasonable; however, changes in estimates resulting from lower future cash flows and fair value due to unforeseen changes in business assumptions could negatively affect the valuations of those long-term assets.

Goodwill and other intangible assets with indefinite lives

Vivendi Universal regularly reviews the carrying value of goodwill and other intangible assets that are determined to have an indefinite life. These assets are tested for impairment on an annual basis and more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of these assets below the carrying value. The fair value of these assets is determined using the discounted cash flow method, which is based on business plans approved by the board supported by a market approach (standard criteria including: a comparison to similar listed companies, an assessment based on the value attributed to the reporting units involved in recent transactions and quoted market prices). Reporting units involved in the asset divestiture program approved by the board of directors are assessed on the basis of their net realizable value. Under US GAAP, Vivendi Universal adopted SFAS 142 as of January 1, 2002. Under this standard, Vivendi Universal tests for impairment on the basis of the same objective criteria that are used under French GAAP. Nevertheless, SFAS 142 requires a two-step approach at the reporting unit level. In the first step, the fair value of the reporting unit is compared to its book value, including goodwill. In order to determine the fair value of the reporting unit, significant management judgment is applied in order to estimate the underlying discounted future cash flows. If the fair value of the reporting unit is less than its book value, a second step is performed which compares the implied value of the reporting unit's goodwill to the book value of its goodwill. The implied value of the goodwill is determined based upon the difference between the fair value of the reporting unit and the net of the fair value of the identifiable assets and liabilities of the reporting unit. If the implied value of the goodwill is less than its book value, the difference is recorded as an impairment. For more information, see Item 18 Note 32. Management believes that the estimates of future cash flows and fair value are reasonable; however, changes in estimates resulting in lower cash flows and fair value due to unforeseen changes in business assumptions could negatively affect the valuations.

Investments and receivables from equity affiliates

Vivendi Universal holds minority interest receivables in companies having operations or technology in areas within or adjacent to its strategic focus. Some of these companies are publicly traded and their share prices are highly volatile while some of these companies are non-publicly traded and their value is difficult to determine. Vivendi Universal records an investment impairment charge when it believes an investment has experienced a decline in value that is other than temporary, and records an allowance for receivables if recoverability is uncertain. Future adverse changes in market conditions or poor operating results of underlying investments could result in losses or an inability to recover the carrying value of the investments or receivables, thereby possibly requiring an impairment charge in the future.

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Revenue Recognition

Vivendi Universal has revenue recognition policies for its various units, which are appropriate to the circumstances of each business. See Item 18 Note 1 for a summary of these revenue recognition policies.

Vivendi Universal records reductions to revenues for estimated future returns of merchandise, primarily home video, DVD, recorded music and software products. These estimates are based upon historical return experience, current economic trends and projections of customer demand for and acceptance of the products. Differences may arise with respect to the amount and timing of the revenue for any period if actual performance varies from these estimates.

Film and Television Revenues and Costs

Vivendi Universal accounts for the production and distribution of motion pictures and television programming in accordance with SOP 00-2, which requires management's judgment as it relates to total revenues to be received and costs to be incurred throughout the life of each film or program. These estimates are used to determine the amortization of capitalized production costs, expensing of participation and residual cost and any necessary net realizable value. If actual demand or market conditions are actually less favorable than the projections, potentially significant film, television or programming cost write-downs may be required.

Music Advances to Artists

For established artists, Vivendi Universal capitalizes advances and direct costs associated with the creation of record masters and expenses these costs as the related royalties are earned or when the amounts are determined to be unrecoverable. An established recording artist is an artist whose past performance and current popularity provide a sound basis for estimating the recoverability of the advance. Advances to artists who are not established are expensed as incurred. Estimates of recoverability can change based on the current popularity of the artist based on sales through the reporting period. If it appears that a portion of the advance is not recoverable from royalties to be earned by the artist, a provision is made in the period that a loss becomes apparent.

Pension Benefit Costs

Vivendi Universal's pension benefit obligations and the related costs are calculated using actuarial models and assumptions applicable in the countries where the plans are located, principally the US, Canada, the United Kingdom and France. Two critical assumptions, discount rate and expected return on plan assets, are important elements of plan expense and/or liability measurement. We evaluate these critical assumptions at least annually. Other assumptions involve demographic factors such as retirement, mortality, turnover and rate of compensation increase. These assumptions are evaluated periodically and are updated to reflect our experience. Actual results in any given year will often differ from actuarial assumptions because of economic and other factors. The discount rate enables us to state expected future cash flows at a present value on the measurement date. We have little latitude in selecting this rate, as it is required to represent the market rate for high-quality fixed income investments. A lower discount rate increases the present value of benefit obligations and increases pension expense. We reduced our weighted average discount rate from 6.3% in 2001 to 5.7% in 2002 and to 5.4% in 2003 to reflect market interest rate conditions. For our US plans, a further 50 basis point decrease in the discount rate would increase pension expense by approximately \$1 million per year. To determine the expected long-term rate of return on pension plan assets, we consider, for each country, the structure of the asset portfolio and the expected rates of return for each of the components. For our US plans, a 50 basis point decrease in the expected return on assets of principal plans would increase pension expense on our principal plans by approximately \$2 million per year.

We assumed that the weighted averages of long-term returns on our pension plans were 6.5% in 2003, 7.2% in 2002 and 7.4% in 2001. Further information on our principal pension plans is provided in Note 15 to our Consolidated Financial Statements, including disclosure of these assumptions.

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Contingencies

Vivendi Universal records liabilities when (i) at the end of the period the group has a legal, regulatory or contractual obligation as a result of past events, (ii) it is probable that an outflow of resources will be required to settle the obligation and (iii) they can be reliably estimated. Estimating probable losses requires analysis of multiple forecasts that often depend on judgments about potential actions by third parties such as regulators. The amount recognized as a provision represents the best estimate of the risk at the Consolidated Statement of Financial Position date. If no reliable estimate can be made of the amount of the obligation, no provision is recorded. The information is then presented in the Notes to our Consolidated Statement of Financial Position. Contingent liabilities are often resolved over long time periods.

Provisions and Liabilities

Provisions and liabilities related to taxes, legal issues and restructuring charges, including environmental matters, require significant judgments and estimates by management. The Company continually evaluates these estimates based on changes in the relevant facts and circumstances and events that may impact estimates. Management continually assesses the appropriateness and adequacy of these accounts and adjusts them as estimates change based on current facts and circumstances. While management believes that the current provisions and liabilities for these matters are adequate, there can be no assurance that circumstances will not change in future periods.

Certain significant accounting policies do not involve the same level of measurement uncertainties as those discussed above, but are nevertheless important to an understanding of our Consolidated Financial Statements. Policies related to financial instruments, deferred tax assets and business combinations require difficult judgments on complex matters. For a discussion of accounting policies that Vivendi Universal has selected from acceptable alternatives, see Item 18 Note 1.

RESULTS OF OPERATIONS

Preliminary notes:

On May 11, 2004, Vivendi Universal and GE closed the NBC-Universal Transaction (the parties had executed the definitive agreement on October 8, 2003), thereby combining the respective businesses of NBC and VUE. This transaction resulted in an approximate 20% interest in NBC Universal. As a result of the closing of the NBC-Universal Transaction, Vivendi Universal deconsolidated VUE and its interest in NBC Universal is accounted for using the equity method. The NBC-Universal Transaction is described in Item 4 Information on the Company 2003 Significant Transactions. For unaudited condensed pro forma consolidated financial statements reflecting the deconsolidation of VUE, see below.

This transaction had no impact on Vivendi Universal's 2003 Financial Statements and should have an impact on the Company's 2004 Financial Statements. For more information on the estimated impact of this transaction on Vivendi Universal's accounts, see Item 18 Note 3.

Table of Contents**Consolidated Statement of Income:**

	Year ended December 31,			
	2003 Actual(a)	2002 with VE accounted for using the equity method(b)	2002 Actual(a)	2001 Actual
	(In millions, except per share amounts)			
Revenues	25,482	28,112	58,150	57,360
Cost of revenues	(15,268)	(16,749)	(40,574)	(39,526)
Selling, general and administrative expenses	(6,812)	(8,919)	(12,937)	(13,699)
Other operating expenses, net	(93)	(567)	(851)	(340)
Operating income	3,309	1,877	3,788	3,795
Financing expense	(698)	(650)	(1,333)	(1,455)
Other financial expenses, net of provisions	(509)	(3,444)	(3,409)	(473)
Financing and other expenses, net	(1,207)	(4,094)	(4,742)	(1,928)
Income (loss) before gain on businesses sold, net of provision, income taxes, equity interest, goodwill amortization and minority interests	2,102	(2,217)	(954)	1,867
Gain on businesses sold, net of provisions	602	1,125	1,049	2,365
Income tax expense	408	(2,119)	(2,556)	(1,579)
Income (loss) before equity interest, goodwill amortization and minority interests	3,112	(3,211)	(2,461)	2,653
Equity in earnings of sold subsidiaries(a)	1	17	17	
Equity in (losses) earnings of unconsolidated companies	71	(99)	(294)	(453)
Equity loss in Veolia Environnement impairment(c)	(203)			
Goodwill amortization	(1,120)	(992)	(1,277)	(1,688)
Impairment losses(d)	(1,792)	(18,442)	(18,442)	(13,515)
Income (loss) before minority interests	69	(22,727)	(22,457)	(13,003)
Minority interests	(1,212)	(574)	(844)	(594)
Net loss	(1,143)	(23,301)	(23,301)	(13,597)
Loss per share basic	(1.07)	(21.43)	(21.43)	(13.53)
Weighted average common shares outstanding (in millions)(e)	1,071.7	1,087.4	1,087.4	1,004.8

(a) In 2002 and 2003, Vivendi Universal applied the option proposed in paragraph 23100 of the French rules 99-02 and presented the equity in (losses) earnings of businesses that were sold during each fiscal year on one line in the consolidated statement of income as equity in (losses) earnings of sold subsidiaries. In 2002 sold subsidiaries include all of the Vivendi Universal Publishing activities excluding: Vivendi Universal Games, publishing activities in Brazil and the Consumer Press Division and Comareg. In 2003, disposed subsidiaries include the Consumer Press Division, which was sold in early February 2003.

(b) This consolidated statement of income presents the group's scope of consolidation as at December 31, 2002. It illustrates the accounting of Veolia Environnement by using the equity method from January 1, 2002 instead of December 31, 2002.

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- (c) The impairment loss of 203 million corresponds to Vivendi Universal's 20.4% interest in Veolia Environnement's impairment of goodwill and other intangible assets (i.e., 453 million), after a notional impairment of goodwill initially recorded as a reduction of shareholder's equity of 250 million, as prescribed by French GAAP.
- (d) In 2003, includes impairment losses in respect of goodwill (1,273 million), other intangible assets (406 million) and investments accounted for using the equity method (113 million).
- (e) Excluding treasury shares recorded as a reduction of shareholders' equity (4,360 shares as at December 31, 2003). The weighted average common shares outstanding including the potential dilution effect of outstanding convertible bonds and stock options represented approximately 1,209.6 million common shares as at December 31, 2003. The financial instruments with potential dilution effect that were in the money as of December 31, 2003 represented approximately 96.2 million common shares on a total of 137.9 million common shares to be potentially issued.

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The following unaudited condensed pro forma consolidated statement of income have been prepared in accordance with Rule 11-02 of Regulation S-X under the Exchange Act, assuming that the deconsolidation of VUE occurred on January 1, 2003, and the equity method of accounting for the investment in VUE was used for all of 2003. The following unaudited condensed pro forma consolidated financial position has been prepared assuming the deconsolidation of VUE occurred on December 31, 2003. The following unaudited condensed pro forma consolidated statements of income and financial position are not necessarily indicative of the actual results of operations which would have occurred had the deconsolidation occurred on these dates, nor are they necessarily indicative of future operating results. The following unaudited condensed pro forma consolidated statements of income and financial position do not give effect to the acquisition of approximately 20% interest in NBC.

(a) Unaudited Condensed Pro Forma Consolidated Statement of Income as of December 31, 2003

	Year Ended December 31, 2003 (French GAAP, Unaudited)		
	Reported	Deconsolidation of VUE	Pro forma
	(In millions of euros)		
Revenues	25,482	(6,022)	19,460
Operating expenses	(22,173)	5,091	(17,082)
Operating income	3,309	(931)	2,378
Financing and other expense, net	(1,207)	236	(971)
Income (loss) before gain on businesses sold, net of provisions, income taxes, equity interest, goodwill amortization and minority interests	2,102	(695)	1,407
Gain on businesses sold, net of provisions	602	(18)	584
Income tax expense	408	175	583
Income (loss) before equity interest, goodwill amortization and minority interests	3,112	(538)	2,574
Equity in (losses) earnings of unconsolidated companies and sold affiliates	72	(12)	60
Goodwill amortization & impairment	(3,115)	520	(2,595)
Income (loss) before minority interests	69	(30)	39
Minority interests	(1,212)	30	(1,182)
Net loss	(1,143)		(1,143)
Loss per basic share	(1.07)		(1.07)
Adjustments to conform to U.S. GAAP:			
Business combination and goodwill	1,021	(333)	688
Impairment losses of goodwill and other intangible assets	(742)		(742)
Impairment of long-lived assets	(25)		(25)
Intangible assets	(152)		(152)
Financial instruments	155	(37)	118
Employee benefit plans	(66)	41	(25)
Other	50	(11)	39
Tax effect	(428)	25	(403)
Deduction of income from discontinued operations	(306)		(306)

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Adjustments to conform to U.S. GAAP relative to VUE		315	315
	<u> </u>	<u> </u>	<u> </u>
<i>Sub-total</i>	(493)		(493)
	<u> </u>	<u> </u>	<u> </u>
U.S. GAAP net loss from continuing operations	(1,636)		(1,636)
	<u> </u>	<u> </u>	<u> </u>

Table of Contents**(b) Unaudited Condensed Pro Forma Consolidated Statement of Financial Position
as of December 31, 2003**

	Year Ended December 31, 2003 (French GAAP, Unaudited)		
	Reported	Deconsolidation of VUE	Pro forma
Assets			
Goodwill, net	17,789	(6,203)	11,586
Other intangible assets, net	11,778	(4,770)	7,008
Property, plant and equipment, net	6,365	(1,042)	5,323
Investments accounted for using the equity method	1,083	5,469	6,552
Other investments	3,549	(827)	2,722
Total long-term assets	40,564	(7,373)	33,191
Inventories and work-in-progress	744	(209)	535
Accounts receivable	8,809	(2,384)	6,425
Deferred tax assets	1,546	(56)	1,490
Short-term loans receivable	140	(1)	139
Marketable securities	259		259
Cash and cash equivalents	2,858	2,807	5,665
Total current assets	14,356	157	14,513
TOTAL ASSETS	54,920	(7,216)	47,704
Liabilities and Shareholders Equity			
Total shareholders equity	11,923	917	12,840
Minority interests	4,929	(952)	3,977
Other equity	1,000		1,000
Deferred income	560	(97)	463
Provision	2,294	(49)	2,245
Long-term debt	9,621	(213)	9,408
Other non-current liabilities and accrued expenses	2,407	(799)	1,608
Total non-current liabilities	32,734	(1,193)	31,541
Accounts payable	12,261	(1,880)	10,381
Deferred taxes	5,123	(1,661)	3,462
Bank overdrafts and other short-term borrowings	4,802	(2,482)	2,320
Total current liabilities	22,186	(6,023)	16,163
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	54,920		