



## **Eligibility Criteria**

In order to qualify for a recovery from the Fund, you must satisfy certain eligibility criteria. These criteria include the following:

1. **You must have purchased Vivendi securities during the period from December 1, 2000 through July 2, 2002. You are not entitled to any recovery from the Fund for any Eligible Securities you purchased prior to December 1, 2000 or sold prior to July 2, 2002 (the "Settlement Period").**
2. **You must have incurred an aggregate net loss from all transactions in Vivendi securities for which either the purchase or the sale (or both) occurred during the Settlement Period.**
3. You are not entitled to a recovery from the Fund if you are a current or former officer or director of Vivendi who served in such capacity on or after the commencement of the Settlement Period. You are also not entitled to a recovery if your employment at Vivendi or any of its Affiliates was terminated in connection with the allegations set forth in the SEC's complaint in this case, or you were otherwise terminated or resigned in connection with the investigation into this matter conducted by the SEC, or if you are a defendant in any class action lawsuit related to the allegations set forth in the SEC's complaint in this case, other than those defendants who are found to be not liable in such actions prior to the Claims Filing Date and who provide proof of such findings.

**PROOF OF CLAIM FORMS ARE BEING MAILED TOGETHER WITH THIS NOTICE TO ALL ELIGIBLE CLAIMANTS WHOM THE DISTRIBUTION AGENT IS ABLE TO IDENTIFY. IF YOU DID NOT RECEIVE A FORM IN THE MAIL, SEE THE INSTRUCTIONS BELOW FOR OBTAINING A PROOF OF CLAIM FORM. THE FORM AND ACCOMPANYING INSTRUCTIONS EXPLAIN THE ELIGIBILITY CRITERIA IN GREATER DETAIL.**

**YOU MUST SUBMIT A COMPLETED PROOF OF CLAIM FORM TO THE ADDRESS BELOW OR ON-LINE AT [www.vivendisecsettlement.com](http://www.vivendisecsettlement.com) PRIOR TO THE JUNE 12, 2007 CLAIMS FILING DATE TO ENABLE THE DISTRIBUTION AGENT TO DETERMINE WHETHER YOU QUALIFY FOR A RECOVERY FROM THE FUND. IF YOU FAIL TO TIMELY SUBMIT A COMPLETED PROOF OF CLAIM FORM PRIOR TO THE CLAIMS FILING DATE, YOU WILL BE BARRED FROM RECEIVING A PAYMENT FROM THE FUND.**

## **Participation in the Distribution of the Fund**

Only those persons who purchased Vivendi securities, which are defined as ordinary shares or American Depository Receipts or American Depository Shares, during the Settlement Period, and suffered losses from combined purchase or sale transactions during the Settlement Period, may be eligible to share in the distribution of the Fund. Each potentially eligible claimant wishing to participate in the distribution of the Fund must timely submit a valid and separate Proof of Claim, no later than June 12, 2007, to the address provided below. Each Proof of Claim Form must be accompanied by supporting documents specified in the Instructions contained in the Proof of Claim Form.

Unless otherwise ordered by the Court, any potentially eligible claimant who fails to submit a Proof of Claim Form by June 12, 2007 shall be forever barred from receiving any payments from the Fund.

The Proof of Claim Form submitted in response to this Notice will be the basis of all distributions from the Fund. The Distribution Agent will not be able to determine individual recoveries prior to the receipt and processing of all Proof of Claim Forms after the Claims Filing Date.

If you submit a Proof of Claim that fails to set forth all required information, or is otherwise deficient, you may receive a Claim Deficiency Notice requesting that you provide such other or additional information as the Distribution Agent requires in order to determine whether you are eligible to participate in the Fund. If you receive such a Notice, or if your claim is not allowed by the Distribution Agent, you will also receive information about your right to seek review of the Distribution Agent's final determination of your claim including your right to have your claim reviewed and determined by the Court.

**Participation in the distribution of the Fund will not constitute a release or waiver by potentially eligible claimants of any rights or claims they may have against any person, including, without limitation, Vivendi and Vivendi's past and present directors, officers, advisors and agents.**

## Claim Determination Formula

Claims shall be calculated based upon the formula set forth on the table below:

		Disposal Date		
		During the Settlement Period But Before 7/2/2002	7/2/2002	After 7/2/2002, or still held
Purchase Date	Before 12/1/2000	No Eligible Claim	No Eligible Claim	No Eligible Claim
	On or after 12/1/2000 and before 7/2/2002	No Eligible Claim	27.75% of purchase price, less 12.86% of sale price	27.75% of purchase price
	7/2/2002	--	12.86% of difference between purchase price and sale price	12.86% of purchase price
	7/3/2002 or later	--	--	No Eligible Claim

Once the amount of an individual claim is calculated, distributions shall be made to eligible claimants on a pro rata basis, determined by the ratio of each approved claim to the aggregate amount of all approved claims.

### Instructions for Submitting a Proof of Claim Form

**TO BE ELIGIBLE TO RECEIVE A DISTRIBUTION FROM THE FUND, YOU MUST COMPLETE AND SIGN THE PROOF OF CLAIM AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN JUNE 12, 2007, TO THE FOLLOWING ADDRESS:**

**Vivendi SEC Settlement Fund Administration  
P.O. Box 9000 #6371  
Merrick, NY 11566-9000  
U.S.A.**

**YOU MAY ALSO SUBMIT THE PROOF OF CLAIM ON LINE AT [www.vivendisecsettlement.com](http://www.vivendisecsettlement.com) NO LATER THAN JUNE 12, 2007.**

### Special Notice to Securities Brokers and Other Nominees

If you purchased Vivendi Universal, S.A. Ordinary Shares and/or American Depository Receipts/Shares (ADRs/ADSs) during the Settlement Period as nominee for a beneficial owner, then within ten (10) calendar days after you receive this Distribution Plan Notice, you must either: (a) send a copy of this Distribution Plan Notice and the accompanying Proof of Claim and Release by first class mail to all such beneficial owners; or (b) provide a list of the names and addresses of such beneficial owners to the Claims Administrator:

Vivendi SEC Settlement Fund Administration  
P.O. Box 9000 #6371  
Merrick, NY 11566-9000  
U.S.A.

### Additional Information

Additional information regarding the Fund may be found at the Fund's website, [www.vivendisecsettlement.com](http://www.vivendisecsettlement.com). You may also obtain additional information or request copies of forms by calling the Fund's toll-free hotline at 1(800) 295-3152 in the United States and Canada or 00 800 747 37473 outside the United States and Canada, or by email at [Questions@vivendisecsettlement.com](mailto:Questions@vivendisecsettlement.com).

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