

EXHIBIT E

A high-contrast, black and white photograph of a person's face, partially obscured by shadows and a hand holding a small animal. The image has a grainy, halftone-like texture. The person's eyes are closed or looking down, and their mouth is slightly open. A hand is visible in the upper right corner, holding a small, light-colored animal, possibly a dog or cat, which is looking towards the camera. The overall mood is intimate and artistic.

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vivendi

music, television, cinema, mobile, internet, games

2006 Annual Report

sales figure as a result of exchange rate fluctuations, thus affecting its profitability and cash flows.

Risks Linked to Obtaining or Renewing Public Operating Licenses or to Specific Regulations

Certain of Vivendi's activities are dependent on obtaining or renewing licenses issued by the regulatory authorities. The process for obtaining or renewing these licenses or approvals is often lengthy, complex and costly. If Vivendi is unable to retain or obtain in a timely manner the licenses required to conduct, continue or expand its activities, in particular licenses to provide telecommunications services and broadcasting licenses, its ability to achieve its strategic objectives could be impaired.

Furthermore, Vivendi operates in an evolving regulatory environment and changes in the regulatory environment may result in costs for Vivendi and in usage restrictions for consumers which could affect Vivendi's revenues.

Risks Linked to Increased Commercial and Technical Competition

The industries in which Vivendi operates are highly competitive. It may lose business if it is unable to match its competitors' prices, or if it does not manage to develop new technologies and to launch new products and services.

In addition, these industries are subject to rapid and significant changes in technology and new products and services are frequently introduced. Substantial investments may be required to further these technological advances. Vivendi may be too slow in identifying new opportunities.

Further, technological advances may render its products and services obsolete and force Vivendi to write off previous investments and incur new ones.

If the Production and Distribution of Audio Recordings, Films and Interactive Games is Less Commercially Successful than Anticipated, this May have a Negative Impact on Growth Prospects for These Operations

Content is of crucial importance for Vivendi's music, television, film and interactive game businesses and determines their success and distribution.

A large proportion of Vivendi's income comes from the production and distribution of films, audiovisual works and music, as well as from the production of interactive games. The commercial success of these content products is dependent upon the response of the public which cannot always be predicted.

The commercial success of a particular content product among a wide audience depends on the existence of other leisure activities, as well as on the general economic situation and a number of other factors. In addition, these businesses are based on third-party content. Given the increasingly competitive nature of the markets for these activities,

there can be no certainty that third-parties will continue to transfer their rights under conditions that are commercially viable or that the cost of obtaining these rights will not increase.

Vivendi May have Difficulty Enforcing its Intellectual Property Rights

The decreasing cost of electronic and computer equipment and related technology has made it easier to create unauthorized copies of works produced by Vivendi, such as compact discs, videotapes and DVDs. Similarly, advances in Internet technology have increasingly made it possible for computer users to share works without the permission of the copyright owners and without paying the corresponding royalties. The results and financial position of Vivendi may suffer if it is unable to protect its intellectual property rights effectively. Many of Vivendi's activities are heavily dependent on intellectual property rights that it owns or for which it holds a license.

There Has Been a Decline in the Audio Recording Market that Could Have Further Repercussions for UMG

The decline in the market for audio recordings is due to the combined effect of piracy, counterfeiting (both industrial and domestic, using recordable CD-ROMs or the illegal downloading of music from the Internet made easier by the availability of works in digital formats) and increased competition for consumer spending on leisure. According to the International Federation of the Phonographic Industry, IFPI, the worldwide music market decreased by 4% in value in the first half of 2006, despite digital sales more than doubling, due to a 10% drop in physical music sales. If this decline continues, it will have a negative impact on UMG's sales and results.

Sales of pirated music amounted to \$4.5 billion in 2005 at pirate prices (most recent IFPI data available), against \$4.6 billion in 2004 and \$4.5 billion in 2003. This amount is virtually unchanged in the past three years, although there has been a move from industrial scale manufacturing plants to CD-Rs copied in small commercial labs. The IFPI estimates that 37% of all CD purchases worldwide are pirate copies and in 30 countries of the world, illegal recordings outsell the legitimate alternative. It also estimates that nearly 20 billion songs were illegally downloaded. Vivendi believes that these amounts and percentages could continue to increase. Piracy has resulted in a drop in the volume and price of lawful sales which has had a negative impact on UMG and which may continue in coming years.

Piracy and Counterfeiting May Cause a Drop in Sales for Vivendi's Film Operations

The availability of films in digital formats, together with the expansion of broadband Internet coverage has made it easier to create, transmit and share unauthorized copies of films. The continued difficulty in passing and applying suitable laws and in enforcing court rulings in certain parts of the world where piracy is endemic represents a threat for the film industry that is likely to have an adverse effect on Vivendi's film operations.